

Shareholders'
Meeting 2023

Notice
of Meeting

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1. Message from the Chief Executive Officer



Dear Madam, Dear Sir, Dear Shareholder,

I am pleased to invite you to the Combined Shareholders' Meeting of Tarkett which will be held on Friday, April 21, 2023 at 9:30 a.m. in the Auditorium located on the ground floor of the registered office (Tour Initiale - 1, Terrasse Bellini - 92919 Paris la Défense).

This Shareholders' Meeting will be an opportunity for you to learn about the Group's activities and to ask questions before voting on the resolutions submitted for your approval.

In the following pages, you will find all the information you need to participate in this Shareholders' Meeting, including the agenda and all the resolutions submitted for your approval.

We also invite you to regularly consult the section dedicated to the Shareholders' Meeting on our website, which will be updated to specify, if necessary, the final terms of participation to this Shareholders' Meeting.

I would like to thank you for your confidence and for your attention to the resolutions submitted to your approval.

Yours sincerely

Fabrice Barthélemy

Chief Executive Officer

2. Agenda of the Shareholders' Meeting dated April 21, 2023

On an ordinary basis

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 extraordinary 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

On an ordinary basis

20. Powers to carry out formalities.

Preliminary formalities to participate in the Shareholders' Meeting

3. How to participate to the Shareholders' Meeting

3.1 Preliminary formalities to participate in the Shareholders' Meeting

Any shareholder, regardless of the number of shares held, may participate in this Shareholders' Meeting.

Shareholders must provide proof of ownership of their share(s) by the second business day preceding the Shareholders' Meeting, i.e. **Wednesday, April 19, 2023, at midnight (Paris time)**:

For the pure or registered shareholder:

By the book-entry of their share(s) in the registered share account held for the Company by its centralizing body Uptevia (Service Assemblées Générales – Immeuble FLORES - 12 place des Etats-Unis CS 40083 - 92549 Montrouge Cedex).

For the bearer shareholder:

By the book-entry of their share(s) in the bearer share account held by the authorized bank or financial intermediary ("**the financial intermediary**"). This registration must be evidenced by a shareholding certificate issued by the financial intermediary (if applicable by electronic means under the conditions provided for in Article R. 225-61 of the French Commercial Code) and attached to the single voting form for postal voting or voting by proxy (the "**Voting form**"), or to the request for an admission card.

Ways to participate to the Shareholders' Meeting

3.2 Ways to participate to the Shareholders' Meeting

Shareholders may participate in this Shareholders' Meeting either:

- > by attending in person,
- > by voting by post, or
- > by giving a proxy to the Chairman of the Shareholders' Meeting, to their spouse or partner with whom a civil solidarity pact has been concluded, to another shareholder, or

to any person (natural or legal) of their choice under the conditions prescribed by Articles L.225-106 and L.22-10-39 of the French Commercial Code, or without indicating a proxy. In the latter case, the Chairman of the Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Management Board and against the adoption of all other draft resolutions.

Shareholders wishing to attend the Shareholders' Meeting in person should request their admission card as follows

For the pure or registered shareholder:

The pure or administered registered shareholder should complete the Voting form attached to the notice of meeting, which will be sent to him/her by post, specifying that he/she wishes to participate in the Shareholders' Meeting and obtain an admission card. The pure or registered shareholder should then return the Voting form, dated and signed, by post using the T envelope attached to the notice of meeting, to Uptevia.

For the bearer shareholder:

The bearer shareholder should ask his/her financial intermediary to send him/her an admission card.

Requests for admission cards must be received by Uptevia no later than three days before the Shareholders' Meeting, i.e. **Tuesday, April 18, 2023**, in accordance with the procedures indicated above.

Shareholders who have made a request and have not received their admission card within the two business days preceding the Shareholders' Meeting i.e. **Wednesday, April 19, 2023, midnight (Paris time)** are invited to:

For the pure or registered shareholder:

Go directly to the counters specifically provided for this purpose on the day of the Shareholders' Meeting, with proof of identity.

For the bearer shareholder:

Request his/her financial intermediary to issue a shareholding certificate to prove his/her status as shareholder on the second business day preceding the Shareholders' Meeting i.e. **Wednesday, April 19, 2023, midnight (Paris time)**.

Ways to participate to the Shareholders' Meeting

Shareholders who do not attend this Shareholders' Meeting in person and who wish to vote by post or to give a proxy under the legal and regulatory conditions may:

For the pure or registered shareholder:

The pure or administered registered shareholder should complete the Voting form, attached to the notice of meeting, which will be sent to him/her by post, specifying that they wish to be represented or to vote by mail, and then return it, dated and signed, using the T envelope attached to the notice of meeting, to Uptevia.

For the bearer shareholder:

The bearer shareholder should request the Voting form from his/her financial intermediary, as from the convening date of the Shareholders' Meeting (i.e. Wednesday April 5, 2023) and no later than six days before the date of the Shareholders' Meeting (i.e. Saturday April 15, 2023), complete the form, specifying that he/she wishes to be represented or to vote by mail, and return it, dated and signed, to his/her financial intermediary, which will forward it, together with the shareholding certificate issued by the financial intermediary, to Uptevia, Service Assemblées Générales - Immeuble FLORES - 12 place des Etats-Unis CS 40083 - 92549 Montrouge Cedex.

Ways to participate to the Shareholders' Meeting

The Voting forms must be sent to Uptevia, in accordance with the above-mentioned procedures, at the latest three days before the Shareholders' Meeting, i.e. **Tuesday 18 April 2023**, failing which it will not be taken into account.

In accordance with the provisions of Articles R. 225-79 and R. 22-10-24 of the French Commercial Code, notification of the appointment and revocation of a proxy may also be made electronically, by sending an e-mail bearing an electronic signature, resulting from a reliable identification process guaranteeing its link with the remote Voting form, to the following e-mail address ct-mandataires-assemblees@uptevia.com, specifying his or her name, first name address and the name and address of the appointed or revoked proxy as well as (i) for pure registered shareholders, their Uptevia identifier, (ii) for administered registered shareholders, their identifier available from their financial intermediary, or (iii) for bearer shareholders, their bank references available from their financial intermediary, being specified that written confirmation of the instructions must be sent to Uptevia through the financial intermediary.

Only notifications of appointment or revocation of proxys duly signed, completed and received no later than three days before the date of the Shareholders' Meeting, i.e. **Tuesday, April 18, 2023** (if the notification is made by post), **or the day before the Shareholders' Meeting until 3 p.m.** (if the notification is made by e-mail), will be taken into account. Moreover, only notifications of appointment or revocation of proxys may be sent to the above-mentioned e-mail address, any other request or notification relating to another subject may not be taken into account and/or processed.

Complete the Voting form

1. If you intend to attend the Shareholders' Meeting: tick box A to request an admission card. Sign and date at the bottom of the form.
2. To cast a postal vote: tick here and indicate your vote on each resolution by shading the appropriate box.
3. To grant proxy to the Chairman of the Shareholders' Meeting to vote on your behalf: simply tick the box and sign and date at the bottom of the form.
4. To give proxy to your spouse or partner with whom a civil solidarity pact has been concluded, to another shareholder, or to any person (natural or legal) of your choice who will represent you at the Shareholders' Meeting: tick here and indicate the name and contact details of your representative.
5. Do not forget to sign and date the form here.

It is specified that, for any proxy without indication of a proxy holder, the Chairman of the Shareholders' Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Management Board and against the adoption of all other draft resolutions.

In accordance with the provisions of Article R.22-10-38 of the French Commercial Code, if a shareholder has already cast a vote remotely, requested an admission card or a shareholding certificate to attend the Shareholders' Meeting, he or she may no longer choose another means of taking part in the Meeting but may nevertheless sell all or part of their shares.

However, if the transfer takes place before the second business day preceding the Shareholders' Meeting, i.e., before **Wednesday, April 19, 2023, at midnight (Paris time)**, the Company will invalidate or modify accordingly (as the case may be), the vote cast by post, the proxy, the admission card or the shareholding certificate. To this end, the financial intermediary holding the account shall notify the Company or Uptevia of the transfer and provide it with the necessary information.

No sale or any other transaction carried out after **Wednesday, April 19, 2023, at midnight, (Paris time)**, regardless of the means used, will be notified by the financial intermediary or taken into consideration by the Company, notwithstanding any agreement to the contrary.

Voting by videoconference or by telecommunication and teletransmission means is not planned for this Shareholders' Meeting and, consequently, no site referred to in Article R.225-61 of the French Commercial Code will be set up for this purpose.

Ways to participate to the Shareholders' Meeting

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
 Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form

1 JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire / I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form

TARKETT

Société Anonyme à Directoire et Conseil de surveillance
 au capital de 327 751 405 euros
 Siège Social : Tour Initiale – 1, Terrasse Bellini
 92919 Paris La Défense
 352 849 327 R.C.S. Nanterre

Assemblée Générale Mixte
 du 21 avril 2023 à 9h30
 au siège social de la Société,
 Tour Initiale – 1, Terrasse Bellini – 92919 Paris la Défense

Combined General Meeting
 on April 21st, 2023 at 9:30 a.m
 at the headquarter,
 Tour Initiale – 1, Terrasse Bellini – 92919 Paris la Défense

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account

Nombre d'actions / Number of shares

Nominatif Registered

Porteur Bearer

Vote simple Single vote

Vote double Double vote

Nombre de voix - Number of voting rights

2

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
 Cf. au verso (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention". / I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, one of the boxes "No" or "Abs".

	1	2	3	4	5	6	7	8	9	10	A	B
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
	11	12	13	14	15	16	17	18	19	20	C	D
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
	21	22	23	24	25	26	27	28	29	30	E	F
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
	31	32	33	34	35	36	37	38	39	40	G	H
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
	41	42	43	44	45	46	47	48	49	50	J	K
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
											Abs.	<input type="checkbox"/>

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en noircissant la case correspondante :
 In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box

- Je donne pouvoir au Président de l'assemblée générale / I appoint the Chairman of the general meeting

- Je m'abstiens / I abstain from voting

- Je donne procuration [cf. au verso renvoi (4)] à M. Mme ou Mlle, Raison Sociale pour voter en mon nom. / I appoint (see reverse (4)) Mr, Mrs or Miss, Corporate to vote on my behalf

3

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
 Cf. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
 See reverse (3)

4

JE DONNE POUVOIR À : Cf. au verso (4)
 pour me représenter à l'Assemblée
I HEREBY APPOINT: See reverse (4)
 to represent me at the above mentioned Meeting
 M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: If it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)
 Surname, first name, address of the shareholder (Change regarding this information have to be notified to relevant institution, no change can be made using this proxy form). See reverse (1)

5 **Date & Signature**

Pour être pris en considération, tout formulaire doit parvenir au plus tard :
 To be considered, this completed form must be returned no later than:

sur 1^{ère} convocation / on 1st notification **18 Avril 2023 / April 18th 2023** sur 2^{ème} convocation / on 2nd notification

à la banque / by the bank
 à la société / by the company

* Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'assemblée générale -
 * If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies to the President of the General Meeting

Written questions

3.3 Written questions

Any shareholder is entitled to submit written questions as from the convening date of the Shareholders' Meeting in accordance with Articles L.225-108 and R.225-84 of the French Commercial Code.

These questions must be sent to the registered office of the Company, by registered letter with acknowledgement of receipt to the following address Tarkett - Tour Initiale, 1 Terrasse Bellini, 92800 Puteaux, or by email to the following address actionnaires@tarkett.com, at the latest on the fourth business day preceding the date of the Shareholders' Meeting, i.e. on **Monday April 17, 2023**. To be taken into account, they must be accompanied by a shareholding certificate.

A written question will be deemed to have been answered when it appears on the Company's website (www.tarkett-group.com), in a section specifically reserved to questions and answers of the Shareholders' Meeting. A common answer may be provided to written questions having the same content.

3.4 Shareholders' right to information

All the documents and information referred to in Article R.22-10-23 of the French Commercial Code that are to be presented at the Shareholders' Meeting are available to shareholders in the registered office and on the Company's website at the following address: www.tarkett-group.com, as from the twenty-first day preceding this Shareholders' Meeting, i.e. **Friday, April 8, 2022**.

For shareholders wishing to obtain a printed version of these documents, a request form for sending documents and information is available at the end of the notice of meeting.

4. Tarkett at a glance

A world leader in flooring and sports surface solutions

For over 140 years now, we commit every day to the design of great spaces. For Tarkett, this means putting people and planet first, caring about the environment and the health of present and future generations incorporated by our Tarkett Human-Conscious Design® approach.

It is our holistic way of doing business, capable of marrying the specific expectations of each of our customers with the profound challenges of protecting our planet, reducing our carbon footprint and changing the game with circular economy. Working together with our partners, we deliver safer and healthier spaces in which people can reach their full potential. By joining forces, we build a stronger foundation - one we can all stand firmly on, for generations to come. Together we are building the Way to Better Floors.

A BROAD RANGE OF SOLUTIONS

We offer to our customers one of the largest portfolios of flooring and sports surface solutions, and we share with our customers our expertise in multiple market segments.



HEALTH CARE
& AGED CARE



EDUCATION



WORKPLACE



HOSPITALITY



SPORTS



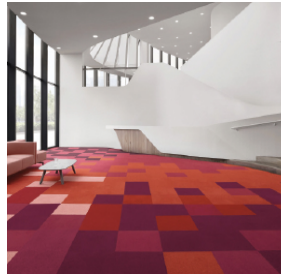
RESIDENTIAL



Vinyl



Linoleum



Carpet



Wood



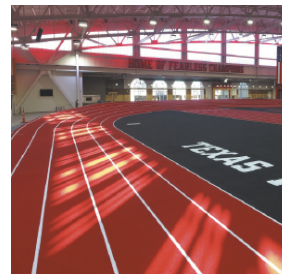
Laminate



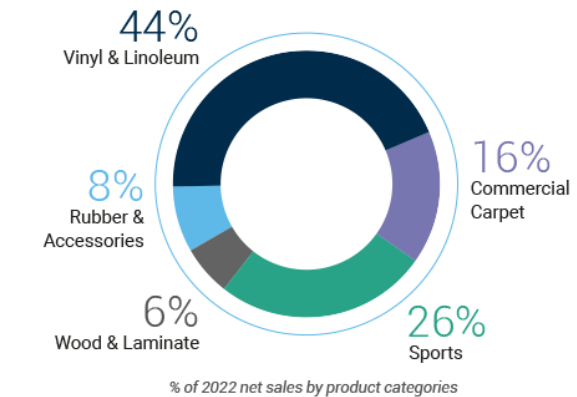
Rubber & Accessories



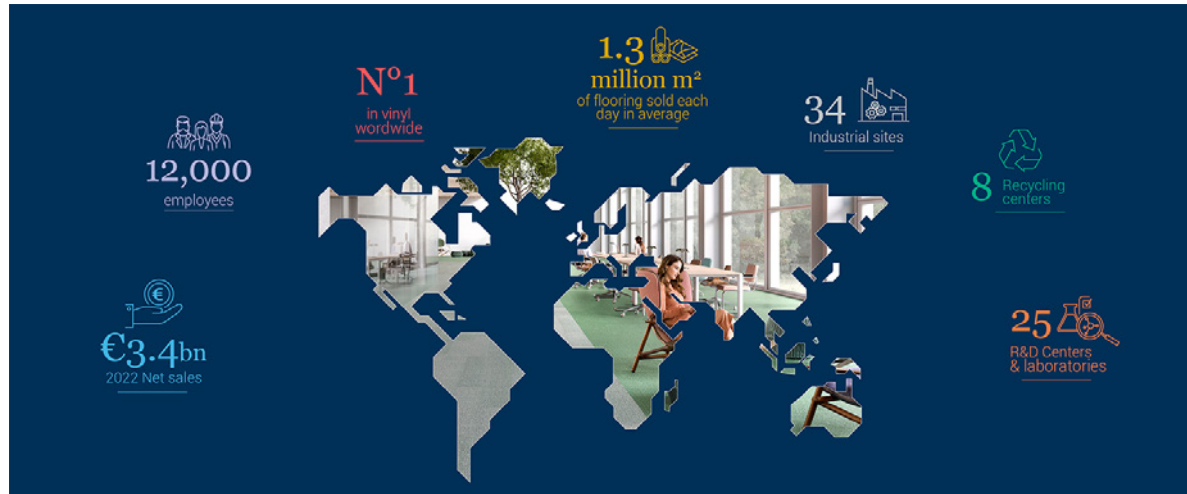
Artificial Turf



Athletic Tracks



TARKETT WORLDWIDE



ATTRACTIVE END-MARKET EXPOSURE

72% Commercial (incl. Sports)

28% Residential



% of 2022 net sales

SALES DRIVEN BY RENOVATION

80% Renovation

20% New construction



CONSCIOUS CHOICES. FOR PEOPLE AND PLANET.

Tarkett Human-Conscious Design® is our pledge to stand with present and future generations. To create flooring and sports surfaces that are good for people and for the planet. And to do it every day. We deliver on this through three commitments:

- Deep human understanding.
- Conscious choices. For people and planet.
- With all our stakeholders. Every step of the way.



