Shareholders' Meeting

26 April 2024

Notice of Meeting

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1. Message from the Chairman of the Management Board

Dear Shareholder,

I am pleased to invite you to the Combined Shareholders' Meeting of Tarkett which will be held on Friday 26 April 2024 9:30 a.m. at our Company registered office (Tour Initiale - 1 Terrasse Bellini - 92919 Paris La Défense), in the Auditorium located on the ground floor.

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, by attending in person or by voting by post or giving a proxy if you wish so.

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

Yours sincerely

Fabrice Barthélemy

2. Agenda of the Combined Shareholders' Meeting of 26 April 2024

Ordinary resolutions

1. Approval of the Company financial statements for the 2023 financial year
2. Approval of the consolidated financial statements for the 2023 financial year
3. Allocation of profits for the 2023 financial year
4. Approval of regulated agreements and commitments
5. Reappointment as member of the Supervisory Board of Mr. Nicolas Deconinck for a term of four years
6. Appointment of Ms Marie Deconinck as member of the Supervisory Board for a term of four years
7. Appointment of KPMG SA as auditor in charge of certifying consolidated sustainability information
8. Appointment of Mazars as auditor in charge of certifying consolidated sustainability information
9. Approval of the information relating to the compensation of corporate officers for the 2023 financial year
10. Approval of the compensation paid or awarded to Mr. Fabrice Barthélemy, Chairman of the Management Board, for the 2023 financial year
11. Approval of the compensation paid or awarded to Mr. Raphaël Bauer, member of the Management Board, for the 2023 financial year
12. Approval of the compensation paid or awarded to Mr. Eric La Bonnardière, Chairman of the Supervisory Board, for the 2023 financial year
13. Approval of the compensation policy for the Chairman of the Management Board
14. Approval of the compensation policy for the member of the Management Board
15. Determination of the maximum total amount of compensation allocated annually to members of the Supervisory Board
16. Approval of the compensation policy for the Chairman of the Supervisory Board
17. Approval of the compensation policy for the members of the Supervisory Board
18. Authorisation to be given to the Management Board to trade in shares of the Company

Extraordinary resolution

19. 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

Ordinary resolution

20. Powers for formalities.

3. How to participate to the Shareholders' Meeting

3.1 Preliminary formalities to participate to 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 24 April 2024, at midnight (Paris time)**:

For pure or registered shareholders:	**For bearer shareholders:**
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 – 90-110 Esplanade du Général de Gaulle - 92931 Paris La Défense cedex - France).	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 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.

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 pure or registered shareholders:	For bearer shareholders:
Pure or administered registered shareholders should complete the Voting form attached to the notice of meeting, which will be sent to them by post, specifying that they wish to participate in the Shareholders' Meeting and obtain an admission card. They should then return the Voting form to Uptevia, dated and signed, by post using the T envelope attached to the notice of meeting.	Bearer shareholders should ask their financial intermediaries to send them an admission card.

Requests for admission cards must be received by Uptevia no later than three days before the Shareholders' Meeting, i.e. **Tuesday 23 April 2024**, 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 24 April 2024, at midnight (Paris time)** are invited to:

For pure or registered shareholders:	For bearer shareholders:
Go directly to the counter specifically provided for this purpose on the day of the Shareholders' Meeting, with proof of identity.	Request their financial intermediaries to issue a shareholding certificate to prove their status as shareholder on the second business day preceding the Shareholders' Meeting **i.e. Wednesday 24 April 2024, at midnight (Paris time**), and go directly to the counter specifically provided for this purpose on the day of the Shareholders'Meeting, with proof of identity.

Shareholders who wish to vote by post or to give a proxy may:

For pure or registered shareholders:	For bearer shareholders:
Pure or administered registered shareholders should complete the Voting form, attached to the notice of meeting, which will be sent to them by post, specifying that they wish to be represented or to vote by mail, and then return it to Uptevia, dated and signed, using the T envelope attached to the notice of meeting.	Bearer shareholders should request the Voting form from their financial intermediaries, as from the convening date of the Shareholders' Meeting (i.e. Wednesday 10 April 2024) and no later than six days before the date of the Shareholders' Meeting, complete the form, specifying that they wish to be represented or to vote by mail, and return it, dated and signed, to their financial intermediary, which will forward it, together with the shareholding certificate issued by it, to Uptevia, Service Assemblées Générales - 90-110 Esplanade du Général de Gaulle - 92931 Paris La Défense cedex - France.

The Voting forms must be sent and received by Uptevia, in accordance with the above-mentioned procedures, at the latest three days before the Shareholders' Meeting, i.e. **Tuesday 23 April 2024**, failing which they 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 23 April 2024**, 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.

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 24 April 2024, 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.

If the transfer takes place after the second business day preceding the Shareholders' Meeting, i.e., **after Wednesday 24 April 2024**, at midnight (Paris time), it will neither be notified by the financial intermediary nor 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.

How to complete the Voting form (see next page)

1. If you intend to attend the Shareholders' Meeting: **tick box 1** to request an admission card. Sign and date at the bottom of the form.
2. To cast a postal vote: **tick box 2** 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 box 3** 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 box 4** and indicate the name and contact details of your representative.
5. **Do not forget to sign and date the form (box 5).**

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 26 avril 2024 à 9h30
au siège social de la Société,
Tour Initiale – 1, Terrasse Bellini – 92919 Paris la Défense

Combined General Meeting
on April 26th, 2024 at 9:30 am
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* (Vote simple / *Single vote*; Vote double / *Double vote*); Porteur / *Bearer*

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 ■, for which I vote No or I abstain.*

Sur les projets de résolutions non agréés, je vote en noircissant la case correspondant à mon choix. ***On the draft resolutions not approved, I cast my vote by shading the box of my choice.***

	1	2	3	4	5	6	7	8	9	10
Non / No	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
Abs.	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
	11	**12**	**13**	**14**	**15**	**16**	**17**	**18**	**19**	**20**
Non / No	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
Abs.	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
	21	**22**	**23**	**24**	**25**	**26**	**27**	**28**	**29**	**30**
Non / No	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
Abs.	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
	31	**32**	**33**	**34**	**35**	**36**	**37**	**38**	**39**	**40**
Non / No	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
Abs.	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
	41	**42**	**43**	**44**	**45**	**46**	**47**	**48**	**49**	**50**
Non / No	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
Abs.	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐

	A	B
Oui / Yes	☐	☐
Non / No	☐	☐
Abs.	☐	☐
	C	**D**
Oui / Yes	☐	☐
Non / No	☐	☐
Abs.	☐	☐
	E	**F**
Oui / Yes	☐	☐
Non / No	☐	☐
Abs.	☐	☐
	G	**H**
Oui / Yes	☐	☐
Non / No	☐	☐
Abs.	☐	☐
	J	**K**
Oui / Yes	☐	☐
Non / No	☐	☐
Abs.	☐	☐

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 Name 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: *As for bearer shares, 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 *(Changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form).* ***See reverse (1)***

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 1ère convocation / *on 1st notification*	sur 2ème convocation / *on 2nd notification*
à la banque / *to the bank*	23 Avril 2024 / April 23rd 2024	
à la société / *to the company*		

5 Date & Signature

« 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 as a proxy to the Chairman of the General Meeting'

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 22 April 2024**. 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 have been available to shareholders in the registered office and on the Company's website at the following address: **www.tarkett-group.com**, since **Friday 5 April 2024.**

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.

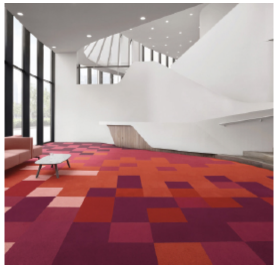
It is our holistic way of doing business, capable of marrying the specific expectations of each of our customers with the profound challenges of protecting our planet, reducing our carbon footprint and changing the game with circular economy. Working together with our partners, we deliver safer and healthier 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.

Vinyl

Linoleum



Carpet

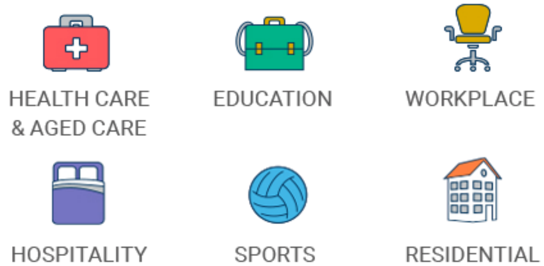
Wood

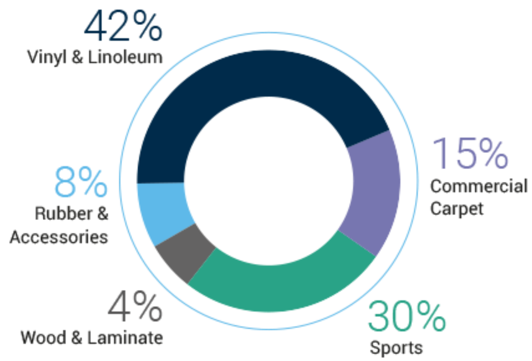
Laminate

Rubber & Accessories

Artificial Turf

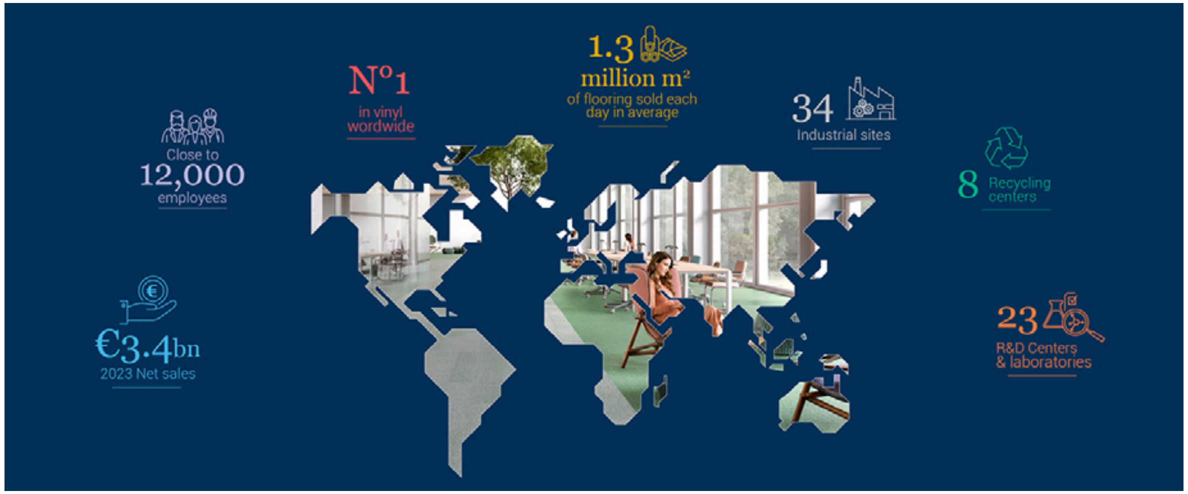
Athletic Tracks

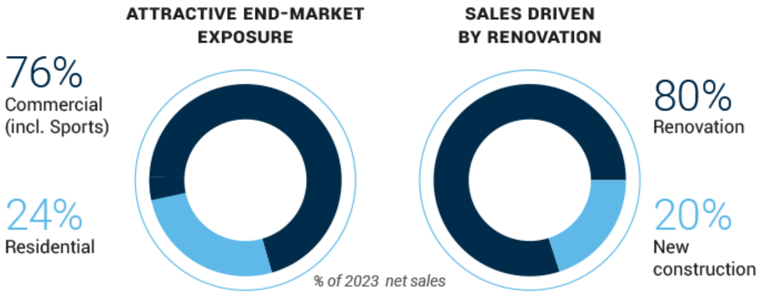




% of 2023 net sales by product categories

TARKETT WORLDWIDE





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:

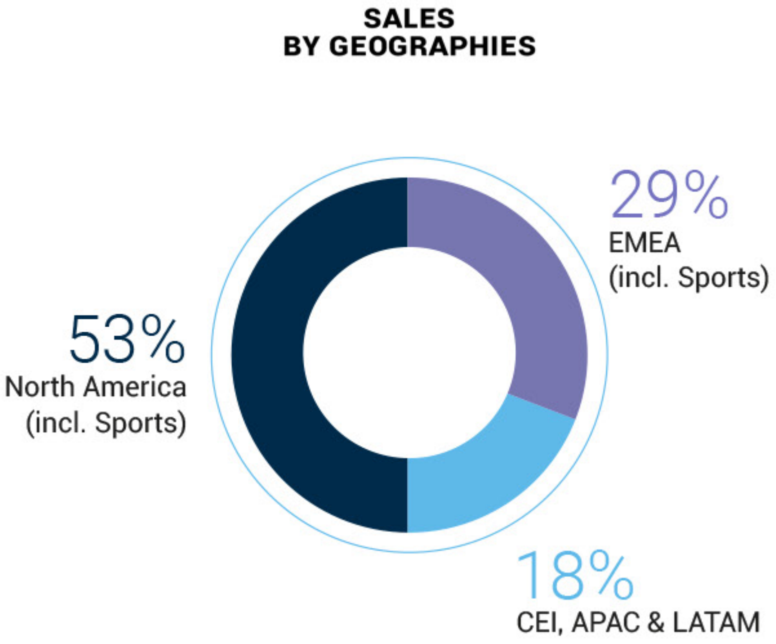
- Deep human understanding.
- *Conscious choices. For people and planet.*
- *With all our stakeholders. Every step of the way.*

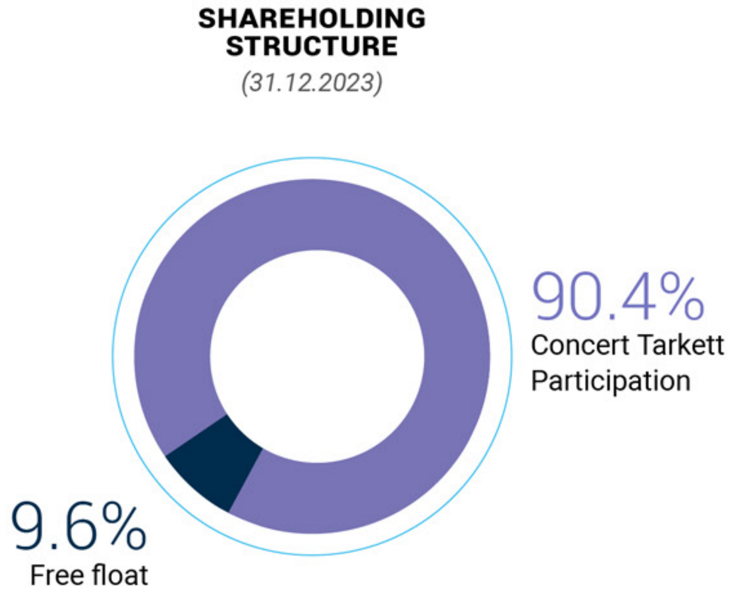
Eco-design by appling Cradle to Cradle® principles

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. and Global Performance 17 S.C.A. (the latter two companies being part of the Wendel group) as well as the members of the Company's Supervisory Board linked to the Deconinck family have been acting in concert vis-à-vis the Company since the simplified tender offer for Tarkett shares implemented in 2021. Section 7.3 presents a detailed breakdown of the Company's shareholding structure.*

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 of the Board

Didier Deconinck
Vice-Chairman of the Board

Marine Charles
Board member

Julien Deconinck
Board member

Nicolas Deconinck
Board member

Françoise Leroy
Board member *

Tina Mayn
Board member

Didier Michaud-Daniel
Board member *

Sabine Roux de Bézieux
Board member *

Caroline Tith
Board member **

Philippe Willion
Board member **

Bernard André Deconinck
Observer

Claude Ehlinger
Observer

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

Appointments, Compensation and Governance Committee:
- Didier Michaud-Daniel (Chair) *
- Nicolas Deconinck
- Françoise Leroy *

CSR & Innovation Committee:
- Sabine Roux de Bézieux (Chair) *
- Nicolas Deconinck
- Tina Mayn