Eco-design by applying Cradle to Cradle® principles

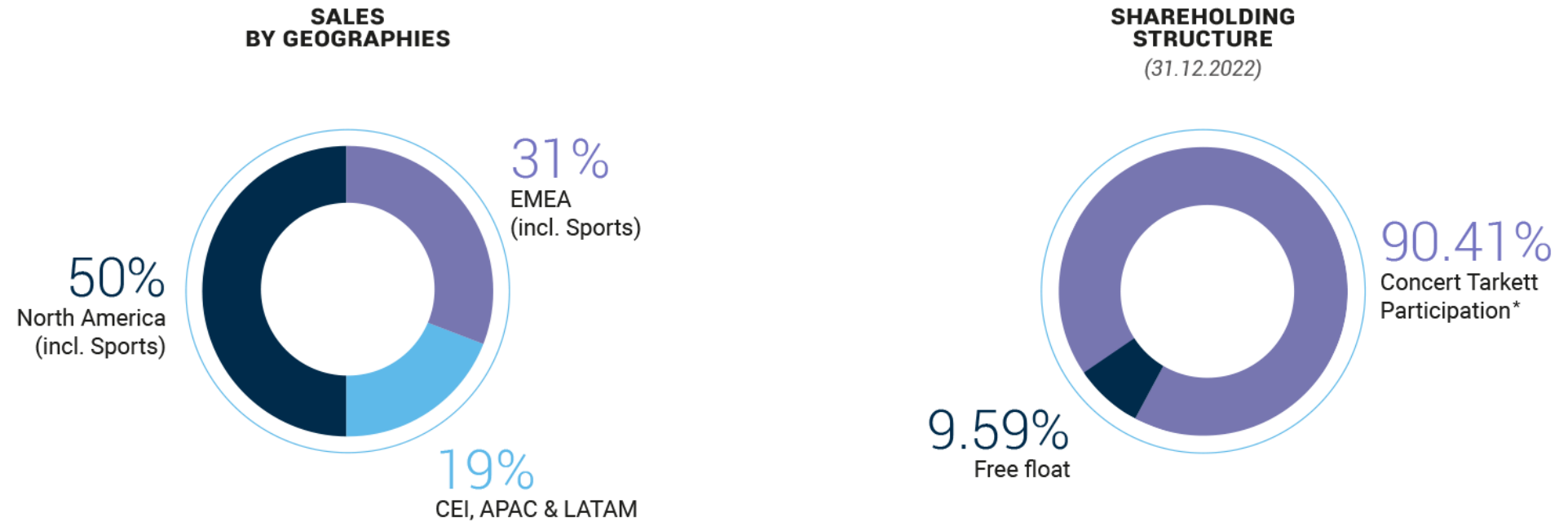


Comply with the 10 United Nations principles



Contribute to the Sustainable Development Goals defined by the United Nations

Tarkett in figures



Tarkett is listed on Euronext Paris (compartment B, ISIN: FR0004188670, ticker: TKTT).

*Tarkett Participation, Société Investissement Deconinck (SID), Expansion 17 S.C.A., Global Performance 17 S.C.A. and the members of the Supervisory Board of the Company linked to the Deconinck family, acting in concert vis-à-vis the Company, together held, as of December 31, 2022, 59,263,246 shares and 59,277,470 voting rights in the Company, representing 90.41% of the capital and 90.07% of the voting rights in the Company. This holding also includes the 109,310 treasury shares comprising 25,099 shares held directly by the Company and 84,211 shares held indirectly through its wholly owned subsidiary under Luxembourg law, Tarkett GDL SA, as well as the 4,000 shares held by members of the Supervisory Board related to the Deconinck family and the shares of the corporate officers and employees of the Tarkett Group who have entered into liquidity agreements with Tarkett Participation relating to Tarkett shares.

Governance

Supervisory Board

The Supervisory Board is composed of 13 members of which 3 independent members, 2 members representing the employees and 2 observers.



Éric La Bonnardière
Chairman
Member since 2015



Didier Deconinck
Vice-Chairman
Member since 2001



Marine Charles
Member since 2023



Julien Deconinck
Member since 2014



Nicolas Deconinck
Member since 2015



Florent Jannier
Member** since 2021



Françoise Leroy
Member* since 2013



Tina Mayn
Member since 2023



Didier Michaud-Daniel
Member* since 2019



Sabine Roux de Bézieux
Member* since 2017



Caroline Tith
Member** since 2021



Bernard André Deconinck
Observer



Charles Goulet
Observer

Audit, Risks and Compliance Committee:
- Françoise Leroy (President)*
- Sabine Roux de Bézieux*
- Julien Deconinck

Appointments, Compensation and Governance Committee:
- Françoise Leroy (President)*
- Éric La Bonnardière
- Didier Michaud-Daniel*

CSR Committee:
- Sabine Roux de Bézieux (President)*
- Nicolas Deconinck
- Tina Mayn

* Independent

** Member representing the employees appointed by the Tarkett Economic and Social Committee.

Governance

Executive Management Committee

The Group Executive Committee is led by Fabrice Barthélemy, Chief Executive Officer (CEO). This international and entrepreneurial team is composed of experienced leaders who share the Group's interest and values, while ensuring operational agility through a decentralized organization.



Fabrice Barthélemy

CEO



Eric Dalieri

President of Tarkett North America and Tarkett Sports



Slavoljub Martinovic

President of Tarkett Eastern Europe & Asia



Francesco Penne

President of Tarkett EMEA, LATAM & ANZ*



Raphaël Bauer

Chief Financial Officer



Eline Cormont-Girardey

Group General Counsel



Séverine Grosjean

EVP Group Human Resources & Communication



Arnaud Marquis

Chief Sustainability & Innovation Officer



Carine Vinardi

Group R&D and Operations EVP



Hervé Legrand

Group Chief Information Officer (CIO)

* Australia/New-Zealand

Our Business Model: we want to have a positive impact on our customers, our teams, the planet

Our Inputs: Sustainable Capital



Financial capital

- Listed on Euronext Paris
- Concert Tarkett Participation (90,41%)
- Free float (9,59%)



Manufacturing capital

- 34 production sites in 19 countries worldwide (Europe, Russia, North America, Serbia, China, Ukraine, Brazil, Mexico, Australia, Turkey)
- 8 recycling centers



Intellectual capital

- 139 patent families active in 42 countries
- 25 R&D labs
- Tarkett Human-Conscious Design®
- Network of internal experts and methodology (World Class Manufacturing, Cradle to Cradle®, Talent Philosophy...)
- Scientific partnerships (universities, Environmental Protection Encouragement Agency - EPEA, suppliers...)



Human, social and relationship capital

- 12,000 employees in 45 countries, representing more than 50 nationalities
- Diversified B2B2C clients, present in over 100 countries (sales forces, showrooms...)
- Diversified suppliers, from international key raw materials suppliers (PVC, plasticizers...) to local suppliers
- Local communities close to our industrial sites



Natural capital

- Energy from renewable and non-renewable sources
- Water
- Renewable (wood, jute, cork, ...) and non-renewable (fossil and mineral) raw materials, from recycled and virgin sources



Governance and compliance capital

- Management Board, Supervisory Board and 3 specialized committees (including CSR)
- Executive Management committee
- Codes of ethics and conduct
- Whistleblowing procedure
- Code of conduct Securities Markets

Section 3.2.1 of the 2022 URD in the section on CSR Governance describes how Tarkett is organized to drive change and achieve its CSR objectives

impact 2027

Mission: Create unique surfaces that improve people's lives and are good for the planet

Vision: Be the easiest, most innovative and most sustainable flooring and sports surfaces company to work for and with

1. Empower high-performing teams
2. Offer a best-in-class customer experience
3. Create innovative products & services
4. Lead with sustainability

Our values: Committed – Collaborative – Creative – Caring

Our Segments:
A recognized expertise in specific segments, in renovation and new construction

- Health & Aged Care
- Education
- Workplace
- Hospitality
- Sports
- Residential

Our Solutions:
A comprehensive, innovative and coordinated offer of flooring and sport surfaces

- Resilient flooring (vinyl, linoleum...)
- Commercial carpet
- Wood and laminate
- Rubber and accessories
- Artificial turf and athletic tracks

Our Channels:
A local service tailored to our different clients and regions

- Distribution, DIY and digital online platforms
- Key accounts, end-users, facility managers
- Specifiers (architects, designers), installers, contractors

Our Stakeholders:
Our ambition to transition to a low carbon and circular economy through continual dialogue and collaboration with our stakeholders

- Customers, architects, designers, installers and end-users
- Employees and other external workers
- Suppliers, service providers and business partners
- Shareholders, investors, creditors and the financial community
- Trade associations, business networks, academic and scientific institutions
- Public authorities, intergovernmental and non governmental organizations

The principal means of dialogue are described in section 3.5 of the 2022 URD.

and our stakeholders

Our Outputs: sustainable performance despite challenging context

Demonstrating the resilience of Tarkett's business model

<p>▶ €3,359 million Net sales (8.9% organic growth)</p>	<p>€235 million Adjusted EBITDA</p>	<p>7% Adjusted EBITDA margin (% of net sales)</p>	<p>€-26.8 million Net profit (Group share)</p>	<p>€765 million Remunerations</p>	<p>€97 million Investments</p>	<p>€24 million Income tax paid</p>	<p>€0.2 million Support to local communities (Tarkett Cares)</p>
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Confirming our solid global positions

<p>▶ 3rd largest flooring group worldwide</p>	<p>1.3 million m² flooring sold daily in over 100 countries</p>	<p>No. 1 in vinyl flooring</p>
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Maintaining efforts to protect teams and develop talents

<p>▶ 3.36 Recordable Lost Time Accident Frequency Rate (FR1t) for all employees¹ <i>2025 objective: 1.0</i> 1# accidents with lost time < & > 24 hours per million worked hours</p>	<p>27% of managers are women <i>2025 objective: 30%</i></p>	<p>54% of open management positions filled by an internal candidate <i>2025 objective: 70%</i></p>	<p>45% employees trained in last year</p>	<p>93% of enrolled permanent employees had a Performance & Development Review</p>
Safety	Diversity	Internal mobility	Training & Performance	

Meeting customer and societal expectations with good materials and healthy spaces

- Assessing raw materials (for health and environmental impacts) according to Cradle to Cradle® (C2C) principles (95%)
- Contributing to well-being through our products: indoor air quality (99% of flooring with low volatile organic compounds emissions), healthy spaces (96% of flooring using phthalate-free plasticizers), comfort (visual, acoustics, installation, maintenance...)
- Selecting raw materials not contributing to resource scarcity (69% - renewable, abundant or recycled)

Supporting a green recovery by responding to the climate emergency and developing a circular economy approach

- Reducing production greenhouse gas emissions to be aligned with The Paris Agreement (-41% scope 1 & 2 vs 2019, 43% renewable energy) *2030 objective: -50% Scope 1 & 2 GHG emissions vs 2019 & -30% Scope 1+2+3 GHG emissions vs 2019 (where scope 3 relates to purchased goods and end-of-life treatment of products sold)*
- Shifting to a circular economy model bringing a positive contribution to climate change, using more recycled materials (~145,000 tons, 17% of raw materials in volumes) *2030 objective: 30% (in volume) of recycled raw materials*
- Recycling our production waste internally and externally
- Collecting flooring via the ReStart® program (~115,000 tons between 2010 and 2022)
- Innovating and eco-designing with new technology for low carbon products that can be disassembled and recycled
- Achieving water savings (-59% m³ vs 2010) by equipping plants with closed loop water systems (69%)

Driving collaboration in the value chain and in communities

- Promoting sustainability in the supply chain ("responsible sourcing program" with 42% of suppliers adhering to our code of conduct or equivalent, Cradle to Cradle® eco-design)
- Sharing our products information with our clients (Material Health Statements - MHS, Environmental Product Declarations - EPD), engaging dialogue at 37 showrooms
- Supporting local communities through Tarkett Cares and employees' involvement
- Training students and professionals in flooring profession and installation techniques via Tarkett Academy (52,000 people trained from 2012 to 2022)

Section 3.3. of the 2022 Universal Registration Document on CSR risks and opportunities describes how Tarkett is contributing to addressing global challenges

Key figures

5. Activity Report

5.1 Key figures

The following information sets out the Group's financial position, results and consolidated financial statements for the year ended 31 December 2022, and the notes thereto, as set out in Sections 5.1 to 5.2 of the 2022 Universal Registration Document.

The Group's consolidated financial statements have been prepared in accordance with IFRS as adopted by the European Union for the years presented. The consolidated financial statements for the financial year ended 31 December 2022 were audited by the Company's Statutory Auditors. The Statutory Auditors' Report on the Company's consolidated financial statements is included in Section 10 of this Notice of Meeting and in Section 5.9 of the 2022 Universal Registration Document.

The Group is one of the world's leaders in flooring and sports surfaces, with an extensive geographic footprint and one of the most comprehensive product ranges in the industry. The Group's activities are organised around four operational segments: three geographic regions for flooring (EMEA, North America and CIS, APAC and Latin America), and one worldwide segment for the sports surfaces business.

Tarkett Group key figures

<i>(in € millions)</i>	31 December 2022	31 December 2021
Consolidated results		
Net revenue	3,358.9	2,792.1
Organic growth ⁽¹⁾	+8.9%	+6.4%
Adjusted EBITDA before IFRS 16 ⁽¹⁾	200.6	197.7
% of net revenue	6.0 %	7.1%
Adjusted EBITDA ⁽¹⁾	234.9	229.0
% of net revenue	7.0 %	8.2%
Adjusted EBIT before IFRS 16 ⁽¹⁾	83.0	77.8
% of net revenue	2.5 %	2.7%
Adjusted EBIT ⁽¹⁾	85.8	80.2
% of net revenue	2.6 %	2.9%
Result from operating activities (EBIT)	44.4	59.6
% of net revenue	1.3 %	2.1%
Profit for the period - Group share	(26.8)	15.1
Dividends per share (in Euro)	(0.41) ⁽³⁾	0.23
Consolidated financial position		
Equity attributable to equity holders of the parent	913.0	840.2
Net debt before IFRS 16 ⁽²⁾	535.4	367.6
Net debt ⁽²⁾	654.8	475.6
Balance sheet total	2,606.4	2,418.3
Consolidated cash flow		
Cash generated from operations	47.9	191.6
Investments	(98.1)	(72.8)
Free cash flow ⁽¹⁾	(148.3)	19.5
Market capitalisation as of 31 December	754	1,278
Headcount as of 31 December	12,136	12,008

⁽¹⁾Cf. Section 4.7 of the 2022 Universal Registration Document.

⁽²⁾Cf. Section 4.3.3 and Note 7 in Section 5.2 of the 2022 Universal Registration Document.

⁽³⁾It will be proposed to the next Shareholders' Meeting of 21 April 2023 to allocate the result of the financial year ending 31 December 2022 to retained earnings and not to distribute dividends.

Key figures

The tables below show the breakdown of the Group's main performance indicators by segment. Their change compared to the previous year is commented hereinafter :

2022(In (in € million)	Flooring			Sports surfaces	Central costs	Group
	EMEA	North America	CIS, APAC and Latin America			
Net revenue	912,3	923,7	652,8	870,2	-	3 358,9
Gross profit	196,7	149,8	110,6	147,8	0,1	605,1
% of net revenue	21,6%	16,2%	16,9%	17,0%	-	18,0%
Adjusted EBITDA	76,6	44,0	84,8	86,5	(57,0)	234,9
% of net revenue	8,4%	4,8%	13,0%	9,9%	-	7,0%
Adjustments	(2,8)	(11,8)	(14,8)	(0,8)	(9,4)	(39,5)
EBITDA	73,8	32,2	70,0	85,8	(66,4)	195,4
% of net revenue	8,1%	3,5%	10,7%	9,9%	-	5,8%
Result from operating activities (EBIT)	(13,4)	(46,3)	21,3	58,5	24,3	44,4
% of net revenue	(1,5%)	(5,0%)	3,3%	6,7%	-	1,3%
Current investments	35,5	16,2	21,1	20,8	3,1	96,7

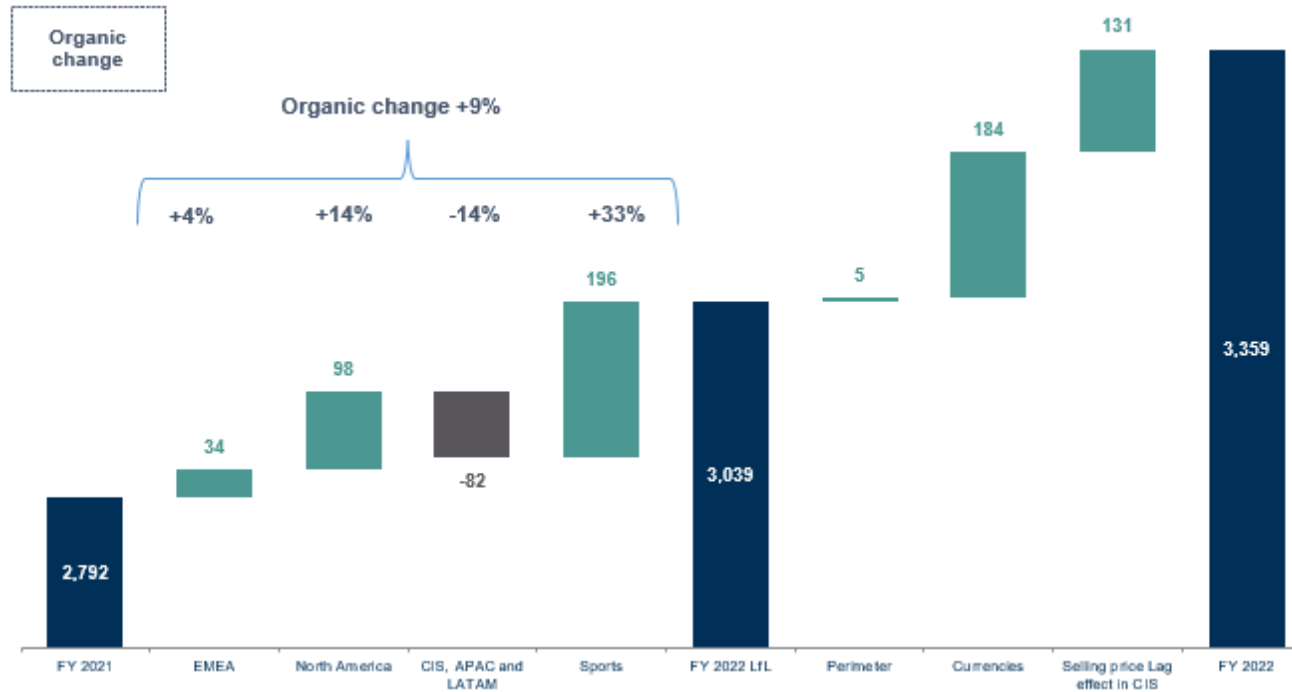
2021 (in € million)	Flooring			Sports surfaces	Central costs	Group
	EMEA	North America	CIS, APAC and Latin America			
Net revenue	888.5	727.2	588.6	587.7	-	2,792.1
Gross profit	211.0	137.1	110.8	90.7	1.0	550.6
% of net revenue	23.7%	18.9%	18.8%	15.4%	0.0%	19.7%
Adjusted EBITDA	102.0	43.4	88.7	46.0	(51.0)	229.0
% of net revenue	11.5%	6.0%	15.1%	7.8%	0.0%	8.2%
Of which adjustments	(7.9)	(6.5)	(0.3)	(0.5)	(5.2)	(20.4)
EBITDA	94.1	36.9	88.4	45.5	(56.2)	208.6
% of net revenue	10.6%	5.1%	15.0%	7.7%	0.0%	7.5%
Result from operating activities (EBIT)	41.1	(35.4)	45.6	21.9	(13.6)	63.9
% of net revenue	4.6%	-4.9%	7.8 %	3.7%	0.0%	2.3%
Current investments	27.8	13.1	14.3	11.3	6.3	72.8

Key figures

Net revenue

In 2022, **Group revenue** was 3,359 million Euro compare to 2,792 million Euro in 2021, an increase of 20.3%.