* *Independent member*
** *Member representing the employees appointed by the Works Council.*

Our Business Model: have a positive impact on our customers, our teams, the planet and our stakeholders

Our Inputs: Sustainable Capital

Financial capital

- Listed on Euronext Paris
- Concert Tarkett Participation (90.4% of share capital - 94.7% of voting rights) Free float (9.6% of share capital - 5.3% of voting rights)

Human, social and relationship capital

- 11,700 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

Manufacturing capital

- 34 production sites in 20 countries worldwide (Europe, Russia, North America, Serbia, China, Ukraine, Brazil, Mexico, Australia, Turkey, United Arab Emirates)
- 8 recycling centers

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

Intellectual capital

- 139 patent families active in 42 countries
- 23 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…)

Governance and compliance capital

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

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

Our Outputs: sustainable performance despite challenging context

DEMONSTRATING THE RESILIENCE OF TARKETT'S BUSINESS MODEL

€3,363 million	€288 million	8.6%	€20.4 million	€809 million	€95 million	€45million	€0.2 million
Net sales (4.5% organic growth)	**Adjusted EBITDA**	**Adjusted EBITDA margin** (% of net sales)	**Net profit** (Group share)	**Compensation**	**Investments**	**Income tax paid**	**Support to local communities (Tarkett Cares)**

Confirming our solid global positions

3rd **largest flooring group worldwide**

1.3 million **m² flooring sold daily in over 100 countries**

No. 1 **in vinyl flooring**

Maintaining efforts to protect teams and develop talents

Safety: 3.28 Recordable Lost Time Accident Frequency Rate (FR1t) for all employees[1]
2025 objective: 1.0
1# accidents with lost time < & > 24 hours per million worked hours

Diversity: 29% of managers are women
2025 objective: 30%

Internal mobility: 65% of open management positions filled by an internal candidate
2025 objective: 70%

Training & Performance: 39% employees trained in last year

96% of enrolled permanent employees had a Performance & Development Review

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 (94%)
- **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** (-47% scope 1 & 2 vs 2019, 44% 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 (~154,000 tons , 18% 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** (~119,000 tons between 2010 and 2023)
- **Innovating and eco-designing** with new technology for low carbon products that can be disassembled and recycled
- **Achieving water savings** (-61% 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 39% 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 38 showrooms
- **Supporting local communities** through Tarkett Cares and employees' involvement
- **Training students and professionals** in flooring profession and installation techniques via Tarkett Academy (60,000 people trained from 2012 to 2023)

5. 2023 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 2023, and the notes thereto, as set out in Sections 5.1 to 5.2 of the 2023 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 2023 were audited by the Company's Statutory Auditors. The Statutory Auditors' Report on the Company's consolidated financial statements is included in Section 12 of this 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 activity is 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 surface business.

Tarkett Group key figures

(in millions of Euro)	**31 December 2023**	**31 December 2022**
Consolidated results		
Net revenue	3,363.1	3,358.9
Organic growth [(1)]	+4.5%	+8.9%
Adjusted EBITDA before IFRS 16 [(1)]	**248.0**	200.6
% of net revenue	7.4%	6.0%
Adjusted EBITDA [(1)]	**287.8**	234.9
% of net revenue	8.6%	7.0%
Adjusted EBIT before IFRS 16 [(1)]	**147.6**	83.0
% of net revenue	4.4%	2.5%
Adjusted EBIT [(1)]	**154.1**	85.8
% of net revenue	4.6%	2.6%
Result from operating activities (EBIT)	125.1	44.4
% of net revenue	3.7%	1.3%
Profit for the period - Group share	20.4	(26.8)
Results per share (in Euro)	0.3 [(3)]	(0.4)
Consolidated financial position		
Equity attributable to equity holders of the parent	864.7	913.0
Net debt before IFRS 16 [(2)]	408.3	535.4
Net debt [(2)]	551.7	654.8
Balance sheet total	2,483.3	2,606.4
Consolidated cash flow		
Cash generated from operations	278.5	(19.1)
Investments	(94.9)	(98.1)
Free cash flow [(1)]	147.1	(148.3)
Market capitalisation as of 31 December	**611**	**754**
Average Headcount	**11,838**	**12,136**

[(1)]See Section 4.7 of the 2023 Universal Registration Document.
[(2)]Cf. Section 4.3.3 and Note 7 in Section 5.2 of the 2023 Universal Registration Document.
[(3)]It is be proposed to the Shareholders' Meeting of 26 April 2024 to allocate the 2023 result to retained earnings and not to distribute dividends.

The tables below show the breakdown of the Group's main performance indicators by segment.

Their change compared to the previous year is commented below.

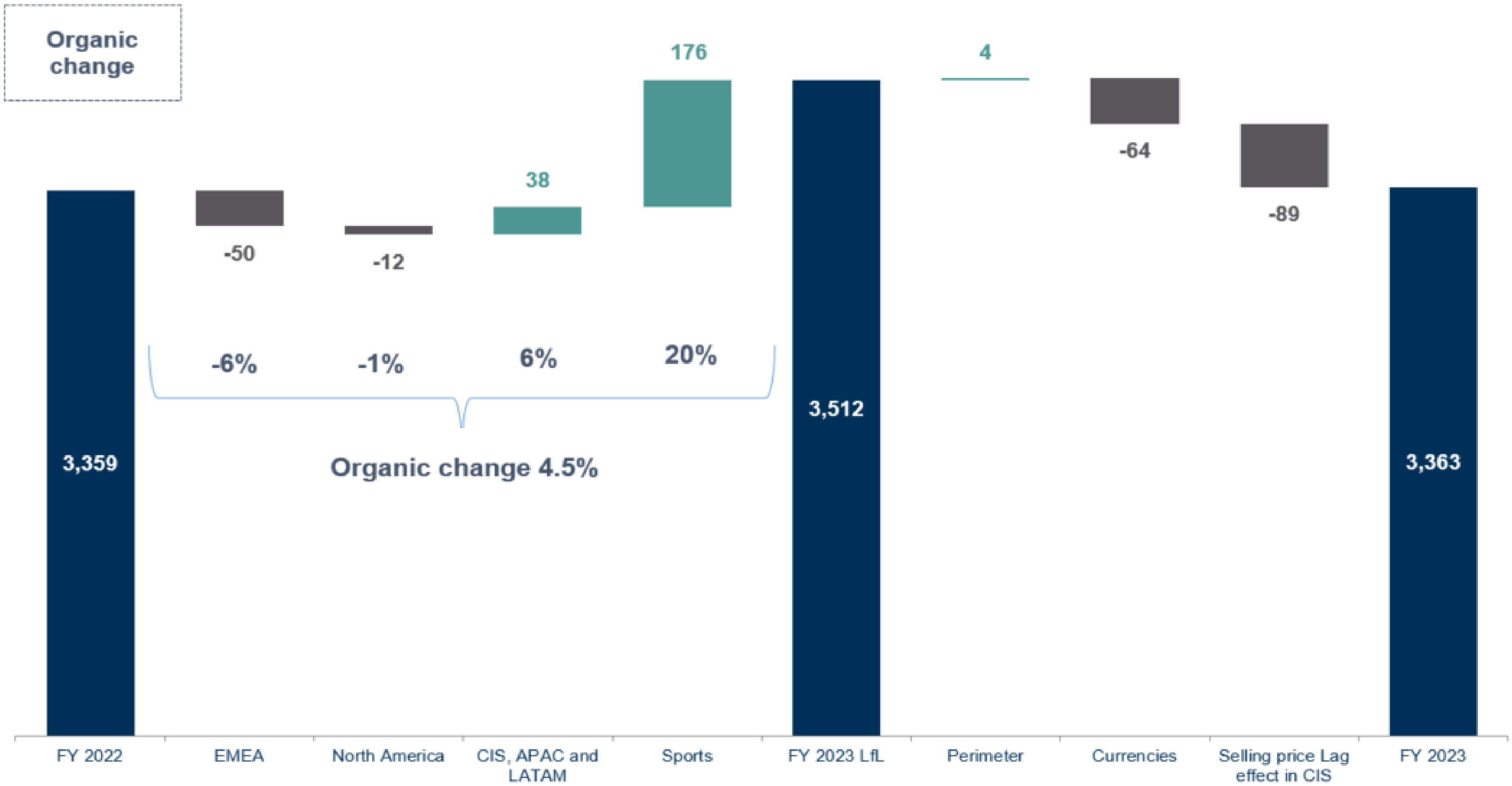
2023 (in millions of Euro)	Flooring			Sports surfaces	Central costs	Group
	EMEA	North America	CIS, APAC and Latin America			
Net revenue	**850.2**	**889.2**	**598.5**	**1025.2**	**0.0**	**3363.1**
Gross profit	**204.5**	**211.7**	**124.8**	**191.4**	**(0.4)**	**731.9**
% of net revenue	24%	24%	21%	19%	0%	22%
Adjusted EBITDA	**74.5**	**77.6**	**86.7**	**114.5**	**(65.6)**	**287.8**
% of net revenue	9%	9%	14%	11%	0%	9%
Adjustments	**(9.1)**	**(0.2)**	**(4.2)**	**(2.5)**	**(11.8)**	**(27.8)**
EBITDA	**65.5**	**77.4**	**82.5**	**112.0**	**(77.5)**	**260.0**
% of net revenue	8%	9%	14%	11%	0%	8%
Result from operating activities (EBIT)	**(20.8)**	**5.4**	**36.6**	**80.9**	**23.1**	**125.1**
% of net revenue	(2%)	1%	6%	8%	0%	4%
Current investments	**34.7**	**16.3**	**16.3**	**23.2**	**2.5**	**92.9**