The Group posted **organic growth of +8.9%**, excluding foreign exchange differences of +314 million Euro, including +131 million Euro of lag effect between CIS currencies and sales price adjustments ("lag effect"). The effect of the sales price increases implemented across all segments is +11.7% on average in 2022 compared to the prior year.



Key figures

EMEA

The EMEA segment achieved revenue of 912.3 million Euro, an increase of +2.7% compared to 2021 due to a strong increase in sales prices. Business volume was down in residential, mainly due to a drop in demand, which was particularly pronounced in the second half of the year. The Commercial business held up better overall, particularly in carpet and luxury vinyl tiles (LVT).

North America

The North America segment reported revenue of 923.7 million Euro, an increase of +27% compared to 2021, reflecting solid like-for-like growth of +13.5% and a positive exchange rate effect due to the appreciation of the dollar against the Euro over the period. The Commercial segments (Offices, Health and Education) saw growth in volumes mainly in accessories. The volume of Residential business slowed down in an environment marked by inflation and rising interest rates.

Gross profit

Group gross profit went from 557 million Euro in 2021 to 623 million Euro in 2022, an increase of 66 million Euro. It represents 18.5% of turnover in 2022, a limited decrease of 1.5 points compared to 2021.

This increase is mainly due to price increases in all segments to mitigate the increase in raw material costs.

CIS, APAC and Latin America

Revenue in the CIS, APAC and Latin America region was 652.8 million Euro, an increase of +10.9% in 2022, thanks in particular to a positive currency effect of +24.8% linked to the rouble. Like-for-like sales were down -13.9%, and -0.3% including price increases in CIS countries implemented to counter inflation. Selling prices have been increased in the three geographical areas.

Sports Surfaces

Revenue from sports surfaces was 870.2 million, up +48.1% compared to 2021, mainly reflecting an organic increase in activity of +33.5%, taking into account a favourable currency effect linked to the dollar. The Sports business had strong momentum driven by significant volume growth.

Both North America and Europe are growing, and the year-end order book is at a high level overall.

Key figures

Adjusted EBITDA

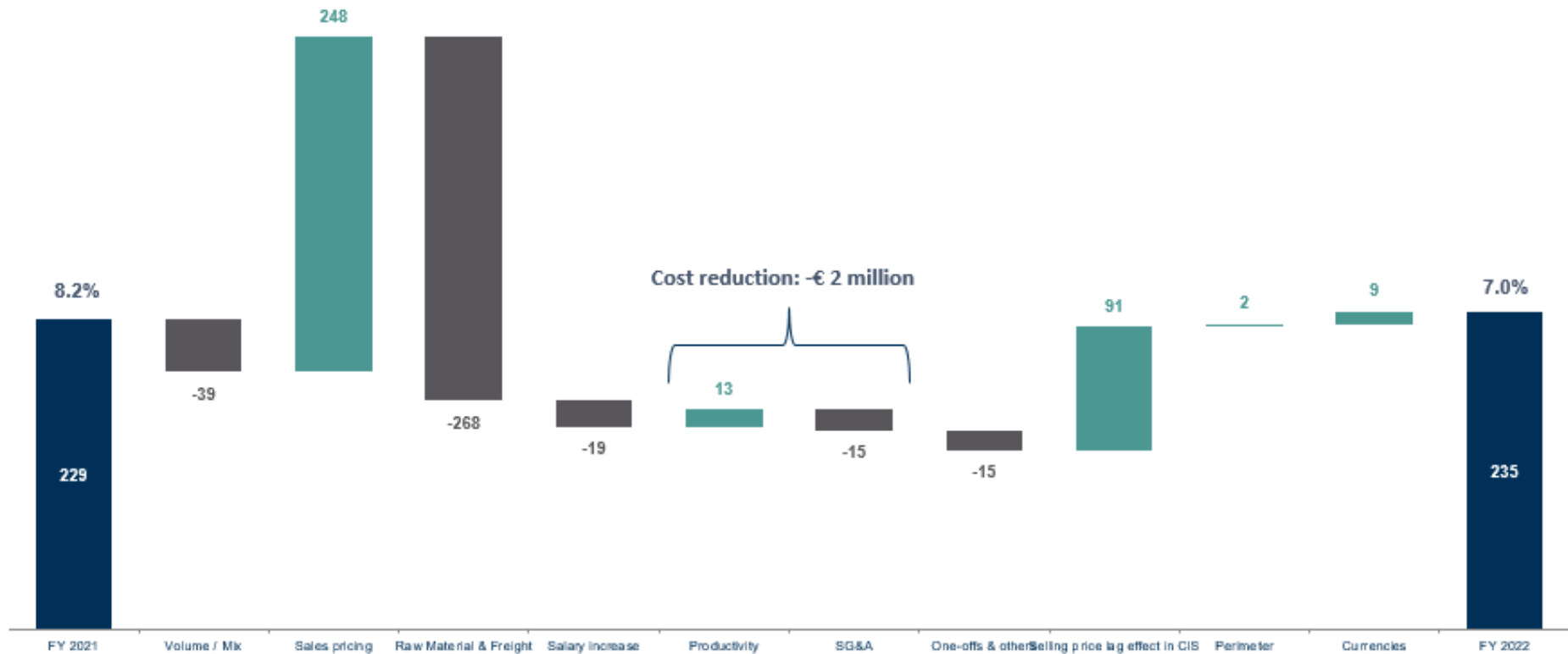
Adjusted EBITDA was 234.9 million Euro in 2022 compared to €229 million in 2021 and represented 7% of revenue versus 8.2% in 2021.

Inflation in raw materials, energy and transport is unprecedented. It was 268 million Euro and was accompanied by tensions on the supply of certain raw materials in the first part of the year. Tarkett successfully implemented sales price increases throughout the year achieving a favourable effect of 327 million Euro compared to 2021, resulting in a positive inflation balance of 59 million Euro, beyond the initial inflation neutralisation target.

Although volumes were broadly constant, the product mix deteriorated and had a negative effect on profitability.

Industrial productivity was €13 million, which was lower than expected, mainly due to lower business volumes. It therefore only partially compensated for the increase in salaries and overheads.

The main factors for the evolution of EBITDA are those described in the evolution of the gross profit and the operating result. They are shown in the graph below.



Key figures

The main drivers of the adjusted EBITDA margin evolution by segment are as follows:

- > **EMEA:** The EMEA segment achieved an adjusted EBITDA margin of 8.4%, down 300 basis points on 2021. Raw material inflation was offset by higher sales prices. EMEA EBITDA was strongly impacted by lower volumes in the second half.
- > **North America:** Adjusted EBITDA margin is 4.8% in 2022 compared to 6.0% in 2021. TNA's profitability was impacted by raw material inflation, but offset by higher selling prices. Volumes remain at the same level as in 2021;
- > **CIS, APAC and Latin America:** the segment achieved an adjusted EBITDA margin of 13.0%, down 200 basis points on 2021. The decrease in volumes was not compensated by the increase in prices. Profitability is impacted by the significant increase in raw material costs. Productivity gains are higher than in 2021;

- > **Sports Surfaces:** The Sport business achieved an adjusted EBITDA margin of 9.9%, an increase of 200 basis points compared to last year. The increase in sales prices has offset the increase in raw materials. And volumes are significantly higher than in 2021;
- > Unallocated central costs were 57 million Euro in 2022, up +11.7% on 2021, reflecting normal salary inflation, investments in IT projects;

Result from operating activities (EBIT)

The Group's 2022 operating result amounts to EUR 44.4 million, or 1.3% of turnover. The 2022 operating profit decreased by -25.5% compared to 2021. This decrease is mainly due to lower volumes partially offset by productivity gains.

Financial result

The financial result is -51.3 million Euro in 2022 compared to -38.8 million Euro in 2021, an increase due to higher financial interests linked to the Group's new financial structure combined with a full year effect in 2022 compared to only 5 months of expense in 2021.

Tax expense

The tax expense for the year 2022 amounted to -18.1 million Euro, up from -11.0 million Euro in 2021. This was mainly due to the increase in taxable income in North America and the good performance of Sport.

Net income

The Group's net result is -26.0 million Euro in 2022 compared to +15.1 million Euro in 2021.

The net result attributable to shareholders of the parent is consequently -26.8 million Euro in 2022 compared to 15.1 million Euro in 2021.

5.2 Cash flow and equity

The Group's objective is to increase current investments to an amount of around 3% of consolidated net sales by 2022. "Ongoing capital expenditures" are defined as investments in tangible and intangible assets, excluding plant construction and company acquisitions.

The Group's growth investments (mainly plant construction and company acquisitions) are financed by debt and by the mobilisation of the Group's own resources, as part of a policy aimed at a sound financial structure.

As of 31 December 2022, the Group's net debt before application of IFRS 16 was EUR 535.4 million, an increase of EUR 167.8 million compared to the net debt of 367.7 million Euro at 31 December 2021. The ratio of net debt to adjusted EBITDA is 2.6x before application of IFRS 16 and 2.8x after application of the standard, compared with 1.9x and 2.1x at 31 December 2021.

As of 31 December 2022, cash and cash equivalents amounted to 220.8 million Euro compared to 205.4 million Euro at 31 December 2021. In addition, the amount of undrawn confirmed bank credit lines as of 31 December 2022 amounted to 215 million Euro.

Given that the level of uncertainty remains high, the Group will continue to take action to preserve cash flow in 2023. Therefore, the Management Board will propose not to pay a dividend in 2023 for the financial year 2022.

Prospects

5.3 Prospects

As part of its internal budgeting process and in order to plan its activities and investment programme, the Group sets certain future prospects and profit targets. These future prospects and ambitions of the Group, summarised below, are based on data, assumptions and estimates considered reasonable by the Group's management at the date of filing of the 2022 Universal Registration Document. These prospects and objectives are not forecasts or estimates of the Group's profits but result from its strategic orientations and action plan.

5.3.1 Medium term future prospects

Macroeconomic environment

The Group's growth will depend, in part, on the rate of growth of gross domestic product ("GDP") in the main geographical regions in which it operates.

The Group uses as a benchmark the most recent GDP growth forecast published by the International Monetary Fund (the "IMF"), in this case January 2023. The IMF estimates have changed significantly for the better since 2020 and the start of the pandemic.

For the main geographical areas where the Group operates, the January 2023 publication shows:

- > in the United States, a growth rate of +1.4% in 2023;
- > in the Euro zone, growth of +0.7% in 2023;
- > growth rates of +0.3% in 2023 for Russia and +1.2% in Brazil in 2023.

GDP growth forecasts ⁽¹⁾	2022	2023	2024
United States	+2.0%	+1.4%	+1.0%
Euro zone	+3.5%	+0.7%	+1.6%
Germany	+1.9%	+0.1%	+1.4 %
France	+2.6%	+0.7 %	+1.6 %
United Kingdom	+4.1%	-0.6%	+0.9%
Russia	-2.2%	+0.3%	+2.1%
Brazil	+3.1%	+1.2%	+1.5%
China	+3.0%	+5.2%	+4.5%
World	+3.4%	+2.9%	+2.1 %

(1) Source: FMI - World Economic Outlook - January 2023

Prospects

Group outlook

Thanks to the quality of its offer, its geographical anchorage and its presence in diversified market segments, the Group considers that it has all the elements to implement its profitable growth model over the coming years.

In June 2022, the Group presented a new strategic plan covering the period 2022-2027, based on four pillars which are described in detail in Section 1.3 of the 2022 Universal Registration Document.

The macroeconomic environment will continue to impact the level of demand in 2023, particularly due to the level of inflation and interest rate rises.

Based on trends at the end of 2022, Tarkett expects the business volume of flooring products to slow down in the first half of 2023. The Sports business continues to benefit from a strong market and is expected to continue to grow, albeit at a slower pace than observed in 2022.

The geopolitical situation in Russia and Ukraine is having a significant impact on demand in the region's main markets. In Russia, where Tarkett generated approximately 9% of its revenue in 2022 (based on average exchange rates in 2022), the Group is observing a level of business volume approximately 25% lower than in 2021.

In this context, the Group has taken immediate steps to reduce discretionary spending. At the same time, actions to reduce the cost structure are being implemented in the regions most affected by the slowdown in activity.

The prices of the Group's main raw materials have stabilised and in some cases are falling in an environment of slowing demand. Energy prices are also lower than at the end of 2022, but further price increases in 2023 cannot be ruled out, especially in Europe due to tensions in the gas supply chain and capacity constraints at some electricity suppliers. Salary increases will be higher overall than in previous years.

The Group is also implementing all necessary measures to reduce debt leverage. The level of activity in the plants has been significantly reduced in order to adapt the level of production to demand and to reduce inventories in areas where sales volumes are slowing down. Structural measures to simplify product ranges and optimise inventory management are also contributing to the control of working capital requirement.

Investments will be made selectively, prioritising innovation, carbon footprint reduction and automation projects with a rapid return on investment. The level of capital expenditure will be limited to 90 million Euro.

5.4 Consolidated Financial Statements as of December 31, 2022

Consolidated income statement

<i>(in millions of euros)</i>	Note	2022	2021
Net Revenue		3,358.9	2,792.1
Cost of sales		(2,753.8)	(2,241.5)
Gross profit		605.1	550.6
Other operating income		10.7	12.2
Selling and distribution expenses		(345.1)	(296.0)
Research and development		(25.5)	(23.1)
General and administrative expenses		(184.1)	(172.9)
Other operating expenses		(16.7)	(11.2)
Result from operating activities	(3)	44.4	59.6
Financial income		2.6	1.0
Financial expenses		(53.8)	(39.7)
Financial income and expenses	(7)	(51.3)	(38.8)
Share of profit of equity accounted investees (net of income tax)		(1.0)	5.3
Profit before income tax		(7.9)	26.1
Total income tax	(8)	(18.1)	(11.0)
Profit from continuing operations		(26.0)	15.1
Net profit for the period		(26.0)	15.1
Attributable to:			
Owners of Tarkett		(26.8)	15.1
Non-controlling interests		0.8	0.0
Net profit for the period		(26.0)	15.1
Earnings per share:			
Basic earnings per share (in euros)	(9)	(0.41)	0.23
Diluted earnings per share (in euros)	(9)	(0.41)	0.23

Consolidated Financial Statements as of December 31, 2022

Consolidated statement of comprehensive income

<i>(in millions of euros)</i>	Note	2022	2021
Net profit for the period		(26.0)	15.1
Other comprehensive income (OCI)		-	-
Foreign currency translation differences for foreign operations		27.4	34.1
Changes in fair value of cash flow hedge instruments	(7)	38.9	3.5
Income tax		(0.2)	(0.9)
OCI to be reclassified to profit and loss in subsequent periods		66.2	36.7
Defined benefit plan actuarial gain (losses)	(4)	24.1	18.9
Other items of comprehensive income		-	-
Income tax		(1.8)	(4.5)
OCI not to be reclassified to profit and loss in subsequent periods		22.4	14.5
Other comprehensive income, net of tax		88.5	51.1
Total comprehensive income for the period		62.5	66.2
Attributable to:		-	
Owners of Tarkett		61.7	66.2
Non-controlling interests		0.8	-
Total comprehensive income for the period		62.5	66.2

Consolidated statement of financial position

Assets

<i>(in millions of euros)</i>	Note	Dec. 31, 2022	Dec. 31, 2021
Goodwill	(5)	679.2	647.9
Intangible assets	(5)	59.7	77.6
Property, plant and equipment	(5)	556.0	530.9
Other financial assets	(7)	49.0	19.3
Deferred tax assets	(8)	92.3	83.1
Other intangible assets		0.0	0.0
Total non-current assets		1,436.3	1,358.8
Inventories	(3)	537.6	471.7
Trade receivables	(3)	265.5	244.8
Other receivables	(3)	146.3	137.6
Cash and cash equivalents	(7)	220.8	205.4
Total current assets		1,170.1	1,059.5
Total assets		2,606.4	2,418.3

Equity and liabilities

<i>(in millions of euros)</i>	Note	Dec. 31, 2022	Dec. 31, 2021
Share capital	(9)	327.8	327.8
Share premium and reserves		167.4	167.4
Retained earnings		443.3	330.0
Net profit for the period attributable to equity holders of the parents		(26.8)	15.1
Equity attributable to equity holders of the parent		911.6	840.2
Non-controlling interests		1.4	(0.0)
Total equity		913.0	840.2
Other non-current liabilities		12.6	9.7
Financial liabilities	(7)	802.7	614.4
Other financial liabilities	(7)	2.3	0.2
Deferred tax liabilities	(8)	7.7	13.2
Employee benefits	(4)	85.7	117.3
Provisions and other non-current liabilities	(6)	34.2	35.0
Total non-current liabilities		945.2	789.8
Trade payables	(3)	344.2	403.8
Other operating liabilities	(3)	292.6	270.2
Financial liabilities and bank overdrafts	(7)	72.9	66.7
Other financial liabilities	(7)	5.3	6.1
Provisions and other current liabilities	(6)	33.1	41.5
Total current liabilities		748.1	788.4
Total equity and liabilities		2,606.4	2,418.3

Consolidated statement of cash flows

<i>(in millions of euros)</i>	Note	2022	2021
Cash flows from operating activities			
Profit for the period before income tax		(7.9)	26.1
Adjustments for:			
Depreciation, amortization and impairment		151.9	149.1
(Gain) loss on sale of fixed assets	(3)	(0.3)	1.3
Net finance costs	(7)	51.3	39.1
Change in provisions and other non-cash items		(13.5)	(7.6)
Share of profit of equity accounted investees (net of tax)		1.0	(5.3)
Operating cash flow before working capital changes		182.6	202.8
(Increase) / Decrease in trade receivables		(14.9)	(18.4)
(Increase) / Decrease in other receivables		(2.9)	(21.4)
(Increase) / Decrease in inventories		(53.5)	(99.5)
Increase / (Decrease) in trade payables		(67.4)	117.7
Increase / (Decrease) in other payables		4.0	10.3
Changes in working capital		(134.7)	(11.2)
Net interest paid		(31.2)	(21.5)
Net income taxes paid		(24.0)	(26.3)
Other operating items		(11.8)	(26.1)
Net cash flows from operating activities		(19.1)	117.6

<i>(in millions of euros)</i>	Note	2022	2021
Cash flows from investing activities			
Acquisition of subsidiaries net of cash acquired	(2)	(4.0)	(2.6)
Acquisitions of intangible assets and property, plant and equipment	(5)	(96.7)	(72.8)
Proceeds from sale of property, plant and equipment	(5)	2.5	6.9
Effect of changes in the scope of consolidation		0.0	(0.0)
Net cash flows from investing activities		(98.1)	(68.4)
Cash flows from financing activities			
Capital increase		-	-
Acquisition of NCI without a change in control		(0.1)	-
Proceeds from loans and borrowings		179.4	518.3
Repayment of loans and borrowings		(14.2)	(664.6)
Repayment of lease liabilities		(35.1)	(32.2)
Acquisitions/disposals of treasury shares		(0.0)	0.2
Dividends	(9)	(0.0)	0.0
Net cash flows from financing activities		130.0	(178.4)
Net increase / (decrease) in cash and cash equivalents		12.7	(129.2)
Cash and cash equivalents, beginning of period		205.4	328.6
Effect of exchange rate fluctuations on cash held		2.5	6.0
Cash and cash equivalents, end of period	(7)	220.8	205.4

Consolidated Financial Statements as of December 31, 2022

Consolidated statement of changes in equity

<i>(in millions of euros)</i>	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, 2021	327.8	167.4	(73.5)	348.6	770.3	-	770.3
Capital increase	-	-	-	-	-	-	-
Share premium	-	-	-	-	-	-	-
Net profit for the period	-	-	-	15.1	15.1	-	15.1
Other comprehensive income, net of tax	-	-	34.1	17.0	51.1	-	51.1
Total comprehensive income for the period	-	-	34.1	32.1	66.2	-	66.2
Dividends	-	-	-	-	-	-	-
Own shares (acquired) / sold	-	-	-	2.1	2.1	-	2.1
Share-based payments	-	-	-	1.4	1.4	-	1.4
Acquisition of NCI without a change in control	-	-	-	-	-	-	-
Other	-	-	-	0.2	0.2	-	0.2
Total transactions with shareholders	-	-	-	3.7	3.7	-	3.7
As of December 31, 2021	327.8	167.4	(39.4)	384.4	840.2	-	840.2
As of January 1, 2022	327.8	167.4	(39.4)	384.4	840.2	-	840.2
Capital increase	-	-	-	-	-	-	-
Share premium	-	-	-	-	-	-	-
Net profit for the period	-	-	-	(26.8)	(26.8)	0.8	(26.0)
Other comprehensive income, net of tax	-	-	27.4	61.1	88.5	(0.0)	88.5
Total comprehensive income for the period	-	-	27.4	34.3	61.7	0.8	62.5
Dividends	-	-	-	-	-	-	-
Own shares (acquired) / sold	-	-	-	-	-	-	-
Share-based payments	-	-	-	5.3	5.3	-	5.3
Acquisition of NCI without a change in control	-	-	-	(0.0)	(0.0)	0.6	0.6
Other ⁽¹⁾	-	-	-	4.4	4.4	-	4.4
Total transactions with shareholders	-	-	-	9.7	9.7	0.6	10.3
As of December 31, 2022	327.8	167.4	(12.0)	428.4	911.6	1.4	913.0

(1) Corresponds to the hyperinflation effect for 4.4 m€

6. Results during the last five financial years

nature of the information (in Euro)	financial year	financial year	financial year	financial year	financial year
	31.12.2022	31.12.2021	31.12.2020	31.12.2019	31.12.2018
Capital at year-end:					
Share capital	327,751	327,751	327,751	327,751	318,613
Number of existing ordinary shares	65,550	65,550	65,550	65,550	63,723
Number of existing non-voting preference shares	-	-	-	-	-
Maximum number of future shares to be created	-	-	-	-	-
> by conversion of bonds	-	-	-	-	-
> by exercise of subscription rights	-	-	-	-	-
Operations and results for the year:	-	-	-	-	-
Turnover excluding tax	53,972	57,235	49,395	52,465	53,590
Profit before tax, employee profit-sharing, depreciation and provisions	46,104	(7,684)	51,223	50,884	10,302
Total income tax	259	1,424	(384)	1,033	(326)
Depreciation, amortisation and provisions	3,424	(46,499)	(11,331)	(5,464)	7,430
Profit after tax, employee profit-sharing, depreciation and provisions	49,788	(52,758)	39,508	46,450	17,406
Distributed profit	-	-	-	38,098	37,915
Earnings per share:	-	-	-	-	-
Profit after tax, employee profit-sharing, but before depreciation and provisions	0.71	(0.10)	0.78	0.79	0.16
profit after tax, employee profit-sharing, depreciation and provisions	0.76	(0.80)	0.60	0.71	0.27
Dividend allocated to each share net of tax credit ⁽¹⁾	-	-	-	-	0.60
Headcount:	-	-	-	-	-
Average number of employees during the year	115	128	134	136	101
Total payroll for the year	12,696	13,510	15,111	13,228	13,090
Amount paid for social benefits during the year (social security, social works)	7,999	6,898	7,514	7,643	4,560

7. Biographies of Supervisory Board members : reappointments and ratification of the appointments by cooptation

MARINE CHARLES - Member of the Supervisory Board



Born on 14 May 1981

French nationality

1st appointment: 15 February 2023 (*proposal to ratify the appointment by cooptation*)

Term of office: Shareholders' Meeting approving the financial statements for 2024

Number of shares: 0

Business address: Tour Initiale - 1 Terrasse Bellini - 92919 Paris-La Défense

Experience and expertise

Marine Charles is Chief Executive Officer of Saint-Gobain Weber France, leader in industrial mortars, and a member of the Saint Gobain France Management Committee since February 2022.

She started her career in 2004 in strategy consulting at OC&C Strategy Consultants, where she worked in the Paris and London offices.

In 2008, she joined the Casino Group where she held the positions of Deputy Director of Group Strategy and Planning and Director of Controlling and Projects for the Group's International Activities (Latin America, Asia, French overseas departments).

In 2013, she became Head of Strategy and Development for Saint Gobain's Building Distribution Sector (~€20bn turnover, 26 countries), in charge of strategic projects and M&A.

She then joined Lapeyre in 2016, a Saint Gobain subsidiary, as Deputy Chief Executive Officer, before being appointed Chief Executive Officer in 2019 (~€700m turnover, ~2400 people, 131 sales outlets).

Marine Charles is a graduate of Sciences Po Paris (2003) and of the HEC Entrepreneurs Master programme (2004).

¹ Listed company

List of positions and corporate mandates held in French and foreign companies during the last five years

Other mandates and positions in companies associated with Tarkett

Current:

> None

Ended during the last five years:

> None

Other mandates and positions in companies not associated with Tarkett

Current:

- > Chief Executive Officer of Saint-Gobain Weber France (France)
- > Independent Director and Chair of the Audit Committee of the ABE01¹ Group (France)
- > Observer of the Supervisory Board of Brico Invest (France)

Ended during the last five years:

- > Deputy Chief Executive Officer of Lapeyre (France)

FRANCOISE LEROY - Independent member of the Supervisory Board, Chair of the Audit, Risks and Compliance Committee and member of the Appointment, Compensation and Governance Committee



Born on 30 April 1952

French nationality

1st appointment: 26 November 2013

Term of office: Shareholders' Meeting approving the financial statements for 2022 (*Reappointment proposed*)

Number of shares : 1,000

Business address: Tour Initiale - 1 Terrasse Bellini - 92919 Paris-La Défense

Experience and expertise

Françoise Leroy has been a member of the Supervisory Board since 2013.

She began her career in 1975 as Secretary General of the Union Industrielle et d'Entreprise. She joined Elf Aquitaine in 1982, where she held various positions in financial management. In 1998, she became the Director of Financial Communications, and then, in 2001, she became Director of Chemical Subsidiaries Operations in the Finance Department of Total following its merger with Elf Aquitaine. Françoise Leroy was the Secretary General of Total's Chemical Division between 2004 and 2012 and a member of its Steering Committee since 2006. She was Head of Acquisitions and Disposals from 9 January 2012 until June 2013.

Françoise Leroy is a graduate of the Reims business management and administration school, the École Supérieure de Commerce et d'Administration des Entreprises.

¹⁾ Listed company

List of positions and corporate mandates held in French and foreign companies during the last five years

Other mandates and positions in companies associated with Tarkett

Current:

> None

Ended during the last five years:

> None

Other mandates and positions in companies not associated with Tarkett

Current:

> None

Ended during the last five years:

- > Member of the Board of Directors and a member of the Audit and Risk Committee and of the Nominations and Compensation Committee of Gaztransport & Technigaz GTT¹ (France)
- > Member of the Supervisory Board and Chair of the Audit Committee of HIME (Saur Group) (France)
- > Member of the Supervisory Board of Argan SA¹ (France)

TINA MAYN - Member of the Supervisory Board and the CSR Committee



Born on 27 February 1970

Danish nationality

1st appointment : 15 February 2023 (*proposal to ratify the appointment by cooptation*)

Term of office: Shareholders' Meeting approving the financial statements for 2024

Number of shares: 0

Business address: Tour Initiale - 1 Terrasse Bellini - 92919 Paris-La Défense

Experience and expertise

Tina Mayn joined the Velux Group in 2018 and currently holds the position of Executive Vice-President for Velux Group Products, which includes innovation, sustainable R&D and the Velux product offering.

From 2015 to 2018, she served as Executive Vice-President of Research and Development, Product Portfolio and Global Marketing at Nilfisk.

Previously, she worked at Electrolux as Senior Vice-President for a global product line.

She has extensive leadership experience in product management and development, innovation, procurement and change management.

Tina Mayn holds an MBA from the European Institute of Purchasing Management (EIPM) in France.

List of positions and corporate mandates held in French and foreign companies during the last five years

Other mandates and positions in companies associated with Tarkett

Current:

> None

Ended during the last five years:

> None

Other mandates and positions in companies not associated with Tarkett

Current:

> Member of the Board of Directors of Juliana Drivhuse A/S (Denmark)

> Member of the Board of Directors of Danish Design Dansk Industri (Denmark)

Ended during the last five years:

> Executive Vice President R&D, Products and Global Marketing at Nilfisk (Denmark)

DIDIER MICHAUD-DANIEL - Independent member of the Supervisory Board and Chairman of the Appointment, Compensation and Governance Committee



Born on 2 February 1958

French nationality

1st appointment: 26 April 2019

Term of office: Shareholders' Meeting approving the financial statements for 2022 (*Reappointment proposed*)

Number of shares: 1,000

Business address: Tour Initiale - 1 Terrasse Bellini - 92919 Paris-La Défense

Experience and expertise

Since March 2012, Didier Michaud-Daniel has been Managing Director of Bureau Veritas, a listed company in the Paris SBF 120 index of most actively traded stocks. He began his career in 1981 with OTIS, where he held various posts in the Sales Management and Operations Department. He was appointed Deputy General Manager of Operations in January 1998.

He then became Managing Director of OTIS UK and Ireland, then Chairman of OTIS for the UK, Germany and Central Europe region, before being appointed Chairman of OTIS Elevator Company in May 2008.

Didier Michaud-Daniel is a graduate of the Poitiers business management school and European Business Administration Institute INSEAD and is Chevalier de la Légion d'honneur, the highest French order of merit.

¹Listed company

List of positions and corporate mandates held in French and foreign companies during the last five years

Other mandates and positions in companies associated with Tarkett

Current:

> None

Ended during the last five years:

> None

Other mandates and positions in companies not associated with Tarkett

Current:

> Managing Director of Bureau Veritas S.A.¹ (France)

> Chairman of Bureau Veritas International S.A.S (France)

Ended during the last five years:

> None

8. Compensation

It should be pointed out that the Company refers to the Afep-Medef Code and is concerned with improving the quality of information relating to the compensation of corporate officers on a continuous basis.

This section, established by the Supervisory Board at the recommendation of the Appointment, Compensation and Governance Committee, describes the compensation policy concerning corporate officers as well as compensation elements and all kinds of social benefits granted during or allocated for the 2022 financial year for all corporate officers.

8.1.1 Information concerning compensation paid or allocated to the members of the Management Board for the financial years 2021 and 2022

The tables below show the details of the compensation paid or allocated to the members of the Management Board during or in respect of the 2022 financial year.

The components of Fabrice Barthélemy's compensation in his capacity as Chairman of the Management Board for the 2022 financial year were established in accordance with the compensation policy approved by the Combined Shareholders' Meeting of 29 April 2022 in the framework of the 15th resolution. As a reminder, this policy consists of an annual fixed compensation, an annual variable compensation, a supplementary defined benefit pension plan, Group death and disability and health insurance plans, benefits in kind and any other post-employment benefits.

Raphaël Bauer does not receive any compensation in his capacity as a member of the Management Board. The components of Raphaël Bauer's compensation for the 2022 financial year detailed below are those provided for in his employment contract. These elements were also established in accordance with the compensation policy approved by the Combined Shareholders' Meeting of 29 April 2022 in the framework of the 16th resolution. As a reminder, this policy consists of an annual fixed compensation, an annual variable compensation, a supplementary defined contribution pension plan, Group death and disability and health insurance plans, benefits in kind and non-compete indemnities.

Table 1 - Summary table of compensation, share options and shares awarded to each Member of the Management Board (French Financial Markets Authority (AMF) classification)

(in Euro)	2022 financial year	2021 financial year
Fabrice Barthélemy, Chairman of the Management Board		
Compensation allocated for the period (<i>gross before tax</i>)	1,076,152	950,251
Valuation of stock options granted during the period	N/A	N/A
Valuation of performance-based shares granted during the period	N/A	N/A
Valuation of other long-term compensation plans ⁽¹⁾	N/A	2,536,400
Total	1,076,152	3,486,651
Raphaël Bauer, member of the Management Board ⁽²⁾		
Compensation allocated for the period (<i>gross before tax</i>)	335,707	335,777
Valuation of stock options granted during the period	N/A	N/A
Valuation of performance-based shares granted during the period	N/A	N/A
Valuation of other long-term compensation plans ⁽¹⁾	N/A	527,280
Total	335,707	863,057

⁽¹⁾In the context of the simplified tender offer of Tarkett Participation closed on 15 July 2021, the members of the group presenting the offer agreed, in the investment agreement concluded between them, to launch a cash investment and performance-related and bonus share allocation plan after the offer within Tarkett Participation for the benefit of members of the Management Board (as described in section 1.3.3 of the Tarkett Participation information note signed by the AMF n° 21-208 dated 8 June 2021). In addition to an investment by the beneficiaries in Tarkett Participation ordinary shares, these plans include an exceptional allocation (i) of Tarkett Participation ordinary shares, subject to attendance conditions and gradual acquisition by tranche of 25% per year for 4 years and (ii) Tarkett Participation preference shares subject to the same attendance conditions by tranche, granting their holders pecuniary rights in the event of a "Withdrawal" (defined as the initial public offering of Tarkett Participation, the transfer by Wendel of its interest or an event after which SID would no longer control Tarkett Participation) or the liquidation of the company based on a preference share value dependent on the global investment multiple noted on that occasion ("Project Multiple"). In consideration of the Tarkett Participation free share plans, no Tarkett performance shares were allocated to the members of the Management Board in 2022.

⁽²⁾It is recalled that Raphaël Bauer does not receive any compensation for his mandate as a member of the Management Board. The elements communicated are those provided for in his employment contract for his duties as Group Chief Financial Officer.

Table 2 - Summary of the compensation paid to each Management Board member (AMF classification)

(in Euro)	2022		2021	
	Amount allocated (gross before taxes)	Amount paid (gross before taxes)	Amount allocated (gross before taxes)	Amount paid (gross before taxes)
Fabrice Barthélemy, Chairman of the Management Board				
Fixed compensation ⁽¹⁾	700,000	700,000	575,000	575,000
Annual variable compensation	376,152	375,251	375,251	699,430
Exceptional compensation	-	-	-	-
Pension benefit	⁽²⁾		N/A	N/A
Benefits in kind (Company car)	2,529	2,529	2,559	2,559
Total	1,078,681	1,077,780	952,810	1,276,989
Raphaël Bauer, member of the Management Board ⁽³⁾				
Fixed compensation	260,000	260,000	245,000	245,000
Annual variable compensation	75,707	90,777	90,777	122,651
Exceptional compensation	-	-	60,000	60,000
Pension benefit	⁽⁴⁾		N/A	N/A
Benefits in kind (Company car)	3,334	3,334	3,716	3,716
Total	339,041	354,111	399,493	431,367

⁽¹⁾ The fixed compensation of Fabrice Barthélemy, Chairman of the Management Board, amounts to EUR 700,000 gross per annum since 1 January 2022 following the approval by the Combined Shareholders' Meeting of 29 April 2022 of the 15th resolution.

The fixed compensation of Raphaël Bauer, member of the Management Board, amounts to EUR 260,000 gross per annum since 1 January 2022 following the approval by the Combined Shareholders' Meeting of 29 April 2022 of its 16th resolution.