2022 (in millions of Euro)	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**

Net revenue

In 2023, **Group revenue** was 3,363 million Euro compare to 3,359 million Euro in 2022, an increase of 0.1%.

The Group posted **organic growth of +4.5**%, excluding foreign exchange differences of -152 million Euro, including -89 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 +3.9% on average in 2023 compared to the prior year.



EMEA

The EMEA segment achieved revenue of 850.2 million Euro, a decrease of -6.8% compared to 2022, including an unfavourable exchange rate effect of -1.3% and negative organic growth of -5.5%. The economic environment of inflation and high interest rates penalised renovation and new-build projects throughout the region. The volume of business in the residential segment is significantly lower than in 2022, and the decline in sales is accentuated by an unfavourable product mix, with vinyl rollers performing better than more expensive categories such as parquet. Against a difficult market backdrop, sales in the commercial segments were only slightly down in 2022, thanks to firm volumes in the two main business lines, vinyl products for the health and education sector and office carpets.

North America

The North America segment achieved revenue of 889.2 million Euro, a decrease of -3.7% compared to 2022, with a negative exchange rate effect due to the depreciation of the Dollar against the Euro (-2.4%) and negative organic growth of -1.3%. Volumes in the Commercial segments (offices, healthcare, education) were slightly up on 2022, in a market that performed better than in Europe, buoyed in particular by our accessories and carpet tiles. Conversely, business volumes in the residential and hotel segments are down in a market where demand has been penalised by inflation and interest rates.

CIS, APAC and Latin America

Revenue in the CIS, APAC and Latin America segment amounted to 598.5 million Euro, down -8.3%, with a very unfavourable exchange rate effect due mainly to the depreciation of the rouble (-27% compared with 2022). Business was good, with organic growth of +9.2% (excluding price effects in CIS countries). It benefited from the improvement in volumes in Russia and Ukraine compared with 2022, which had been marked by a significant decline relative to 2021.

Sports Surfaces

Revenue in the Sport segment reached a record level at 1,025.2 million Euro, an extremely strong increase of +17.8% compared to 2022, including +20.2% organic growth. The market was very buoyant, particularly for artificial grass sports pitches and athletics tracks in North America. The segment also benefited from price rises, which more than offset inflation in raw material costs.

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

Gross profit

Group gross profit went from 605.1 million Euro in 2022 to 731.9 million Euro in 2023, an increase of 126.8 million Euro. It represents 22% of revenue in 2023, a limited increase of 4 points compared to 2022.

This is due in particular to the fall in raw material prices over 2023 and the positive effects of restructuring undertaken in previous years.

Adjusted EBITDA

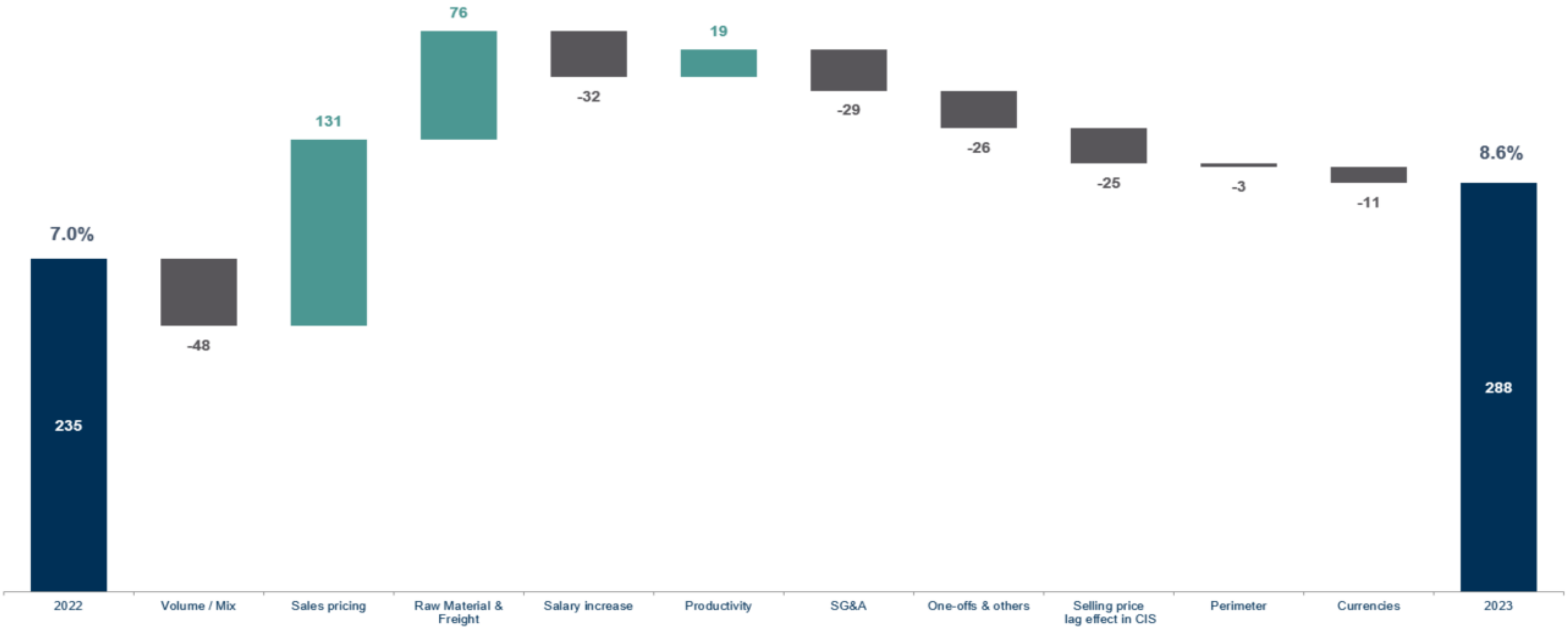
Adjusted EBITDA was 287.8 million Euro in 2023 compared to 234.9 million Euro in 2022 and represented 8.6% of revenue versus 7.0% in 2022.

The combined effect of lower volumes and product mix on EBITDA was a negative 48 million Euro. An unfavourable mix effect between divisions reflects lower margins on variable costs in the Sport segment, particularly on installation and civil engineering services for turnkey projects.

Prices for raw materials, energy and transport began to ease, particularly in the second half of the year, with a net positive effect for the year of +76 million Euro compared with 2022. On the other hand, wage inflation remained extremely significant.

The sales price increases implemented in 2022 had a positive impact of +131 million Euro in 2023. SG&A costs are up (-29 million Euro) to support growth in Sport and the launch of new flooring collections.

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.