⁽²⁾ No pension was paid/allocated to Fabrice Barthélemy in 2022 as he is still in office. Nevertheless, a provision of 291,290 Euro has been set aside for 2022 under the supplemental pension plan provided for in Article L137-11-2 of the French Social Security Code.

⁽³⁾ It is recalled that Raphaël Bauer does not receive any compensation for his mandate as a member of the Management Board. The elements communicated are those provided for in his employment contract for his duties as Group Chief Financial Officer.

⁽⁴⁾ No pension was paid/allocated to Raphaël Bauer in 2022 as he is still in office. Nevertheless, an employer contribution of 13,164 Euro was paid in 2022 under the defined contribution supplemental pension plan

⁽⁵⁾ Raphaël Bauer's annual variable compensation includes the gross amount of profit-sharing, i.e. 6,384 euros paid in 2021 in respect of 2020 and 10,832 euros allocated in 2021 and paid in 2022

Criteria for the variable compensation awarded to Management Board members

As a reminder, for the 2022 financial year:

Variable compensation is linked to:

- > The attainment of quantifiable economic objectives set within the framework of the budget approved by the Supervisory Board (70%):
 - Adjusted EBITDA budget: 2022 target amount of 250.4 million Euro - 40% weighting
 - Operational cash flow: 2022 target amount of 75.8 million Euro - 30% weighting

The operational cash flow and EBITDA objectives are allocated a coefficient of 0 % to 200%.

- > 30% for the achievement of individual objectives, multiplied by a coefficient of 0% to 100%.

Fabrice Barthélemy's individual objectives included:

- Strategy and business plan with the reformulation of the Group's strategy for 2027-2030;
- The Company's Social and Environmental Responsibility (CSR) through objectives relating to security, diversity, teams engagement, carbon footprint, circular economy and compliance;
- Talent management.

Raphaël Bauer's individual objectives related in particular to:

- Contribution to strategic options;
- Improved forecasting and anticipation of financial data;
- Reducing purchasing costs;
- Tools and digitalisation;
- Development of the finance function;
- The environment (CSR).

The table below summarises the attainment of variable compensation criteria applying to Fabrice Barthélemy and Raphaël Bauer:

2022 Group Criteria	Reference	Minimum	Target (100% of objectives achieved)	Maximum	Attainment rate in 2022
Quantifiable criteria					
Consolidated adjusted EBITDA	Budget	0%	40%	80%	78%
Operational cash flow	Budget	0%	30%	60%	0%
Sub-total for the quantifiable criteria		0%	70%	140%	45%
Qualitative criteria	(see details in 2.3.5)	0%	30%	30%	See table opposite
Total		0%	100%	170%	

The table below provides a breakdown of the individual performance goals achieved and the overall level of achievement for the purposes of the variable compensation:

	Target variable compensation as a % of fixed compensation	Rate of achievement in 2022 as a % of the target		Variable compensation due for 2022 as a % of fixed compensation
		Quantifiable criteria (70%)	Qualitative criteria (30%)	
Fabrice Barthélemy	100%	45%	75%	54%
Raphaël Bauer	50%	45%	90%	29%

Performance-related shares acquired and awarded to Management Board members in 2022

Table 7 - Performance-related shares made available during the financial year for each executive corporate officer (AMF classification)

Name of company officer	Number of performance-related shares initially awarded	Percentage achievement of the performance criteria	Number of performance-related shares definitively vested during 2022
2019-2022 Long-term Incentive Plan			
Fabrice Barthélemy	32,000	50%	16,000
Raphaël Bauer	10,000	50%	5,000
Total	42,000	50%	21,000

As a reminder, the delivery of free shares under the 2019-2022 *Long Term Incentive Plan* was subject to the achievement of a presence condition at the end of the vesting period and to the following performance conditions:

LTIP Plan	Criterion	Criterion weighting	Target performance condition
2019 2022	Theoretical value creation for the shareholder	80%	Fulfilment of the strategic plan
	TSR compared with SBF120	20%	100% of TSR SBF120

The theoretical shareholder value is calculated as follows:

adjusted EBITDA (audited, published financial aggregate before application of IFRS16) X **valuation multiple** (based on market multiples) - **Net debt** (audited, published financial aggregate) - **Other debts** (pension debt and option to purchase minority interests).

The target theoretical shareholder value is defined in the strategic three-year plan, by applying the above formula and allowing for the adjusted EBITDA and net debt targets set by the strategic plan.

The strategic plan and its objectives are reviewed and approved by the Supervisory Board.

The theoretical value creation is measured on the basis of the difference between the theoretical shareholder value for the year in which the plan comes to an end (2021 in the case of the 2019-2022 LTIP, calculated on the basis of the audited and published aggregates) and the theoretical shareholder value for the reference year for the plan (2018 in the case of the 2019-2022 LTIP, based on the audited and published aggregates).

If dividends were paid to shareholders during the years covered by the plan, they are reintegrated into the creation of value over the period.

The Total Shareholder Return measures, as a percentage, the change in the average price of a Tarkett share over the last 20 listed prices in 2021 as compared with the last 20 listed prices in 2018, dividends reinvested, as compared with the change in the SBF120 index between 31 December 2021 and 31 December 2018, dividends reinvested. This last indicator is provided by Thomson Reuters.

The attainment rate obtained by applying this formula is 0%. In this case, the minimum rate of 50% provided for by the regulations of the plan applies.

These attainment rates were noted by the Supervisory Board on 27 April 2022 after a preliminary review by the Appointment, Compensation and Governance Committee.

For information, 25% of the ordinary shares and preference shares of Tarkett Participation also became available on 21 October 2022.

Performance shares of Tarkett Participation ⁽¹⁾ that became available during the year for each executive corporate officer

Name of company officer	Number of ordinary shares definitively vested during 2022	Number of preference shares definitively vested during 2022
Fabrice Barthélemy	164,836	285,000
Raphaël Bauer	35,964	57,000
Total	200,800	342,000

⁽¹⁾ Company controlling Tarkett and included in the scope of consolidation within the meaning of Article L. 233-16 of the French Commercial Code. In the context of the simplified tender offer of Tarkett Participation closed on 15 July 2021, the members of the group presenting the offer agreed, in the investment agreement concluded between them, to launch a cash investment and performance-related and bonus share allocation plan after the offer within Tarkett Participation for the benefit of members of the Management Board (as described in section 1.3.3 of the Tarkett Participation information note signed by the AMF n° 21-208 dated 8 June 2021). In addition to an investment by the beneficiaries in Tarkett Participation ordinary shares, these plans include an exceptional allocation, as outlined in the table above (i) of Tarkett Participation ordinary shares, subject to presence conditions and gradual acquisition by tranche of 25% per year for 4 years and (ii) Tarkett Participation preference shares subject to the same presence conditions by tranche, granting their holders pecuniary rights in the event of a "Withdrawal" (defined as the initial public offering of Tarkett Participation, the transfer by Wendel of its interest or an event after which SID would no longer control Tarkett Participation) or the liquidation of the company based on a preference share value dependent on the global investment multiple noted on that occasion ("Project Multiple").

Table 6 - Performance-related shares awarded during the financial year to each executive corporate officer by the issuer and by any Group company (AMF classification)

No performance shares were awarded during the period to the two members of the Management Board.

Management Board member benefits**Table 11 - Employment contracts, pension payments and severance payments for Management Board members (AMF classification)**

Members of the Management Board	Employment contract	Supplementary Pension Plan	Payments or other benefits due or likely to be due as a result of termination or change of mandate	Payments under a non-compete clause
Fabrice Barthélemy Chairman of the Management Board Start of term of office: 23/05/2008 ⁽¹⁾ End of term of office: 24/10/2025	No	Yes	Yes	Yes
Raphaël Bauer Member of the Management Board and Chief Financial Officer Start of term of office: 01/05/2019 End of term of office: 24/10/2025	Yes	Yes	No	Yes

⁽¹⁾ Start date for the term of office as a member of the Management Board.

8.1.2 Information concerning compensation paid or allocated to the members of the Supervisory Board and its Chairman

The overall compensation package to be paid to members of the Supervisory Board was set by the Shareholders' Meeting of 30 April 2021 at a fixed total amount of 550,000 Euro effective 1 January 2021.

The total amount actually paid to all the members of the Supervisory Board during the 2022 financial year ended stood at 415,490 Euro, equivalent to 75.54% of the overall compensation package approved by the Shareholders' Meeting.

These amounts have been calculated and paid in accordance with the Internal Regulations of the Supervisory Board and according to the following criteria approved for the 2022 financial year:

Amount of compensation by mandate held

Position	Annual base (in Euro)
Chairman of the Supervisory Board	35,000 ⁽¹⁾
Vice-Chairman of the Supervisory Board	10,000 ⁽¹⁾
Chairman of the Supervisory Board	35,000
Chairman of a Specialised Committee (with the exception of the CSR Committee)	15,000 ⁽²⁾
Member of a Specialised Committee (with the exception of the CSR Committee)	7,000
Chairman of the CSR Committee	5,000 ⁽²⁾
Member of the CSR Committee	2,000
Attendance at a non-permanent ad hoc committee meeting	25,000
Penalties applied in the event of absence	
Absence from a Supervisory Board meeting	3,000
Absence from a Specialised Committee meeting	1,000

⁽¹⁾Additional compensation to that received as a member of the Supervisory Board.

⁽²⁾Additional compensation to that received as a member of a Specialised Committee.

As a reminder, the observers and members of the Supervisory Board representing employees do not receive any compensation for the mandates they hold. Therefore, this information is not disclosed for confidentiality reasons. However, the Supervisory Board may authorise the reimbursement of any expenses they incur in performing those mandates.

Moreover, in accordance with the clarification provided by the Supervisory Board at its meeting of 3 December 2018, the actual attendance condition does not apply to so-called "exceptional" meetings, i.e. to meetings convened at short notice, for reasons beyond the

control of the Company, due to the urgency of decisions that must be put to the Supervisory Board and that have been brought late to the attention of the Company. Therefore, if certain members of the Supervisory Board are not able to take part in these meetings because they have been convened at short notice, the absence penalties will not be applied.

The table below presents the compensation elements paid and allocated to members of the Supervisory Board during the 2021 and 2022 financial years on account of their corporate office, in accordance with the compensation policy.

Table 3 - Summary of the compensation paid to each Supervisory Board member (AMF classification) (in Euro)

Members of the Supervisory Board	Gross amounts allocated for FY 2022	Gross amounts allocated for FY 2021
Eric La Bonnardière - Chairman of the Supervisory Board		
Compensation awarded	70,000 ⁽¹⁾	70,000
Other compensation	-	-
Didier Deconinck - Vice-Chairman of the Supervisory Board		
Compensation awarded	45,000	45,000
Other compensation	-	-
Julien Deconinck		
Compensation awarded	42,000	42,000
Other compensation	-	-
Nicolas Deconinck		
Compensation awarded	37,000	37,000
Other compensation	-	-
Véronique Laury		
Compensation awarded	34,000	22,493 ⁽³⁾
Other compensation	-	-
Françoise Leroy		
Compensation awarded	64,000	89,000 ⁽⁶⁾
Other compensation	-	-
Didier Michaud-Daniel		
Compensation awarded	57,000	77,068 ⁽⁴⁾⁽⁶⁾
Other compensation	-	-
Sabine Roux de Bézieux		
Compensation awarded	49,000	71,000 ⁽⁵⁾⁽⁶⁾
Other compensation	-	-
Agnès Touraine		
Compensation awarded	17,490 ⁽²⁾	41,000
Other compensation	-	-

⁽¹⁾ Eric La Bonnardière refused to receive the pro rata temporis compensation for his new mandate as member of the Appointment, Compensation and Governance Committee, effective from 26 July 2022.

⁽²⁾ Agnès Touraine resigned as a member of the Supervisory Board and the Appointment, Compensation and Governance Committee with effect from 1 June 2022. A pro rata temporis was therefore applied to her compensation in accordance with the compensation policy of the Supervisory Board approved by the Shareholders' Meeting of 29 April 2022 and described in Section 2.3.5.1 of the 2021 Universal Registration Document.

⁽³⁾ Véronique Laury was appointed as a member of the Supervisory Board and member of the CSR Committee with effect from 30 April 2021. A pro rata temporis was therefore applied to her compensation in accordance with the compensation policy of the Supervisory Board approved by the Shareholders' Meeting of 30 April 2021 and described in Section 2.3.9.1 of the 2020 Universal Registration Document.

⁽⁴⁾ Didier Michaud-Daniel was appointed as Chairman of the Appointment, Compensation and Governance Committee, of which he was already a member, with effect from 30 April 2021. A pro rata temporis was therefore applied to his compensation in accordance with the compensation policy of the Supervisory Board approved by the Shareholders' Meeting of 30 April 2021 and described in Section 2.3.9.1 of the 2020 Universal Registration Document.

⁽⁵⁾ Upon renewal of her mandate on 30 April 2021, Sabine Roux de Bézieux left the Appointment, Compensation and Governance Committee to join the Audit, Risks and Compliance Committee as a member and the CSR Committee as a member and Chair. These changes were effective upon renewal of her mandate on 30 April 2021. A pro rata temporis was therefore applied to her compensation in accordance with the compensation policy of the Supervisory Board approved by the Shareholders' Meeting of 30 April 2021 and described in Section 2.3.9.1 of the 2020 Universal Registration Document.

⁽⁶⁾ These members received additional compensation amounting to EUR 25,000 for their participation in the ad hoc committee set up in the context of the simplified tender offer.

8.1.3 Share subscription or purchase options

As of 31 December 2022, no members of the Management Board or the Supervisory Board held share subscription or purchase options.

8.1.4 Long-Term Incentive Plans (LTIP)

Since 2011, as part of its policy to motivate and encourage the loyalty of its management teams, the Company has put in place *Long-Term Incentive Plans* (LTIP) on an annual basis.

Until 2021, the LTIP were built on the principle of granting Company' shares in respect of shares existing on the day of the final grant (or their cash equivalent). The plan granted in 2021 was directly defined in cash and the plan granted in 2022 consists of phantom shares.

All plans are granted subject to the achievement of performance conditions and the presence of the beneficiary during the plan period, i.e. 3 years. The performance criteria are applicable to all performance-related shares awarded and to all beneficiaries.

The members of the Management Board are subject to an obligation to retain a number of shares in the Company allocated (after payment of tax and payroll deductions) under the relevant LTIP of 50% for the Chairman of the Management Board and 33% for the member of Management Board. It is specified that the settlement of this plan expressly provides

With regard to the plans under way, the target capital amount was:

2020-2023 LTIP	LTIP 2021-2024 ⁽¹⁾	LTIP 2022-2025 ⁽¹⁾
0.8%	1%	0.3%

⁽¹⁾ The members of the Management Board do not benefit from these plans

Within the framework of Tarkett Participation simplified tender offer in 2021, all employees and corporate officers holding LTIP currently being acquired and unavailable Tarkett shares have been given the opportunity to conclude a liquidity agreement (as described in section 1.3.4 of the Tarkett information leaflet signed by the AMF n° 21-208 dated 8 June 2021).

that, in accordance with the recommendation of the Afep-Medef Code, the Management Board members must not resort to hedging instruments on their performance-related shares.

The regulations and performance criteria of these LTIP have not been changed since their adoption by the Management Board or in the context of the simplified tender offer by Tarkett Participation closed in July 2021.

Since the 2020-2023 LTIP, two CSR criteria have been added, each amounting to 10% (the reduction of greenhouse gas and the proportion of recycled products).

As far as the 2022-2025 LTIP is concerned, the performance criteria relate to the fulfilment of the objectives of the medium-term strategic plan (80%) and the maintaining of the two CSR objectives defined above (10% each). The members of the Management Board do not benefit from this plan.

This agreement, concluded with Tarkett Participation, will allow them to transfer the shares concerned to the latter once they have been distributed within the framework of the plan (including those under the 2019-2022 and 2020-2023 plans at the time of their acquisition if the Company were no longer listed at that time or if the average exchange volume of Tarkett securities over the last 20 days prior to the availability date were equal to or less than 0.05% of Tarkett's capital on that date).

The 2019-2022 LTIP was delivered in shares of the company in 2022 on the acquisition date provided for by the plan. As a reminder, the performance conditions applicable to this plan were as follows:

Plan	Criterion	Criterion weighting	Target performance condition
2019 - 2022	Theoretical value creation for the shareholder	80%	Fulfilment of the strategic plan
	TSR compared with SBF120	20%	100% of TSR SBF120

Thus, on 1 July 2022, a total of 145,925 shares were delivered under this plan to all beneficiaries meeting the presence condition.

There are currently three LTIP under way whose performance is based on the attainment of several medium-term criteria according to the details below for plans in force as of 31 December 2021.

Plan	Criterion	Criterion weighting	Target performance condition
2020 – 2023 (in shares)	Adjusted EBITDA margin	60%	12%
	TSR compared with a panel of flooring and construction material Companies	20%	100% of TSR of panel
	Reduction in greenhouse gases	10%	- 10% tonnes CO ² e. compared to 2019 (scope 1 & 2)
	Proportion of recycled materials in raw materials	10%	150,000 tonnes per year in 2022
2021- 2024 (in cash)	Theoretical value creation	80%	€515 million of theoretical value creation
	Reduction in greenhouse gases	10%	- 22% tonnes CO ² e. compared to 2019 (scope 1 & 2)
	Proportion of recycled materials in raw materials	10%	160,000 tonnes per year in 2023
2022-2025 (in phantom shares)	Theoretical value creation	80%	€163 million of theoretical value creation
	Reduction in greenhouse gases	10%	170,000 tonnes of CO ₂ equivalent in 2024
	Proportion of recycled materials in raw materials	10%	170,000 tonnes per year in 2024

It should also be pointed out that allocation plans were introduced in 2021 by Tarkett Participation (company controlling Tarkett and included in the consolidation structure within the meaning of Article L. 233-16 of the French Commercial Code). In the context of the simplified tender offer of Tarkett Participation closed on 15 July 2021, the members of the Group presenting the offer agreed, in the investment agreement concluded between them, to launch a cash investment and performance-related and bonus share allocation plan after the offer within Tarkett Participation for the benefit of members of the Management Board (as described in section 1.3.3 of the Tarkett Participation information note signed by the AMF n° 21-208 dated 8 June 2021). In addition to an investment by the

beneficiaries in Tarkett Participation ordinary shares, these plans include an exceptional allocation (i) of Tarkett Participation ordinary shares, subject to presence conditions and gradual acquisition by tranche of 25% per year for 4 years and (ii) Tarkett Participation preference shares subject to the same presence conditions by tranche, granting their holders pecuniary rights in the event of a "Withdrawal" (defined as the initial public offering of Tarkett Participation, the transfer by Wendel of its interest or an event after which SID would no longer control Tarkett Participation) or the liquidation of the company based on a preference share value dependent on the global investment multiple noted on that occasion ("Project Multiple").