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

- **EMEA**: the EMEA segment achieved an adjusted EBITDA margin of 8.8%, up 40 basis points in 2022. The clearly positive inflation balance offset the fall in volumes.
- **North America**: adjusted EBITDA margin is 8.7% in 2023 compared to 4.8% in 2022. TNA's profitability was impacted by an extremely positive inflation balance, which offset the increase in overheads and the fall in volumes.
- **CIS, APAC and Latin America**: the segment achieved an adjusted EBITDA margin of 14.5%, up 150 basis points on 2022. The rise in margins was due to lower raw materials prices and improved plant productivity.
- **Sports Surfaces**: The Sport business achieved an adjusted EBITDA margin of 11.2%, an increase of 120 basis points compared to last year. The increase in sales prices offset the increase in raw materials. Volumes were significantly higher than in 2022.
- **Unallocated central costs** were 65.6 million Euro in 2023, up +15.1% on 2022, reflecting normal salary inflation and investments in IT projects.

Result from operating activities (EBIT)

The Group's 2023 operating result amounts to 125.1 million Euro, or 3.7% of revenue. The 2023 operating profit increased by 80.7 million Euro compared to 2022. This increase is mainly due to the improvement in profitability as a result of the positive inflation balance and good productivity.

Financial result

The financial result is -69.2 million Euro in 2023 compared to -51.3 million Euro in 2022. This increase is mainly due to the rise in average gross debt over the first half and higher financing costs.

Tax expense

The tax expense for the year 2023 amounted to -35.4 million Euro, up from -18.1 million Euro in 2022, with higher taxable income in North America (United States and Canada) thanks to the good performance of the sport and flooring businesses.

Net profit

The Group's net result is 20.5 million Euro in 2023 compared to -26.0 million Euro in 2022.

The net result attributable to shareholders of the parent is consequently 20.4 million Euro in 2023 compared to -26.8 million Euro in 2022.

Cash flow and equity

The Group's objective is to increase current investments to an amount of around 3% of consolidated net sales by 2023. "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 2023, the Group's net debt before application of IFRS 16 was 408.3 million Euro, a decrease of 127.1 million Euro compared to the net debt of 535.4 million Euro at 31 December 2022. The ratio of net debt to adjusted EBITDA is 1.4x before application of IFRS 16 and 2.3x after application of the standard, compared with 1.9x and 2.8x at 31 December 2022.

As of 31 December 2023, cash and cash equivalents amounted to 224.3 million Euro compared to 220.8 million Euro at 31 December 2022. In addition, the amount of undrawn confirmed bank credit lines as of 31 December 2023 amounted to 432 million Euro.

Given that the level of uncertainty remains high, the Group will continue to take action to preserve cash flow in 2024. Therefore, the Management Board will propose not to pay any dividend in 2024 for the financial year 2023.

5.2 Consolidated financial statements as of 31 December 2023

Consolidated income statement

(in millions of euros)	Note [1]	2023	2022
Net Revenue		**3,363.1**	**3,358.9**
Cost of sales		(2,631.2)	(2,753.8)
Gross profit		**731.9**	**605.1**
Other operating income		13.5	10.8
Selling and distribution expenses		(362.3)	(345.1)
Research and development		(30.1)	(25.5)
General and administrative expenses		(211.8)	(184.1)
Other operating expenses		(16.1)	(16.7)
Result from operating activities	**(3)**	**125.1**	**44.4**
Financial income		7.2	2.6
Financial expenses		(76.4)	(53.8)
Financial income and expenses	**(7)**	**(69.2)**	**(51.3)**
Share of profit of equity accounted investees (net of income tax)		(0.1)	(1.0)
Profit before income tax		**55.8**	**(7.9)**
Total income tax	(8)	(35.4)	(18.1)
Profit from continuing operations		**20.5**	**(26.0)**
Net profit for the period		**20.5**	**(26.0)**
Attributable to:			
Owners of Tarkett		20.4	(26.8)
Non-controlling interests		0.1	0.8
Net profit for the period		**20.5**	**(26.0)**
Earnings per share:			
Basic earnings per share (in euros)	(9)	0.31	(0.41)
Diluted earnings per share (in euros)	(9)	0.31	(0.41)

[1] Notes to the consolidated financial statements as included in the 2023 Universal Registration Document.

Consolidated statement of comprehensive income

(in millions of euros)	Note [1]	2023	2022
Net profit for the period		**20.5**	**(26.0)**
Other comprehensive income (OCI)			
Foreign currency translation differences for foreign operations		(48.2)	27.4
Changes in fair value of cash flow hedge instruments	(7)	(19.5)	38.9
Income tax		(0.1)	(0.2)
OCI to be reclassified to profit and loss in subsequent periods		**(67.7)**	**66.2**
Defined benefit plan actuarial gain (losses)	(4)	(3.3)	24.1
Other items of comprehensive income		-	-
Income tax		0.7	(1.8)
OCI not to be reclassified to profit and loss in subsequent periods		**(2.5)**	**22.4**
Other comprehensive income, net of tax		**(70.3)**	**88.5**
Total comprehensive income for the period		**(49.9)**	**62.5**
Attributable to:			
Owners of Tarkett		(49.9)	61.7
Non-controlling interests		0.0	0.8
Total comprehensive income for the period		**(49.9)**	**62.5**

[1] Notes to the consolidated financial statements as included in the 2023 Universal Registration Document.

Consolidated statement of financial position

Assets

(in millions of euros)	Note [1]	Dec. 31, 2023	Dec. 31, 2022
Goodwill	(5)	664.3	679.2
Intangible assets	(5)	50.7	59.7
Property, plant and equipment	(5)	557.8	556.0
Other financial assets	(7)	25.5	49.0
Deferred tax assets	(8)	92.8	92.3
Other intangible assets		0.0	0.0
Total non-current assets		**1,391.1**	**1,436.3**
Inventories	(3)	453.1	537.6
Trade receivables	(3)	262.9	265.5
Other receivables	(3)	151.9	146.3
Cash and cash equivalents	(7)	224.3	220.8
Total current assets		**1,092.2**	**1,170.1**
Total assets		**2,483.3**	**2,606.4**

[1] Notes to the consolidated financial statements as included in the 2023 Universal Registration Document.

Consolidated financial statements as of 31 December 2023

Equity and liabilities

(in millions of euros)	Note [1]	Dec. 31, 2023	Dec. 31, 2022
Share capital	(9)	327.8	327.8
Share premium and reserves		167.4	167.4
Retained earnings		347.1	443.3
Net profit for the period attributable to equity holders of the parents		20.4	(26.8)
Equity attributable to equity holders of the parent		**862.7**	**911.6**
Non-controlling interests		2.1	1.4
Total equity		**864.7**	**913.0**
Other non-current liabilities		16.0	12.6
Financial liabilities	(7)	704.5	802.7
Other financial liabilities	(7)	1.5	2.3
Deferred tax liabilities	(8)	0.6	7.7
Employee benefits	(4)	86.8	85.7
Provisions and other non-current liabilities	(6)	28.9	34.2
Total non-current liabilities		**838.2**	**945.2**
Trade payables	(3)	379.4	344.2
Other operating liabilities	(3)	289.9	292.6
Financial liabilities and bank overdrafts	(7)	71.4	72.9
Other financial liabilities	(7)	3.3	5.3
Provisions and other current liabilities	(6)	36.3	33.1
Total current liabilities		**780.3**	**748.1**
Total equity and liabilities		**2,483.3**	**2,606.4**

[1] Notes to the consolidated financial statements as included in the 2023 Universal Registration Document.

Consolidated financial statements as of 31 December 2023

Consolidated statement of cash flows

(in millions of euros)	Note [1]	2023	2022
Cash flows from operating activities			
Profit for the period before income tax		55.8	(7.9)
Adjustments for:			
Depreciation, amortization and impairment		133.4	151.9
(Gain) loss on sale of fixed assets	(3)	1.3	(0.3)
Net finance costs	(7)	69.2	51.3
Change in provisions and other non-cash items		(0.3)	(13.5)
Share of profit of equity accounted investees (net of tax)		0.1	1.0
Operating cash flow before working capital changes		**259.5**	**182.6**
(Increase) / Decrease in trade receivables		(1.7)	(14.9)
(Increase) / Decrease in other receivables		(4.1)	(2.9)
(Increase) / Decrease in inventories		65.6	(53.5)
Increase / (Decrease) in trade payables		49.7	(67.4)
Increase / (Decrease) in other payables		8.4	4.0
Changes in working capital		**117.9**	**(134.7)**
Net interest paid		(46.2)	(31.2)
Net income taxes paid		(45.0)	(24.0)
Other operating items		(7.8)	(11.8)
Net cash flows from operating activities		**278.5**	**(19.1)**
Cash flows from investing activities			
Acquisition of subsidiaries net of cash acquired	(2)	(3.2)	(4.0)
Acquisitions of intangible assets and property, plant and equipment	(5)	(92.9)	(96.7)
Proceeds from sale of property, plant and equipment	(5)	1.2	2.5
Effect of changes in the scope of consolidation		0.0	0.0
Net cash flows from investing activities		**(94.9)**	**(98.1)**
Cash flows from financing activities			
Capital increase		-	-
Acquisition of NCI without a change in control		-	(0.1)
Proceeds from loans and borrowings		55.6	179.4
Repayment of loans and borrowings		(170.2)	(14.2)
Repayment of lease liabilities		(39.8)	(35.1)
Acquisitions/disposals of treasury shares		(0.0)	(0.0)
Dividends	(9)	-	(0.0)
Net cash flows from financing activities		**(154.3)**	**130.0**
Net increase / (decrease) in cash and cash equivalents		**29.3**	**12.7**
Cash and cash equivalents, beginning of period		220.8	205.4
Effect of exchange rate fluctuations on cash held		(25.8)	2.5
Cash and cash equivalents, end of period	(7)	**224.3**	**220.8**

[1] Notes to the consolidated financial statements as included in the 2023 Universal Registration Document.

Consolidated statement of changes in equity

(in millions of euros)	Share Capital	Share premium and reserves	Translation reserves	Reserves	Equity attributable to equity holders of the parent	Non-controlling interests	Total equity
As of January 1, 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	-	-	-	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**
As of January 1, 2023	**327.8**	**167.4**	**(12.0)**	**428.4**	**911.6**	**1.4**	**913.0**
Capital increase	-	-	-	-	-	-	-
Share premium	-	-	-	-	-	-	-
Net profit for the period	-	-	-	20.4	20.4	0.1	20.5
Other comprehensive income, net of tax	-	-	(48.2)	(22.1)	(70.3)	(0.1)	(70.4)
Total comprehensive income for the period	**-**	**-**	**(48.2)**	**(1.7)**	**(49.8)**	**0.0**	**(49.9)**
Dividends	-	-	-	-	-	-	-
Own shares (acquired) / sold	-	-	-	(3.1)	(3.1)	-	(3.1)
Share-based payments	-	-	-	4.3	4.3	-	4.3
Acquisition of NCI without a change in control	-	-	-	0.0	0.0	0.6	0.6
Other [(1)]	-	-	-	(0.2)	(0.2)	-	(0.2)
Total transactions with shareholders	**-**	**-**	**-**	**1.0**	**1.0**	**0.6**	**1.6**
As of December 31, 2023	**327.8**	**167.4**	**(60.1)**	**427.7**	**862.7**	**2.0**	**864.7**

(1) Corresponds to the hyperflation effect for (0.2) m€

5.3 Outlook

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 this 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.

Medium term future outlook

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 2024.

GDP growth forecasts [1]	2023	2024	2025
United States	+2.5%	+2.1%	+1.7%
Euro zone	+0.5%	+0.9%	+1.7%
Germany	-0.3%	+0.5%	+1.6%
France	+0.8%	+1.0%	+1.7%
United Kingdom	+0.5%	+0.6%	+1.6%
Russia	+3.0%	+2.6%	+1.1%
Brazil	+3.1%	+1.7%	+1.9%
China	+5.2%	+4.6%	+4.1%
World	+3.1%	+3.1%	+3.2%

[1] *Source: IFM - World Economic Outlook - January 2024*

For the main geographical areas where the Group operates, the January 2024 publication shows:

- in the United States, a growth rate of +2.1% in 2024;
- in the Euro zone, growth of +0.9% in 2024;
- growth rates of +2.6% in 2024 for Russia and +1.7% in Brazil in 2024.

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 a complex and uncertain geopolitical and macroeconomic environment, Tarkett does not expect market conditions to improve in the short term.

Demand in EMEA in the coming months is expected to remain weak due to persistently high interest rates, the continuing low number of real estate transactions and difficulties in the construction sector. In this region, the Group will continue to adapt its production and cost structure to market conditions.

In North America, residential market indicators remain sluggish, but the Group's limited exposure to this segment and its differentiated positioning in certain distribution channels should enable this business to develop favourably. The commercial property segments have been performing better in recent months, but it is not possible to identify any clear signs of recovery, particularly given the weakness of the office property market. Nevertheless, the Group's aim is to continue the momentum that started in 2023 in order to gain market share and strengthen our profitability.

In Sport, the outlook for business remains good, even if the exceptional levels of growth recorded since the end of the COVID-19 crisis are likely to slow somewhat, but our objective remains to improve our sales and earnings in 2024.

In this complex market environment, Tarkett is maintaining its roadmap for operational and financial recovery, which began in 2023. After the strong cash generation in 2023, the Group is continuing to aim for positive cash generation and a reduction in debt through rigorous control of working capital requirements and tight control of investment, with priority given to innovative and automation projects with a rapid return on investment, prioritising those with the greatest growth potential.

6. Results of the Company for the last five financial years

Nature of the information (in Euro)	Financial year 31/12/2023	Financial year 31/12/2022	Financial year 31/12/2021	Financial year 31/12/2020	Financial year 31/12/2019
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	63,203	57,235	49,395	52,465	53,590
Profit before tax, employee profit-sharing, depreciation and provisions	24,439	(7,684)	51,223	50,884	10,302
Total income tax	(283)	1,424	(384)	1,033	(326)
Depreciation, amortisation and provisions	(245)	(46,499)	(11,331)	(5,464)	7,430
Profit after tax, employee profit-sharing, depreciation and provisions	23,911	(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	0.37	0.71	(0.10)	0.78	0.79
Profit after tax, employee profit-sharing, depreciation and provisions	0.36	0.76	(0.80)	0.60	0.71
Dividend allocated to each share net of tax credit (1)	-	-	-	-	0.60
Headcount:	-	-	-	-	-
Average number of employees during the year	110	115	134	136	101
Total payroll for the year	11,447	12,696	15,111	13,228	13,090
Amount paid for social benefits during the year (social security, social works)	12,828	7,999	7,514	7,643	4,560

7. Supervisory Board members whose appointment or reappointment is proposed

NICOLAS DECONINCK - Member of the Supervisory Board, member of the CSR and Innovation Committee, and member of the Nomination, Compensation and Governance Committee

Born on 14 August 1980

French nationality

1st appointment : 24 April 2015

Number of Tarkett shares held: 1,000

Experience and expertise

Nicolas Deconinck is currently Chairman of Demunich, a family holding company, and Managing Director of SID (Société d'Investissement Deconinck), where he oversees financial investments and venture capital.

From 2019 to 2023, he was Business Unit Director at Sapient/Razorfish, part of the Publicis group. In this position, he brought his expertise in digital transformation to large companies in France and internationally.

In 2006, he founded his own company, Attractive, specialising in the manufacture and distribution of sports articles. Over the years, the business evolved into SoActive, a UK-based eCommerce platform, before being acquired by the Bentley Hall Ivts in 2015.

Prior to that, he worked as an IT strategy consultant at BearingPoint, where he developed his skills in strategic consulting.

Nicolas Deconinck is a graduate of the Institut d'Etudes Politiques de Paris (Sciences Po) and holds a Master's degree in Corporate Strategy from the University Paris Dauphine.