The table below outlines the history of LTIP under way on the publication date of this document.

Table 9 - History of free share allocations (AMF classification)

	2016-2019 LTIP	2017-2020 LTIP	2018-2021 LTIP	2019-2022 LTIP	2020-2023 LTIP	2021-2024 LTIP (whose valuation is not indexed to a capital instrument)	2021-2025 LTIP Tarkett Participation	2022-2025 LTIP (in the form of phantom shares)
Meeting date	26 April 2016	27 April 2017	26 April 2018	26 April 2019	30 April 2020	30 April 2021	N/A for Tarkett	29 April 2022
Date of the Management Board's decision	27 July 2016	25 July 2017	25 July 2018	24 June 2019	30 July 2020	October 29, 2021		04 November 2022
Total number of beneficiaries at allocation	165	189	196	205	237	183	63	193
Number of shares potentially awarded⁽¹⁾	325,000	325,000	400,000	400,000	500,000	N/A	3,687,513 Tarkett Participation ordinary shares 5,909,000 Tarkett Participation preference shares	185,000
Target amount potentially allocated (Euro)	N/A	N/A	N/A	N/A	N/A	3,300,000	N/A	N/A
Number of shares awarded to:⁽²⁾								
Michel Giannuzzi	19,890							
Glen Morrison		0	0					
Fabrice Barthélemy	13,600	20,000	22,000	32,000	55,000	N/A	659,345 Tarkett Participation ordinary shares 1,140,000 Tarkett Participation preference shares	N/A
Sharon MacBeath	13,600	0	0					
Raphaël Bauer				10,000	12,000	N/A	143,857 Tarkett Participation ordinary shares 228,000 Tarkett Participation preference shares	N/A
Share vesting date	1 July 2019	1 July 2020		1 July 2022	1 August 2023	1 July 2024	25% on 21 October 2022 25% on 21 October 2023 25% on 21 October 2024 25% on 21 October 2025	1 August 2025
Retention period end date	1 July 2019	1 July 2020		1 July 2022	1 August 2023	1 July 2024	50% on 21 October 2023 25% on 21 October 2024 25% on 21 October 2025	1 August 2025

	2016-2019 LTIP	2017-2020 LTIP	2018-2021 LTIP	2019-2022 LTIP	2020-2023 LTIP	2021-2024 LTIP (whose valuation is not indexed to a capital instrument)	2021-2025 LTIP Tarkett Participation	2022-2025 LTIP (in the form of phantom shares)
Performance conditions					(3)	(3)	Attendance conditions and fulfilment of a project multiple for preference shares	0
Number of shares vested as of the filing date for the 2022 Universal Registration Document	N/A	N/A	N/A	0	0	0	568,527 Tarkett Participation ordinary shares	0
Cumulative number of cancelled or expired shares	N/A	N/A	N/A	N/A	57,032	0	859,750 Tarkett Participation preference shares 257,742 Tarkett Participation ordinary shares	900
Cumulative cancelled or expired amount	N/A	N/A	N/A	N/A	N/A	356,000 Euro	N/A	N/A
Number of performance-related shares remaining as of 31 December 2022	N/A	N/A	N/A	N/A	394,501	N/A	2,861,244 Tarkett Participation ordinary shares 4,783,250 Tarkett Participation preference shares	159,075
Target amount remaining as of 31 December 2022	N/A	N/A	N/A	N/A	N/A	2,371,000 Euro	N/A	N/A

⁽¹⁾ The number of shares potentially allocated corresponds to the global package approved by the Supervisory Board on the recommendation of the Appointment, Compensation and Governance Committee and to a performance achievement of 100%, which can vary from 50% for the 2019-2021 plan and 40% from the 2020-2023 plan onwards, and up to 150% depending on the performance calculation

⁽²⁾ Allocations listed for Management Board only. The shares of Mr. Glen Morrison, for the 2017-2020 (32,000 shares) and 2018-2021 (32,000 shares) plans were cancelled in full following the end of his mandate as Chairman of the Management Board on 18 September 2018.

The shares of Ms. Sharon MacBeath, relating to the 2017-2020 (13,600 shares) and 2018-2021 (13,600 shares) plans were cancelled in full following her departure from the Group in 2019.

⁽³⁾ The performance conditions of the current plans are set out above in Section 8.1.4 of this Notice of Meeting and in Section 2.3.4 of the 2022 Universal Registration Document.

The real distribution rate as compared with the target package was:

2014-2017 LTIP	2015-2018 LTIP	2016-2019 LTIP	2017-2020 LTIP	2018-2021 LTIP	2019-2022 LTIP
53%	79%	37%	35%	31%	38%

8.1.5 Principles and criteria constituting compensation packages of corporate officers

Fundamental principles

These principles have been established in accordance with the recommendations of the Afep-Medef Code, to which the Company refers.

Care is taken to ensure that managers' compensation is competitive, adapted to the business strategy and environment and is intended to promote the business performance and competitiveness in the medium and long term by incorporating one or more criteria linked to Corporate Social Responsibility (CSR).

The following principles are taken into account and rigorously applied:

- > **Completeness:** all compensation items are included in the overall compensation assessment.
- > **Balance between compensation items:** each compensation item is motivated and corresponds to the corporate interest of the business.
- > **Comparability:** compensation is assessed in the context of a business line and the reference market, among other items.
- > **Consistency:** the compensation of the executive corporate officer is determined in a manner consistent with that of the Company's other managers and employees.
- > **Intelligibility of the rules:** the rules are simple, stable and transparent. The performance criteria used correspond to the Company's targets and are demanding, clear and as sustainable as possible.
- > **Care** is taken to ensure that the determination of compensation items provides a fair balance and takes into account the corporate interest of the business, market practice and the performance of managers and other parties involved in the business.

The Company also respects the **principle of equality and non-discrimination** particularly through the equal treatment of men and women.

The Company has created its compensation policy in order to attract and retain talents. This exhaustive policy is based on the following principles:

1. Base salaries in line with market practices, in order to ensure that the Company remains competitive and attractive. This position is regularly measured through compensation surveys conducted by specialised firms using a benchmark of comparable companies in France.

2. Variable compensation based on annual objectives, in line with market practices, that reflect the Company's ambitious goals and expectations:

- > quantifiable criteria based on performance over the year as compared with budgetary commitments. These criteria (adjusted EBITDA and Operating Cash Flow) have been unchanged for the last ten years;
- > qualitative criteria precisely defined each year and reflecting the Group's main challenges, and in particular those relating to Corporate Social and Environmental Responsibility (CSR).

3. Medium-term motivation and loyalty tools through: the *Long Term Incentive Plan* (LTIP), implemented since July 2011 and awarded annually. The definitive acquisition of shares or the LTIP payment are subject to a twofold condition:

- > presence for 3 years to encourage retention and
- > the economic and environmental performance of the Company reflecting the creation of value.

4. Equal treatment of men and women, particularly in terms of compensation.

Methods for determining and changing applied principles

The principles for determining the compensation to be paid to corporate officers are set by the Supervisory Board, on the recommendation of the Appointment, Compensation and Governance Committee. They will apply during the financial year to any person holding a position as a corporate officer within the Company.

They are reviewed annually, taking into account the Group's strategic plan and any changes in legislation and regulations and in good governance practices.

In accordance with Article L. 22-10-8 III of the French Commercial Code, the Supervisory Board, on the recommendation of the Appointment, Compensation and Governance Committee, may, in the event of exceptional circumstances, derogate from the application of the compensation policy during the financial year until the approval of the amended compensation policy by the next Annual Shareholders' Meeting, if such derogation is temporary, justified, in accordance with the Company's interest and necessary to ensure the continuity or viability of the Company. Exceptional circumstances could result in particular from a significant change in the scope of responsibility of the corporate officers, a major event affecting the Company's markets and/or major competitors, a significant change in the Group's scope of consolidation following a merger, acquisition or divestment, or the creation or closure of a significant business or a change in accounting policy. It should also be pointed out that this exceptional adjustment must be communicated clearly and in detail so that the shareholders are able to reach a decision at the next Shareholders' Meeting.

Criteria constituting compensation for the Chairman of the Management Board

The compensation components for the Chairman of the Management Board are as follows:

- > fixed annual compensation ;
- > variable annual compensation;
- > long term compensation (in the form of performance-based shares);
- > loss of mandate payments;
- > non-compete payments;
- > a supplemental defined benefit pension plan governed by Article L137-11-2 of the French Social Security Code;
- > contributions to a specific unemployment insurance policy for corporate officers;
- > other items and benefits in kind.

Fixed annual compensation:

The fixed compensation of the Chairman of the Management Board compensates for the responsibilities attached to an executive position.

It is in line with market practices, in order to ensure that the Company remains competitive and attractive. This positioning is measured through compensation surveys.

Following the approval of the 15th resolution of the Shareholders' Meeting of 29 April 2022, the annual fixed compensation of Fabrice Barthélemy, Chairman of the Management Board, amounts to EUR 700,000 gross as of 1 January 2022.

Variable annual compensation:

Variable annual compensation is designed to reward performance in the previous period. The payment of this variable component is subject to achievement of simple and measurable objectives (both quantifiable and qualitative) closely linked to the Group's objectives and regularly communicated to shareholders. Payment will be made no later than the month following the Shareholders' Meeting authorising the payment of this compensation for the previous year.

This variable compensation is composed of two objectives, the criteria of which are defined at the beginning of the financial year by the Supervisory Board, on the proposal of the Appointment, Compensation and Governance Committee, as follows:

- > Quantitative objectives representing 70% of the fixed annual compensation (in case of achievement of the quantifiable objectives) affected by a coefficient of 0% to 200%, so that it may represent up to 140% (in case of exceeding the objectives) of the fixed annual compensation, according to a linear progression;
- > Qualitative objectives representing 30% of the annual fixed compensation (in case of achievement of qualitative objectives) affected by a coefficient of 0% to 100% so that it may represent up to 30% of the annual fixed compensation.

For the last fourteen years, the adjusted EBITDA and operational cash flow have been the key indicators for measuring this quantifiable component of the variable annual compensation. These key indicators may be supplemented by other relevant indicators in any given year. The weighting given to each of the criteria is decided by the Supervisory Board. The target level set for each of the quantifiable criteria is information that is strategically and economically sensitive and cannot be made public.

The level to which the objectives are achieved will be communicated once the performance analysis has been completed;

The 2023 qualitative objectives of the Chairman of the Management Board include:

- Definition and implementation of the 2027 strategic plan
- Talent management and succession plans
- CSR policy implementation
- Risk management

It should be pointed out that this variable compensation structure applies to other Group managers and executives.

At the time of publication of this document, the Company is considering the introduction of a multiplier on the annual variable remuneration from 2023. This multiplier would apply to the Chairman of the Management Board. It would be based on three CSR objectives and could lead to an increase or decrease in the amount of the 2023 bonus depending on the achievement of the results of these CSR criteria.

In order to take into account the short-term priority given to cash flow and debt control, an additional exceptional bonus has been proposed for the first half of 2023.

This bonus is conditional on the achievement of a leverage target (net debt/Adjusted EBITDA) at the end of June 2023 and will be measured against an operational cash flow generation target set in the first half of the year budget.

Subject to the achievement of the performance conditions and a presence condition, this exceptional bonus may represent up to 35% of the annual target bonus.

Long term compensation:

Long term compensation is based on the grant of free performance shares (or its cash equivalent) under the *Long Term Incentive Plan* (LTIP). The use of a free allocation of performance shares or its equivalent in cash may be carried out depending on regulatory developments or legal circumstances or on the market for Tarkett shares that make the use of this plan restrictive or impossible.

Since July 2011, the objective of the LTIP is to retain and reward beneficiaries for achieving or exceeding medium-term financial (internal and external) and Corporate Social Responsibility (CSR) objectives measured over a 3-year period.

Barring exceptional circumstances, delivery of the shares is conditional on presence in the Group at the end of the 3-year vesting period.

The appropriateness and quantum of the Company's performance share grants are assessed taking into account the free share plans issued by Tarkett Participation, if any. For example, the Chairman of the Management Board did not benefit from the LTIP issued by Tarkett during the 2021 and 2022 financial years. However, he benefited from the free share allocation plans set up by Tarkett Participation in 2021 (see Table 9).

The Chairman of the Management Board is subject to an obligation to retain 50% (after tax and social security charges) of the Tarkett shares actually paid out at the end of the plans set up by the Company, throughout his term of office.

Furthermore, the Chairman of the Management Board undertakes not to use hedging instruments on all performance shares granted to him throughout his term of office.

Supplementary Pension Plan:

Since 2022, the Chairman of the Management Board benefits from a supplementary defined benefit pension plan governed by Article L137-11-2 of the French Social Security Code.

The annual annuity rights are determined on the basis of an annual life annuity corresponding to 1% of his gross fixed and variable annual compensation paid in the year in question, depending on the rate of achievement of the performance conditions defined by the Supervisory Board. The 2022 performance condition approved by the Supervisory Board on 27 April 2022 on the proposal of the Appointment, Compensation and Governance Committee is a minimum annual turnover for Tarkett of 2.5 billion Euro.

The annuity rights acquired annually are capped at 3% of the gross fixed and variable annual remuneration paid in the year in question to the Chairman of the Management Board.

The annuity thus calculated is added to all retirement pensions or annuities (social security old-age pension, AGIRC-ARRCO supplemental pension, etc.), regardless of their amount, in compliance with the ceilings set out below.

Collective death and disability and health insurance plans:

The Chairman of the Management Board benefits from the collective pension scheme (death, incapacity, invalidity) and the mutual health insurance scheme set up by the Company under the same conditions as those applicable to all employees of the Group's French entities.

Civil liability insurance:

The Chairman of the Management Board benefits from the existing executive liability insurance within the Company.

Unemployment insurance:

The Chairman of the Management Board is covered by the GSC unemployment insurance for corporate officers (formula F70), which provides Fabrice Barthélemy with coverage in the event of termination of his corporate office.

Company car:

The Chairman of the Management Board has the use of a company car. The costs of insurance, maintenance and fuel for the vehicle (for its professional use) shall be borne by the Company.

Terms and conditions of cessation of mandate**Non-compete commitment:**

In the event of termination of his duties, the Chairman of the Management Board is bound by a non-compete obligation for a period of two years. This non-compete obligation is accompanied by an indemnity equal to the gross fixed and variable compensation received by the Chairman of the Management Board in respect of his mandate during the 12 months preceding his departure, payable in 24 monthly instalments throughout the duration of the non-compete commitment.

It is pointed out that the Supervisory Board reserves the right to waive this clause within a reasonable time on the recommendation of the Appointment, Compensation and Governance Committee.

In accordance with the recommendations of the Afep-Medef Code referred to by the Company, no non-compete payment is due if, on departure, the Chairman of the Management Board has the possibility of invoking his pension rights within a short time frame, has claimed his pension rights or has reached the age of 65.

The non-compete payment is deducted from the severance payment, so that the total amount due for both does not exceed two years of the gross fixed and variable compensation received by the Chairman of the Management Board in the 12 months preceding his departure from his mandate.

Severance payment

In the event of forced departure from the Group, the Chairman of the Management Board could receive a severance payment equal to two years of the gross fixed and variable remuneration received in respect of his mandate during the 12 months preceding the forced departure.

This severance is due in the event of forced departure of the corporate officer, including, in particular, because of a change of control or a disagreement as to strategy, on the initiative of the Supervisory Board, regardless of whether the mandate's term was terminated early or not renewed.

The payment of this allowance is conditional on the achievement of annual objectives defined by the Supervisory Board, on the proposal of the Appointment, Compensation and Governance Committee, and used to calculate the variable compensation. It is equivalent to the average performance achieved by the Chairman of the Management Board over the three calendar years preceding his departure.

- > If the performance rate is less than 50%, the payment will be due at 50%. This minimum of 50%, except in the case of gross negligence, has been proposed by the Tarkett Supervisory Board in the context of significant uncertainties in the global economy which have a direct impact on the achievement of annual targets, and would apply to any forced departure from 1 January 2022 onwards. This amendment was approved by the Combined Shareholders' Meeting of 29 April 2022 in the framework of the 15th resolution.
- > If the performance rate is between 50% and 100%, the severance payment is calculated in proportion to the amount of the performance rate (e.g. if the performance rate is equal to 90%, the severance payment is paid at 90% of its amount as defined in the first paragraph).
- > If the performance rate is at least 100%, the severance payment is due in full.

Criteria constituting compensation of Management Board members

Other members of the Management Board do not receive any compensation for their term of office.

The items communicated below are those provided for Raphaël Bauer in his employment contract for his duties as Group Chief Financial Officer.

The characteristics of the employment contract binding Raphaël Bauer to the Company are as follows:

- > contract term: an open-ended contract;
- > notice period: 3 months, in accordance with the collective labour agreement applicable to Company employees falling within the "Executives" category;
- > terms and conditions for removal or termination: the terms and conditions for termination are those authorised under the prevailing regulations and laid down in the collective labour agreement applying to Company employees.

Fixed annual compensation:

Raphaël Bauer receives fixed annual compensation of 272,000 Euro gross as of 1 January 2023.

No severance payment is due in the event of gross misconduct (defined wrongdoing of an extremely serious nature preventing any continuation of the corporate office) or serious misconduct (defined as wrongdoing of an extremely serious nature committed by an officer with the intention of harming the Company) or in the event that the Chairman of the Management Board has the possibility of claiming his pension rights in the near future.

In the event of the combined application of the severance payment and the non-compete payment, the total amount received by the Chairman of the Management Board in this respect shall be capped at two years' gross fixed and variable compensation received in respect of his mandate during the 12 months preceding his forced departure.