List of other offices and positions held in French and foreign companies during the last five years

Other offices and positions in companies associated with Tarkett

Current:

> Managing Director of Société Investissement Deconinck S.A.S. (France)
> Member of the Supervisory Board of Tarkett Participation S.A.S (France)

Ended during the last five years:

> None

Other offices and positions in companies not associated with Tarkett

Current:

> Chairman and Director of Demunich SAS (France)

Ended during the last five financial years:

> None

MARIE DECONINCK

Born on 28 January 1986

French and canadian nationality

Number of Tarkett shares held: -

Experience and expertise

Marie Deconinck began her career in 2011 as CSR Manager of Baobab microfinance group, before serving as Managing Director of DDA, a family investment company and shareholder of Tarkett through Société d'Investissement Deconinck (SID).

She joined Tarkett in 2020 as Marketing Executive for France, before being appointed New Product Development Manager in the EMEA division.

She is currently in charge of two strategic innovation projects linked to the Group sustainable development objectives.

Marie Deconinck holds a Masters' degree in International Relations from the Paris Panthéon-Sorbonne University and an MBA with Major in Innovation from HEC Paris.

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:

- Product Development Manager - Strategic Transformation, Tarkett EMEA
- Member of the Management Board of Société d'Investissement Deconinck SAS (France)

Ended during the last five years:

- None

Other mandates and positions in companies not associated with Tarkett

Current:

- Managing Director of DDA SAS (France)
- Member of the Board of Directors of Télémaque (France)

Ended during the last five years:

- None

8. Compensation

8.1 2023 Compensation (*ex post* voting)

8.1.1 Compensation items paid or allocated in 2023 to Management Board members and to the Chairman of the Supervisory Board

Compensation items paid or allocated to Fabrice Barthélemy, Chairman of the Management Board, in 2023 (resolution n° 10)

Compensation items paid or allocated for the period ended 31 December 2023	Amount or accounting value submitted to the vote (*in* Euro)	Comments
Fixed compensation	700,000	Gross mount before tax
Variable compensation	1,032,381	Compensation calculated for the period from 1 January to 31 December 2023, not yet paid. (see criteria table below) The amount of the variable compensation has been adjusted by the CSR multiplier introduced in 2023. Reaching the multiplier led to a 5% increase of the variable compensation. The amount before application of the multiplier was 983,220 Euro.
Exceptional compensation	319,300	Compensation calculated for the period from 1 January to 30 June 2023, not yet paid. In order to take into account the short-term priority of cash flow and debt control, an exceptional bonus was put in place with targets for the first 6 months of 2023, in accordance with the compensation policy approved by the Shareholders' Meeting of 21 April 2023 in its 12th resolution. As the leverage ratio (net debt/EBITDA) was reached and exceeded at the end of June 2023, the amount to be paid to Fabrice Barthélemy was reviewed by the Nomination, Compensation and Governance Committee and approved by the Supervisory Board on 26 July 2023.
Performance related shares	0	No performance-related shares were allocated to Fabrice Barthélemy in 2023. The Company does not allocated any share purchase or subscription options.

Criterion	Minimum	Target objective	Maximum	Level of achievement
EBITDA	0	40%	80%	145%
OCF	0	30%	60%	200%
Individual criteria	0	30%	30%	75%

2023 Compensation (ex post voting)

Compensation items paid or allocated for the period ended 31 December 2023	Amount or accounting value submitted to the vote *(in* Euro*)*	Comments
Supplemental Pension Plan	0	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. The annual annuity rights are determined on the basis of an annual life annuity corresponding to 1% of his gross fixed and annual variable compensation paid in the year concerned. No annuity has been paid/allocated to Fabrice Barthélemy in 2023 as he is still in office. For information, the gross provision (excluding expenses) set aside by the Company for Fabrice Barthélemy in 2023 in this respect amounts to 290,951 Euro.
Severance payment	0	In the event of a forced departure, the severance payment would be equal to 2 years' of the gross fixed and variable compensation received by Fabrice Barthélemy in the 12 months preceding his departure from his office as Chairman of the Management Board. 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 as 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%. If the performance rate is between 50% and 100%, the severance payment will be calculated in proportion to the amount of the performance rate. If the performance rate is at least 100%, the severance payment will be due in full. No severance payment would be due if Fabrice Barthélemy was to commit gross or serious misconduct or had the possibility of claiming his pension rights in the near future.
Non-compete payment	0	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 office as Chairman of the Management Board, payable in 24 monthly instalments for the duration of the non-compete commitment. The Company reserves the right to waive the benefit of the non-compete clause. No non-compete payment will be paid on his 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.
Valuation of benefits of all kinds	2,276	Company car

Compensation items paid or allocated to Raphaël Bauer, member of the Management Board, in 2023 (resolution n° 11)

<table>
<tr><th>Compensation items paid or allocated for the period ended 31 December 2023</th><th>Amount or accounting value submitted to the vote (in Euro)</th><th>Comments</th></tr>
<tr><td>Fixed compensation</td><td>272,000</td><td>Gross amount before tax</td></tr>
<tr><td>Variable compensation</td><td>204,861</td><td>Compensation calculated for the period from 1 January to 31 December 2023.
<table>
<tr><th>Criterion</th><th>Minimum</th><th>Target objective</th><th>Maximum</th><th>level of achievement</th></tr>
<tr><td>EBITDA</td><td>0</td><td>40%</td><td>80%</td><td>145%</td></tr>
<tr><td>OCF</td><td>0</td><td>30%</td><td>60%</td><td>200%</td></tr>
<tr><td>Individual criteria</td><td>0</td><td>30%</td><td>30%</td><td>85%</td></tr>
</table>
The amount of the variable compensation has been adjusted by the CSR multiplier introduced in 2023. Reaching the multiplier led to a 5% increase of the variable compensation. The amount before application of the multiplier was 195,106 Euro.</td></tr>
<tr><td></td><td>9,008</td><td>Profit-sharing paid in 2023 in respect of 2022.</td></tr>
<tr><td>Exceptional compensation</td><td></td><td>Compensation calculated for the period from 1 January to 30 June 2023.

In order to take into account the short-term priority of cash flow and debt control, an exceptional bonus was put in place with targets for the first 6 months of 2023, in accordance with the compensation policy approved by the Shareholders' Meeting of 21 April 2023 in its 13th resolution. As the leverage ratio (net debt/EBITDA) was reached and exceeded at the end of June 2023, the amount to be paid to Raphaël Bauer was reviewed by the Nomination, Compensation and Governance Committee and approved by the Supervisory Board on 26 July 2023.</td></tr>
<tr><td>Performance-related shares</td><td>0</td><td>No performance-related shares were allocated to Raphaël Bauer in 2023. The Company does not allocate any share purchase or subscription options</td></tr>
<tr><td>Supplemental Pension Plan</td><td>0</td><td>No annuity has been paid/allocated to Raphaël Bauer in 2023 as he is still in office. For information, the gross amount (excluding expenses) paid by the Company into the Compulsory Retirement Savings Plan in 2023 amounted to 14,077 Euro. In addition, he paid 7,038 Euro in employee contributions.</td></tr>
<tr><td>Severance payment</td><td>0</td><td>-</td></tr>
<tr><td>Non-compete payment</td><td>0</td><td>-</td></tr>
<tr><td>Valuation of benefits of all kinds</td><td>2,798</td><td>Company car</td></tr>
</table>

Compensation items paid or allocated to Eric La Bonnardière, Chairman of the Supervisory Board, in 2023 (resolution n°12)

Compensation items paid or allocated for the period ended 31 December 2023	Amount or accounting value submitted to the vote (*in* Euro)	Comments
Fixed compensation	105,000	Gross amount

In respect of the 2023 financial year, the Chairman of the Supervisory Board received 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.

In addition to this compensation, Eric La Bonnardière received compensation of 35,000 Euro during the year in respect of the time he devoted to an *ad hoc* Board project on Group strategy.

Eric La Bonnardière was also a member of the Nomination, Compensation and Governance Committee from 26 July 2022 to 15 February 2024, but waived his entitlement to any compensation in this capacity.

8.1.2 Compensation items paid or allocated in 2023 to the members of the Supervisory Board

The overall compensation package to be paid to members of the 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 gross amount actually paid to all the members of the Supervisory Board during the financial year ended 31 December 2023 stood at 497,247 Euro, equivalent to 90% of the overall compensation package approved by the Shareholders' Meeting.