Non-solicitation clause :

The Chairman of the Management Board undertakes to refrain from soliciting, directly or indirectly, any employee or corporate officer of Tarkett in the 24 months following his departure from the Company.

Other compensation:

The Chairman of the Management Board does not receive any compensation for any mandate held within the Tarkett Group. He will not benefit either from deferred, multi-year or exceptional compensation.

Annual variable compensation:

Raphaël Bauer receives annual variable compensation of 50% of his annual fixed compensation. The payment of this variable compensation is conditional on the achievement of two objectives, the criteria of which are defined at the beginning of the financial year as follows:

- > Quantitative objectives set out by the Supervisory Board, on the proposal of the Appointment, Compensation and Governance Committee, representing 35% of the fixed annual compensation (in case of achievement of the quantifiable objectives) affected by a coefficient of 0% to 200% so that it may represent up to 70% (in case of exceeding the objectives) of the fixed annual compensation, according to a linear progression,
- > Qualitative objectives set out by the Chairman of the Management Board and representing 15% of the annual fixed compensation (in case of achievement of qualitative objectives) affected by a coefficient of 0% to 100% so that it may represent up to 15% of the annual fixed compensation.

Raphaël Bauer's qualitative objectives for the year 2023 include:

- developing the finance function, strengthening of internal mobility and gender equity
- control of debt leverage
- contribution to the definition and implementation of strategic options
- improving the reliability of forecasts and focusing on performance analysis
- simplifying the internal audit reference system and increasing compliance level

The level to which the objectives are achieved will be communicated once the performance analysis has been completed. Payment will be made no later than the month following the Shareholders' Meeting authorising the payment of this compensation for the previous year.

At the time of publication of this document, the Company is considering the introduction of a multiplier on the annual variable remuneration from 2023. This multiplier would apply to the member of the Management Board. It would be based on three CSR objectives and could lead to an increase or decrease in the amount of the 2023 bonus depending on the achievement of the results of these CSR criteria.

In order to take into account the short-term priority given to cash flow and debt control, an additional exceptional bonus has been proposed with targets for the first half of 2023.

This bonus is conditional on the achievement of a leverage target (net debt/Adjusted EBITDA) at the end of June 2023 and will be measured against an operational cash flow generation target set in the first half of the year budget

Subject to the achievement of the performance conditions and a presence condition, this exceptional bonus may represent up to 35% of the annual target bonus, i.e. a maximum of 17.5% of the basic compensation of the Management Board member.

Raphaël Bauer is also a beneficiary of the Tarkett company's profit-sharing

Long term compensation:

Long term compensation is based on the grant of free performance shares (or its cash equivalent) under the *Long Term Incentive Plan* (LTIP). The use of a free allocation of performance shares or its equivalent in cash may be carried out depending on regulatory developments or legal circumstances or on the market for Tarkett shares that make the use of this plan restrictive or impossible.

Since July 2011, the objective of the LTIP is to retain and reward beneficiaries for achieving or exceeding medium-term financial (internal and external) and Corporate Social Responsibility (CSR) objectives measured over a 3-year period.

Barring exceptional circumstances, delivery of the shares is conditional on presence in the Group at the end of the 3-year vesting period.

The appropriateness and quantum of the Company's performance share grants are assessed taking into account the free share plans issued by Tarkett Participation, if any. For example, the member of the Management Board did not benefit from the LTIP issued by the Company during the 2021 and 2022 financial years, however he benefited from the free share allocation plans set up by Tarkett Participation in 2021 (see Table 9).

In the framework of his mandate as member of the Management Board, Raphaël Bauer is subject to an obligation to retain 33% (after tax and social security charges) of the Tarkett shares actually paid out at the end of the plans set up by the Company, throughout his term of office.

Furthermore, he undertakes not to use hedging instruments on all performance shares granted to him throughout his term of office.

Supplementary defined contribution pension plan (Compulsory Retirement Savings Plan):

Raphaël Bauer benefits from a supplementary defined contribution pension plan (Compulsory Retirement Savings Plan) as from 2022 with up to 4% employer contributions and up to 2% employee contributions.

Collective pension and health insurance plan:

Raphaël Bauer benefits from the collective pension scheme (death, incapacity, invalidity) and the health insurance scheme set up by the Company under the same conditions as those applicable to all employees of the Group's French entities.

Company car:

Raphaël Bauer has the use of a company car. The costs of insurance, maintenance and fuel for the vehicle (for its professional use) shall be borne by the Company.

Terms and conditions of cessation of mandate

Non-compete commitment :

Raphaël Bauer is bound by his employment contract to a non-compete obligation for a period of two years. This non-compete obligation is accompanied by an indemnity equal to the gross fixed and variable compensation received by Raphaël Bauer in respect of his employment contract during the 12 months preceding his departure, payable in 24 monthly instalments throughout the duration of the non-compete commitment.

It is pointed out that the Supervisory Board reserves the right to waive this clause within a reasonable time on the recommendation of the Appointment, Compensation and Governance Committee.

Other compensation

Raphaël Bauer does not receive any compensation for any mandate held within the Tarkett Group. He will not benefit either from deferred, multi-year or exceptional compensation.

Principles and criteria constituting elements of compensation received by the members of the Supervisory Board and its Chairman

Principles

Based on the total amount approved by the Shareholders' Meeting, the Supervisory Board allocates an amount to its members, on proposal by the Appointment, Compensation and Governance Committee.

This overall amount is distributed among the members of the Supervisory Board based on their actual attendance at meetings of the Supervisory Board and of its Specialised Committees.

Finally, it is specified that under the Internal Regulations of the Supervisory Board, the members of the Supervisory Board are required to use half of the compensation they receive each year for their mandates as Supervisory Board members to acquire and hold at least 1,000 Tarkett shares.

Application

The maximum amount of compensation paid to Supervisory Board members for their offices, authorised by the Shareholders' Meeting of 30 April 2021, was fixed at 550,000 Euro.

This package will be distributed as follows:

- > each member of the Supervisory Board receives 35,000 Euro annually;
 - a penalty of 3,000 Euro is applied if a member fails to attend a duly convened meeting of the Supervisory Board;
- > an additional 35,000 Euro a year will be paid to the Chairman of the Supervisory Board;
- > an additional 10,000 Euro a year will be paid to the Vice-Chairman;
- > 7,000 Euro a year will be paid to each member of the Appointment, Compensation and Governance Committee and the Audit, Risks and Compliance Committee;
- > an additional 15,000 Euro a year will be paid to the Chairs of these two Committees;
- > 2,000 Euro a year will be paid to each member of the CSR Committee;
- > an additional 5,000 Euro a year will be paid to the Chairman of this Committee;
 - a penalty of 1,000 Euro is applied if a member fails to attend a duly convened meeting of a Specialised Committee.

The balance of the 550,000 Euro package not used to compensate participation in Supervisory Board and Specialised Committees may be shared between the Supervisory Board members participating to ad hoc Committees on a non-permanent basis to analyse specific and major projects for the Group introduced at the decision of the Supervisory Board. The amount to be paid in this regard, distributed in proportion to the number of meetings and the time allocated, will be decided by the Supervisory Board on proposal by the Appointment, Compensation and Governance Committee.

In addition, as stated at the Supervisory Board meeting of 3 December 2018, the Supervisory Board felt that it would be legitimate not to apply the attendance condition to so-called "exceptional" meetings, i.e. to meetings convened at short notice, for reasons beyond the control of the Company, due to the urgency of decisions that must put for prior approval to the Supervisory Board and that have been brought late to the attention of the Company.

The allocated amounts will be calculated on a *pro rata temporis* basis according to the term of office during the period.

The manner in which compensation is distributed between the members of the Supervisory Board (including compensation of the Chairman and Vice Chairman) may be adjusted by the Supervisory Board in the event of a change in composition or to take work loads and responsibilities into account.

Observers and members of the Supervisory Board representing employees

The observers and the member of the Supervisory Board representing employees do not receive any compensation for the mandates they hold. However, all the expenses incurred for their duties as observers or members of the Supervisory Board representing employees will be reimbursed upon presentation of supporting documents.

8.1.6 Compensation items paid or allocated during the 2022 financial year

Compensation items paid or allocated to Fabrice Barthélemy during the 2022 financial year (resolution n°9)

Compensation items paid or allocated to	Amount or accounting value submitted to the vote (in €)	Comments																				
Fixed compensation	700,000	Amount owed (gross before tax).																				
Annual variable compensation	376,612	Compensation calculated for the period from 1 January to 31 December 2022 not yet paid.																				
		<table border="1"> <thead> <tr> <th>Criterion</th> <th>Minimum</th> <th>Target objective</th> <th>Maximum</th> <th>Degree of fulfilment</th> </tr> </thead> <tbody> <tr> <td>EBITDA</td> <td>0</td> <td>40%</td> <td>80%</td> <td>78%</td> </tr> <tr> <td>OCF</td> <td>0</td> <td>30%</td> <td>60%</td> <td>0%</td> </tr> <tr> <td>individual criteria</td> <td>0</td> <td>30%</td> <td>30%</td> <td>75%</td> </tr> </tbody> </table>	Criterion	Minimum	Target objective	Maximum	Degree of fulfilment	EBITDA	0	40%	80%	78%	OCF	0	30%	60%	0%	individual criteria	0	30%	30%	75%
Criterion	Minimum	Target objective	Maximum	Degree of fulfilment																		
EBITDA	0	40%	80%	78%																		
OCF	0	30%	60%	0%																		
individual criteria	0	30%	30%	75%																		
		For information, the annual variable compensation allocated for the 2021 financial year and paid during 2022 after the Shareholders' Meeting of 29 April 2022 amounted to 375,251 Euro.																				
Performance-related shares	0	No Tarkett performance-related shares were allocated in 2022. The Company does not allocate any share options.																				
Supplementary Pension Plan	0	<p>Since 2022, the Chairman of the Management Board benefits from a supplemental defined benefit pension plan governed by Article L137-11-2 of the French Social Security Code, subject to performance conditions.</p> <p>The annual annuity rights are determined on the basis of an annual life annuity corresponding to 1% of his gross fixed and variable annual compensation paid in the year in question.</p> <p>No annuity has been paid/allocated to Fabrice Barthélemy in 2022 as he is still in office. For information, the gross provision (excluding expenses) set aside by the Company for Fabrice Barthélemy in 2022 in this respect amounts to 291,290 Euro.</p>																				

Compensation items paid or allocated to	Amount or accounting value submitted to the vote (in €)	Comments
Severance payment	0	<p>In the event of a forced departure from a mandate as corporate officer, the severance payment would equate to two years' of the gross fixed and variable compensation received by Fabrice Barthélemy in the 12 months preceding his forced departure from his mandate as Chairman of the Management Board.</p> <p>This payment is subject to a performance criterion that is measured by the level of achievement of the annual objectives serving to calculate the variable compensation. It is equivalent to the average performance achieved by Fabrice Barthélemy over the three calendar years preceding his departure as Chairman of the Management Board.</p> <p>The severance payment is conditional on a performance rate. If the performance rate is less than 50%, the payment will be due at 50%. If the performance rate is between 50% and 100%, the severance payment is calculated in proportion to the amount of the performance rate. If the performance rate is at least 100%, the severance payment is due in full.</p> <p>No severance payment would be due if Fabrice Barthélemy were to commit gross or serious misconduct or had the possibility of claiming his pension rights in the near future.</p>
Non-compete compensation	0	<p>The non-compete payment would be equal to the gross fixed and variable compensation received by Fabrice Barthélemy in the twelve months prior to his departure from his mandate as Chairman of the Management Board, and would be payable in 24 monthly instalment for the duration of the non-compete commitment.</p> <p>The Company reserves the right to waive the benefit of the non-compete clause.</p> <p>No non-compete payment will be paid on departure if the Chairman of the Management Board has the possibility of invoking his pension rights within a short time frame or has reached the age of 65.</p>
Valuation of benefits of all kinds	2,539	Company car.

Compensation items paid or allocated to Raphaël Bauer during the 2022 financial year (resolution n°10)

Compensation items for the period ended 31 December 2022	Amount or accounting value submitted to the vote for approval (in €)	Comments																				
Fixed compensation	260,000	Amount owed (gross before tax).																				
Annual variable compensation	75,707	Compensation calculated for the period from 1 January to 31 December 2022.																				
		<table border="1"> <thead> <tr> <th>Criterion</th> <th>Minimum</th> <th>Target objective</th> <th>Maximum</th> <th>Degree of fulfilment</th> </tr> </thead> <tbody> <tr> <td>EBITDA</td> <td>0</td> <td>40%</td> <td>80%</td> <td>78%</td> </tr> <tr> <td>OCF</td> <td>0</td> <td>30%</td> <td>60%</td> <td>0%</td> </tr> <tr> <td>Individual criteria</td> <td>0</td> <td>30%</td> <td>30%</td> <td>90%</td> </tr> </tbody> </table>	Criterion	Minimum	Target objective	Maximum	Degree of fulfilment	EBITDA	0	40%	80%	78%	OCF	0	30%	60%	0%	Individual criteria	0	30%	30%	90%
Criterion	Minimum	Target objective	Maximum	Degree of fulfilment																		
EBITDA	0	40%	80%	78%																		
OCF	0	30%	60%	0%																		
Individual criteria	0	30%	30%	90%																		
	10,832	Annual variable compensation allocated for the 2021 financial year and paid during 2022 amounted to 79,945 Euro. Profit sharing paid in 2021 in respect of 2021 results																				
Exceptional compensation	0																					
Performance-related shares	0	No Tarkett performance-related shares were allocated in 2022. The Company does not allocate any share options.																				
Supplementary Pension Plan	0	No annuity has been paid/allocated to Raphaël Bauer in 2022 as he is still in office. For information, the gross amount (excluding expenses) paid by the Company into the Mandatory Retirement Savings Plan in 2022 amounted to 13,164 Euro. In addition, he paid 6,582 Euro in employee contributions.																				
Severance payment	0																					
Non-compete compensation	0																					
Valuation of benefits of all kinds	3,334	Company car.																				

Compensation items paid or allocated to Eric La Bonnardière in his capacity as Chairman of the Supervisory Board during the 2022 financial year (resolution n°11)

Compensation items for the period ended 31 December 2022	Amount or accounting value submitted to the vote for approval (in €)	Comments
Fixed compensation	70,000	Amount owed (gross before tax).

It should be pointed out that the Chairman of the Supervisory Board receives fixed compensation of 35,000 Euro for his role as member of the Supervisory Board and an additional compensation of 35,000 Euro for his role as Chairman of the Supervisory Board.

Furthermore, it should be noted that the Supervisory Board, on the recommendation of the Appointment, Compensation and Governance Committee, appointed Eric La Bonnardière as a new member of the Appointment, Compensation and Governance Committee as of 26 July 2022. It should be noted that Eric La Bonnardière refused to receive the *pro rata temporis* compensation awarded for the 2022 financial year in his capacity as a new member of the Appointment, Compensation and Governance Committee.

8.1.7 Equity ratios between the compensation paid to the Chairmen of the Management Board and of the Supervisory Board and the average and median compensation paid to employees

This presentation has been drawn up in accordance with the provisions of the PACTE Act.

The following ratios have been calculated on the basis of fixed and variable compensation, incentives and benefits in kind due during the years in question.

Consideration of the amount of compensation owed began in 2020 to ensure that the variable amounts for a given year were aligned as far as possible with the economic and financial performances of that same year.

The ratios have also been calculated taking into account the performance-related shares allocated and valued at their fair value as well as the 2021 LTIP allocations of Tarkett Participation.

The average and median amounts have been calculated for all employees in France present throughout the whole of the year concerned, representing a broader scope than the one required by law.

	2018	2019	2020	2021	2022
Average salary France	55,105	60,252	62,205/61,615	63,945/70,226	62,180
Median salary France	42,135	46,234	47,903/47,372	49,274	50,406
Chairman of the Management Board					
Chairman of the Management Board compensation	1,472,662	1,693,411	1,794,646/1,775,479	952,810/3,489,210	1,078,681
Ratio based on average compensation	27	28	29	15/50	17
Ratio based on median compensation	35	37	37	19/71	21
Chairman of the Supervisory Board					
Compensation paid to Chairman of the Supervisory Board	70,000	85,000	85,000/63,000	70,000	70,000
Ratio based on average compensation	1.3	1.4	1.4/1.0	1.0	1.1
Ratio based on median compensation	1.7	1.8	1.8/1.3	1.4	1.4

With regard to the compensation ratios in 2020, the first figure in the line takes into account the theoretical basic compensation whilst the second figure includes reductions in compensation due to the COVID-19 pandemic. The ratios are comparable in both cases for the Chairman of the Management Board.

For the compensation ratios in 2021, the first figure per line excludes the exceptional Tarkett Participation LTIP. The second figure per line includes the exceptional Tarkett Participation LTIP.

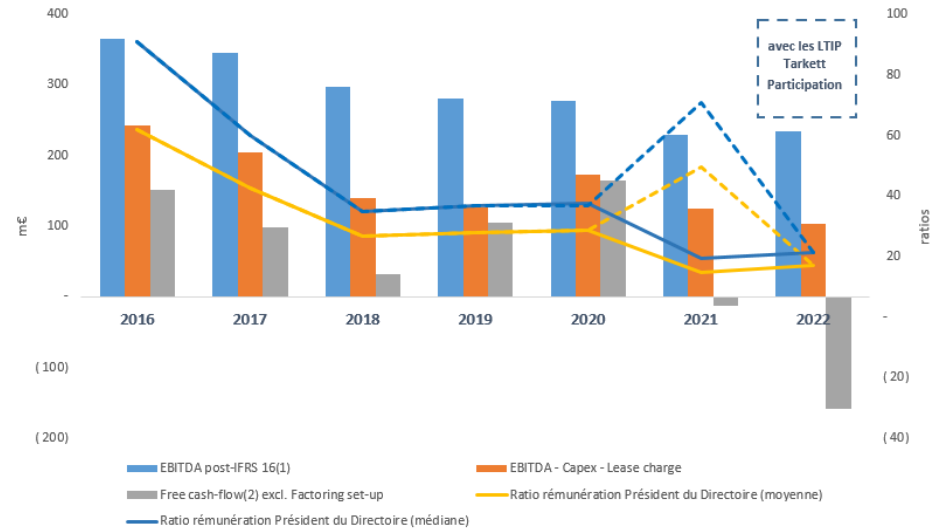
The compensation taken into account for the calculation of ratios concerning the Chairman of the Management Board are a combination of compensation paid to the following individuals *pro rata temporis* to their attendance:

- > Glen Morrison until 17 September 2018 inclusive;
- > Fabrice Barthélemy from 18 September 2018.

The compensation taken into account for the calculation of ratios concerning the Chairman of the Supervisory Board are a combination of compensation paid to the following individuals *pro rata temporis* to their attendance:

- > Didier Deconinck until 26 April 2018;
- > Eric La Bonnardière since that date.

Comparison between the changes in the compensation ratios concerning the Chairman of the Management Board and the company's financial performance



Adjusted EBITDA is the result from operating activities before depreciation and amortisation restated for the following income and expenses: restructuring costs intended to improve the Group's future profitability, capital gains and losses generated from significant asset transfers, provisions and reversals of provisions for loss of value, costs relating to business combinations and legal restructuring, expenses linked to compensation in shares and other one-off items considered by their nature to be non-recurrent.

The free cash flow is the operational cash flow before change in working capital, plus the following receipts (or minus the following disbursements): change in working capital requirement, repayment of lease liabilities, net interest received (paid), net income tax collected (paid), various operating items collected (disbursed), acquisition of intangible assets and property, plant and equipment, and proceeds (loss) from sale of fixed asset.

9. Presentation of the resolutions submitted to the Combined Shareholders' Meeting at April 29, 2022

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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

This delegation supersedes any previous delegation with the same purpose. It is given for a period of eighteen (26) 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

9.2 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' report on the consolidated financial statements

10. Statutory Auditors' Reports

10.1 Statutory Auditors' report on the consolidated financial statements

This is a translation into English of the statutory auditors' report on the consolidated financial statements of the Company issued in French and it is provided solely for the convenience of English speaking users.

This statutory auditors' report includes information required by European regulation and French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to shareholders.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

Financial year ending 31 December 2022

To the Shareholders' Meeting of Tarkett S.A.,

Opinion

In compliance with the engagement entrusted to us by your your annual general meeting, we have audited the accompanying consolidated financial statements of Tarkett S.A. for the year ended 31 December 2022.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at 31 December 2022 and of the

results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit, Risks and Compliance Committee..

Basis of opinion

Audit framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion..

Our responsibilities under those standards are further described in the "Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements" section of our report.

Independence

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code (code de commerce) and the French Code of Ethics (Code de Déontologie) for statutory auditors for the period from 1 January 2022 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014.

Justification of assessments - Key audit matters

In accordance with the requirements of Articles L.823-9 and R.823-7 of the French Commercial Code (Code de Commerce) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

Statutory Auditors' report on the consolidated financial statements

Long term assets valuation

> Key audit matter

Goodwill, intangible assets and property, plant and equipment have net book values at 31 December 2022 of 679.2M€, 59.7M€ and 556.0M€, respectively, and represent a significant amount of the consolidated balance sheet. These assets are accounted in accordance with the principles described in notes "2.2 - Business Combinations", "5.1 - Goodwill" and "5.2 - Tangible and intangible assets" to the consolidated financial statements.

These assets may present a risk of impairment caused by internal or external factors, such as the deterioration of the Group's performance, changes in the competitive environment, unfavorable market conditions and changes in legislation or regulations, including those inherent to climate change considerations. These changes can have an impact on the Group's cash flow forecasts and consequently on the determination of the recoverable amounts of these assets.

Management performs impairment tests if there is an impairment trigger event and at least once a year for goodwill and other non-amortizable intangible assets or for other non-financial assets as described in note "5.3.1 - Non-Financial Assets" to the consolidated financial statements. Assets are tested at the level of the cash-generating units ("CGUs") defined by the Group. An impairment loss is recognized if the net booked value of an asset or cash-generating unit is higher than its recoverable value. The recoverable value is the higher amount between the fair value less the transfer costs and the value in use. Value in use is determined according to the discounted future cash flow projections method (excluding interest on borrowings and taxes) for each cash generating unit.

The assessment of the recoverable value of these assets is a key audit matter, given the significant potential of impairment and the high degree of estimation and judgment required by management for this assessment. The judgments include, in particular, assumptions regarding the future evolution of selling prices, volumes and costs of raw materials, renewal investments and changes in working capital requirements related to the operation of these assets, and the determination of infinite growth rates and discount rates applied to the appropriate future cash flows.

> Audit approach

We reviewed the impairment testing process implemented by Group management, in order to identify trigger events and conduct to impairment testing, on the base of cash-flow forecasts from the budget and business plan established by the Board of Management, and assessed the permanence of the method used..

We also assessed appropriateness and relevance of Group management's approach to determine the cash-generating units and units mergers for long-term assets' testing.

We adapted our audit approach when impairment triggers events occur on such cash-generating units. Concerning value in use, we verified the consistency of cash flow projections with comparison to the latest management assumptions presented as part of the budget process.

With the help of our valuation experts, we reviewed Group management's key assumptions related to the discount rates, comparing them with external market data and other comparable sectors' companies.

For a selection of CGUs, we assessed the reasonableness of future cash flow projections, including the infinity normative terminal cash flow amount, with respect to the economic and financial context in which these units operate, and past achievements, our knowledge of business activity supported by interviews with Group or division managers and, according to their availability, external data of other comparable sectors' companies. We analyzed the sensitivity of the impairment test to assess the materiality of the potential impacts on the recoverable value of the assets bearing the highest risk.

Finally, we verified that the notes "2.2 - Business combinations", "5.1 - Goodwill", "5.2 - Intangible and tangible fixed assets" and "5.3.1 - Non-financial assets" to the consolidated financial statements provide an appropriate information.

Statutory Auditors' report on the consolidated financial statements

Litigations and provisions

> Key audit matter

The Group is exposed to a variety of legal and tax risks, as well as cases of litigation, including asbestos claims in the United States.

As indicated in note "6.1 – Provisions" to the consolidated financial statements, these risks and litigations are covered by provisions established in accordance with the applicable accounting standard (IAS 37 "Provisions") and amount to 67,4M€ at 31 December 2022 including essentially asbestos litigations.

Significant contingent liabilities for these risks and litigations, the amount and timing of which can not be reliably estimated, are described in note "6.2 - Contingent liabilities" to the consolidated financial statements.

The identification of risks and litigations, the valuation of provisions for such risks and litigations constitute a key audit matter given the amounts involved and the high degree estimate and judgment required from management.

> Audit approach

In order to obtain an understanding of litigations, contingent liabilities and related valuations, we reviewed the process of identification, qualification and valuation implemented by Group management for such provisions through various interviews with Group's legal and finance departments, divisions and main subsidiaries..

Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations of the Group's information given in the management report of the Board of Directors.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

We conducted a critical review of the internal analysis notes for the likelihood and potential impact of each risk, examining the available procedural elements (letters, claims, judgments, notifications, etc.)..

We obtained direct confirmations from the main lawyers involved to confirm our understanding of risks and litigations and assessed the relevance of the amount of provisions accrued.

Based on historical data used by the Group to estimate its provisions for asbestos claims:

- We assessed the permanence of methods used, the relevance and reliability of underlying data and calculations applied;
- We compared amounts paid to previously recognized provisions to assess the quality of the management estimates.

We exercised our professional judgment to assess, in particular, whether the positions held by Management are in the acceptable range of risk assessment and the validity of the evolution over time of such positions.

Finally, we verified that the notes "6.1 - Provisions" and "6.2 – Contingent liabilities" to the consolidated financial statements provide an appropriate information.

We attest that the consolidated non-financial statement required by Article L.225-102-1 of the French Commercial Code (Code de commerce), is included in the Group's management report [or in the Group's information given in the management report], it being specified that, in accordance with the provisions of Article L. 823-10 of this Code, we have verified neither the fair presentation nor the consistency with the consolidated financial statements of the information contained therein and this information must be reported by an independent third party.

Statutory Auditors' report on the consolidated financial statements

Report on Other Legal and Regulatory Requirements

Format of presentation of the consolidated financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the consolidated financial statements intended to be included in the annual financial report mentioned in Article L.451-1-2, I of the French Monetary and Financial Code (Code Monétaire et Financier), prepared under the responsibility of the President of the Board of Directors, complies with the single electronic format defined in the European Delegated Regulation N° 2019/815 of 17 December 2018. As it relates to consolidated financial statements, our work includes verifying that the tagging of these consolidated financial statements complies with the format defined in the above delegated regulation.

Based on the work we have performed, we conclude that the presentation of the consolidated financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Objectives and audit approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

Due to the technical limitations inherent to the block-tagging of the consolidated financial statements according to the European single electronic format, the content of certain tags of the notes may not be rendered identically to the accompanying consolidated financial statements.

We have no responsibility to verify that the consolidated financial statements that will ultimately be included by your company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

Appointment of the Statutory Auditors

We were renewed as statutory auditors of Tarkett S.A. by the combined annual general meeting held on 30 April 2020 for KPMG and Mazars.

As at 31 December 2022, KPMG and Mazars were in the 9th year of uninterrupted engagement since securities of the Company were admitted to trading on a regulated market.

The Audit, Risks and Compliance Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were approved by the Board of Directors.

As specified in Article L.823-10-1 of the French Commercial Code (code de commerce), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

Statutory Auditors' report on the consolidated financial statements

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- > Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- > Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- > Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements.
- > Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty

exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.

- > Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.
- > Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

Report to the Audit, Risks and Compliance Committee

We submit to the Audit, Risks and Compliance Committee a report which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit, Risks and Compliance Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters, that we are required to describe in this audit report.

We also provide the Audit, Risks and Compliance Committee with the declaration provided for in Article 6 of Regulation (EU) N° 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L.822-10 to L.822-14 of the French Commercial Code (code de commerce) and in the French Code of Ethics (code de déontologie) for statutory auditors. Where appropriate, we discuss with the Audit, Risks and Compliance Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris La Défense, 17 February 2023
Statutory Auditors

French original signed by

KPMG Audit

A department of KPMG S.A.

Philippe Grandclerc
Partner

Romain Mercier
Partner

Mazars

Anne-Laure Rousselou
Partner

Statutory Auditors' report on the annual financial statements

10.2 Statutory Auditors' report on the annual financial statements

This is a translation into English of the statutory auditors' report on the financial statements of the Company issued in French and it is provided solely for the convenience of English speaking users. This statutory auditors' report includes information required by European regulation and French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to shareholders.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

Financial year ending 31 December 2022

To the Shareholders' Meeting of Tarkett S.A.,

Opinion

In compliance with the engagement entrusted to us by annual general meeting, we have audited the accompanying financial statements of Tarkett S.A. for the year ended 31 December 2022..

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at 31 December 2022 and of the results of its operations for the year then ended in accordance with French accounting principles.

The audit opinion expressed above is consistent with our report to the Audit, Risks and Compliance Committee.

Basis of opinion

Audit framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the "Statutory Auditors' Responsibilities for the Audit of the Financial Statements" section of our report.

Independence

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code (Code de Commerce) and the French Code of Ethics (code de déontologie) for statutory auditors for the period from 1 January 2022 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014.

Justification of assessments - Key audit matters

In accordance with the requirements of Articles L.823-9 and R.823-7 of the French Commercial Code (Code de Commerce) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the financial statements.

Equity securities valuation

Key audit matter

Equity securities as at 31 December 2021 amount to 1,349,4M€ and represent one of the most significant items of the balance sheet. They are recognized at the purchase price excluding costs and depreciated when the value in use is less than the net book value.

As indicated in note "1.3 - Financial fixed assets and marketable securities" to the financial statements, the value in use is assessed by taking into account items such as share in equity these securities represent, changes in the profitability of the subsidiary and other approaches, in particular the multiples or experts methods.

We considered the equity securities valuation to be a key audit matter, given the amounts involved and assumptions on which the estimates are based.

Statutory Auditors' report on the annual financial statements

Audit approach

Our work consisted mainly in verifying Management's data and assumptions to determine the equity or value in use of the equity securities:

- > For valuations based on historical items, verify that the equity value is consistent with the statutory accounts of the entities,
- > For valuations based on multiples method :
 - Corroborate the consistency of the aggregates used with the entities' accounts;
 - Assess Management's assumptions, in particular concerning the multiple used and its consistency with recent transactions in the company's business sector.
- > Test the arithmetical accuracy of the value in use calculations.
- > Assess the permanence of the methods used.

Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations.

Information given in the management report and in the other documents with respect to the financial position and the financial statements provided to the Shareholders

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the management report of the Board of Directors and in the other documents with respect to the financial position and the financial statements provided to the Shareholders of Tarkett S.A..

We attest the fair presentation and the consistency with the financial statements of the information relating to payment deadlines mentioned in Article D.441-6 of the French Commercial Code (Code de Commerce).

Report on Other Legal and Regulatory Requirements

Format of presentation of the financial statements intended to be included in the Annual Financial Report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the financial statements intended to be included in the annual financial report mentioned in Article L.451-1-2, I of the French Monetary and Financial Code (Code Monétaire et Financier), prepared under the responsibility of the President of the Board of

We attest that the non-financial statement required by Article L. 225-102-1 of the French Commercial Code (Code de Commerce) is included in the management report, it being specified that, in accordance with Article L. 823-10 of this Code, we have verified neither the fair presentation nor the consistency with the consolidated financial statements of the information contained therein.

Report on corporate governance

We attest that the Supervisory Board's report on corporate governance sets out the information required by Articles L.225-37-4, L.22-10-10 and L.22-10-9 of the French Commercial Code (Code de Commerce).

Concerning the information given in accordance with the requirements of Article L.22-10-9 of the French Commercial Code (Code de Commerce) relating to remunerations and benefits received by or awarded to the directors and any other commitments made in their favour, we have verified the consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your company from controlled companies included in the scope of consolidation. Based on these procedures, we attest the accuracy and fair presentation of this information..

Other information

In accordance with French law, we have verified that the required information concerning the purchase of investments and controlling interests and the identity of the shareholders and holders of the voting rights has been properly disclosed in the management report.

Directors, complies with the single electronic format defined in the European Delegated Regulation No 2019/815 of 17 December 2018.

Based on the work we have performed, we conclude that the presentation of the financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the financial statements that will ultimately be included by your company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

Statutory Auditors' report on the annual financial statements

Appointment of Statutory Auditors

We were appointed as statutory auditors of Tarkett S.A. by the combined annual general meeting held on 30 April 2020 for KPMG and Mazars.

As at 31 December 2022, KPMG and Mazars were in the 9th year of uninterrupted engagement since securities of the Company were admitted to trading on a regulated market.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit, Risks and Compliance Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Financial Statements

Audit objective and approach

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L.823-10-1 of the French Commercial Code (Code de Commerce), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- > Identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- > Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- > Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the financial statements.
- > Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- > Evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

Statutory Auditors' report on the annual financial statements

Report to the Audit, Risks and Compliance Committee

The Audit, Risks and Compliance Committee a report which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the The Audit, Risks and Compliance Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the The Audit, Risks and Compliance Committee with the declaration provided for in Article 6 of Regulation (EU) N° 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L.822-10 to L.822-14 of the French Commercial Code (Code de Commerce) and in the French Code of Ethics (Code de Déontologie) for statutory auditors. Where appropriate, we discuss with the The Audit, Risks and Compliance Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris La Défense, 17 February 2023
Statutory Auditors

French original signed by

KPMG Audit

A department of KPMG S.A.

Philippe Grandclerc
 Partner

Romain Mercier
 Partner

Mazars

Anne-Laure Rousselou
 Partner

Statutory Auditors' special report on regulated agreements

10.3 Statutory Auditors' special report on regulated agreements

General Meeting for Approval of Accounts for the Year Ended December 31, 2022

This is a free translation into English of the Statutory Auditors' Report on regulated agreements issued in French and it is provided solely for the convenience of English speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

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 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) ;
- > 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**

French original signed by

KPMG Audit
Department of KPMG S.A.

Philippe Grandclerc
Partner

Romain Mercier
Partner

Mazars

Anne-Laure Rousselou
Partner

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

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

Combined Shareholders meeting of 21 April 2023 - 17th resolution

This is a free translation into English of a report issued in French and it is provided solely for the convenience of English speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

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,**

French original signed by

KPMG Audit
A department of KPMG S.A.

Philippe Grandclerc
Partner

Romain Mercier
Partner

Mazars

Anne-Laure Rousselou
Partner

Statutory Auditors' report on the reduction in capital

10.5 Statutory Auditors' report on the reduction in capital

Combined Shareholders meeting of 21 April 2023 - 19th resolution

This is a free translation into English of a report issued in French and it is provided solely for the convenience of English speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

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,

French original signed by

KPMG Audit
A department of KPMG S.A.

Philippe Grandclerc
Partner

Romain Mercier
Partner

Mazars

Anne-Laure Rousselou
Partner

11. Request for information or documents

SHAREHOLDERS' MEETING

Friday April 21, 2023 at 9:30 am

To be sent to:

> The Company: by post to the att. of Responsable Juridique Corporate "AGM April 21, 2023" - 1 Terrasse Bellini - Tour Initiale - 92919 Paris la Défense or by email to the following adress : actionnaires@tarkett.com - please indicate the address (postal or email) to which you wish to be answered.

or;

> Uptevia, Service Assemblées Générales – Immeuble FLORES - 12 place des Etats-Unis CS 40083 - 92549 Montrouge Cedex

I the undersigned:

Surname:

Postal Address:

Electronic Address (email):

Holder of:

- registered shares; and/or

- bearer shares with¹

Of **TARKETT**.

request documents and information concerning the Shareholders' Meeting of April 21, 2023 as listed in article R. 225-83 of the French Commercial Code:

By postal service; or

By email.

Made in, on 2023

Signature

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

¹ Write the name of your financial intermediary and provide a shareholding certificate issued by your financial intermediary on the date of your request.

Design and Production



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Tarkett

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