These amounts have been calculated in accordance with the Internal Regulations of the Board and according to the following criteria approved for the financial year ended 31 December 2023:

Position	Annual base (in Euro)
Chairman of the Supervisory Board	35,000[(1)]
Vice-Chairman of the Supervisory Board	10,000[(1)]
Member of the Supervisory Board (excl. members representing employees)	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
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.

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

In addition, the manner in which compensation is distributed between the members of the Supervisory Board (including compensation of the Chairman and the Vice Chairman) can be adjusted by the Board in the event of a change in composition or to take workloads and responsibilities into account.

It should be noted that the amounts allocated are calculated on a *pro rata* basis according to the length of the term of office during the financial year and that the Observers and Supervisory Board members representing employees do not receive any compensation in respect of their office.

The table below presents the compensation elements paid and allocated to members of the Supervisory Board for the periods ending 31 December 2022 and 2023.

Members of the Supervisory Board	Gross amounts allocated for FY 2023	Gross amounts allocated for FY 2022
Eric La Bonnardière - *Chairman of the Supervisory Board*		
Compensation awarded for the office held	105,000[(1)(2)]	70,000[(2)]
Other compensation	-	-
Didier Deconinck - *Vice-Chairman of the Supervisory Board*		
Compensation awarded for the office held	45,000	45,000
Other compensation	-	-
Marine Charles		
Compensation awarded for the office held	40,685[(3)]	-
Other compensation	-	-
Julien Deconinck		
Compensation awarded for the office held	42,000	42,000
Other compensation	-	-
Nicolas Deconinck		
Compensation awarded for the office held	37,000	37,000
Other compensation	-	-
Véronique Laury		
Compensation awarded for the office held	-[(4)]	34,000
Other compensation	-	-
Françoise Leroy		
Compensation awarded for the office held	64,000	64,000
Other compensation	-	-

2023 Compensation (ex post voting)

Members of the Supervisory Board	Gross amounts allocated for FY 2023	Gross amounts allocated for FY 2022
Tina Mayn		
Compensation awarded for the office held	31,562[5]	-
Other compensation	-	-
Didier Michaud-Daniel		
Compensation awarded for the office held	87,000[6]	57,000
Other compensation	-	-
Sabine Roux de Bézieux		
Compensation awarded for the office held	45,000	49,000
Other compensation	-	-
Agnès Touraine		
Compensation awarded for the office held	-[7]	17,490[7]
Other compensation	-	

(1) Eric La Bonnardière received compensation of 35,000 Euro in respect of 2023 for his contribution to the Board's ad hoc strategy work, in addition to the 70,000 Euro due to him in respect of his office as member and Chairman of the Supervisory Board.
(2) Since 26 July 2022, the date of his appointment as member of the Nomination, Compensation and Governance Committee, and at his request, Eric La Bonnardière has not received any compensation for his membership of this committee.
(3) Compensation for Marine Charles was calculated pro rata temporis from 15 February 2023, the date of her appointment as a member of the Supervisory Board. In addition, Marine Charles received compensation of 10,000 Euro in respect of 2023 for her contribution to the Board's ad hoc strategic analysis work, as well as the 30,683 Euro due to her as a member of the Board since 15 February 2023.
(4) As Véronique Laury resigned from her position as member of the Supervisory Board with effect from 31 December 2022, she did not receive any compensation in respect of the 2023 financial year.
(5) Tina Mayn's compensation was calculated pro rata temporis from 15 February 2023, the date of her appointment as member of the Supervisory Board and member of the CSR and Innovation Committee.
(6) Didier Michaud-Daniel received compensation of 30,000 Euro in respect of 2023 for his contribution to the Board's ad hoc strategy work, in addition to the 57,000 Euro due to him in respect of his duties as a member of the Supervisory Board and as Chairman and member of the Nomination, Compensation and Governance Committee.
(7) As Agnès Touraine resigned from her position as member of the Supervisory Board with effect from 1 June 2022, her compensation in respect of the 2022 financial year was calculated pro rata temporis and she did not receive any compensation in respect of the 2023 financial year.

8.2 2024 Compensation policies (*ex ante* voting)

8.2.1 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.
- **Measurement**: 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 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 over 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);
   - which can be reduced or increased depending on the results of a CSR multiplier.
3. Medium-term motivation and loyalty tools through: the Long Term Incentive Plan (LTIP), implemented annually since July 2011. The definitive acquisition of shares or the 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 Nomination, Compensation and Governance Committee. They apply 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 Nomination, 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. These 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 ;
- annual variable compensation;
- long term compensation;
- loss of office payments;
- non-compete payments;
- a supplemental defined benefit pension plan governed by Article L.137-11-2 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 by the Shareholders' Meeting of 21 April 2023 of its 12th resolution, the annual fixed compensation of Fabrice Barthélemy, Chairman of the Management Board, amounts to 700,000 Euro gross. This compensation has been unchanged since 1 January 2022.

Annual variable 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 Board, on the proposal of the Nomination, 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 fifteen years, the adjusted EBITDA and operational cash flow have been the key indicators for measuring this quantifiable component of the annual variable 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 2024 qualitative objectives of the Chairman of the Management Board include:

- implementation of the strategic plan, with particular emphasis on the EMEA and Sports divisions
- implementation of a new, leaner and more agile corporate model
- preparation of the debt refinancing in 2026-2027
- progress on compliance and the CSR roadmap

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

Exceptionally, the Supervisory Board, on the recommendation of the Nomination, Compensation and Governance Committee, has proposed setting more demanding quantitative targets for the Chairman of the Management Board's 2024 annual variable compensation than for other Group executives and managers.

A multiplier on the annual variable has been introduced in 2023 to increase the weighting of CSR criteria in the annual variable. This multiplier applies to the Chairman of the Management Board. It is based on three CSR objectives and leads to an increase or decrease in the amount of the bonus depending on the results achieved in relation to these CSR criteria.

At the time of publication of this Document, the Company plans to maintain this CSR multiplier for the 2024 variable compensation.

Long term compensation:

Long term compensation is based on the grant of free performance shares (or its cash equivalent) under the Long Term Incentive Plans (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 financial years 2021, 2022 and 2023. However, he benefited from the free share allocation plans set up by Tarkett Participation in 2021 (see table 9 of Section 2.3 of the 2023 Universal Registration Document).

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.

Supplemental Pension Plan:

Since 2022, the Chairman of the Management Board benefits from a supplemental defined benefit pension plan governed by Article L.137-11-2 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 annual variable compensation paid in the year in question, depending on the rate of achievement of the performance conditions defined by the Supervisory Board. The 2023 performance condition approved by the Supervisory Board on 15 February 2023 on the proposal of the Nomination, Compensation and Governance Committee is a minimum annual revenue for Tarkett of 2.5 billion Euro.

The annuity rights acquired annually are capped at 3% of the gross fixed and variable annual compensation 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 pension and health insurance plan:

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 office

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 office 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 Nomination, 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 last 12 months of his term of his office.

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 compensation received in respect of his office during the 12 months preceding his 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 officer'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 Nomination, 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. As from 2022:

> 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.

> If the performance rate is between 50% and 100%, the severance payment is calculated in proportion to the amount of the performance rate (for example: if the performance level is equal to 90%, the severance payment paid is up to 90% of the amount as defined in the first paragraph).

> If the performance rate is at least 100%, the severance payment is due in full.

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 office 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 office held within the Tarkett Group. He will not benefit either from deferred, multi-year or exceptional compensation.

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 from office 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 300,000 Euro gross as of 1 January 2024.

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 Board, on the proposal of the Nomination, 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 2024 include:

- to develop the Finance function
- to identify and deploy actions to overperform the 2024 budget
- to identify and deploy strategic options
- to improve forecast quality
- to contribute to the deployment and efficiency follow-up of New Operating Model
- to simplify and digitalize internal control environment

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.

A multiplier on the annual variable has been introduced in 2023 to increase the weighting of CSR criteria in the annual variable. This multiplier applies to the member of the Management Board. It is based on three CSR objectives and leads to an increase or decrease in the amount of the bonus depending on the results achieved in relation to these CSR criteria. At the time of publication of this document, the Company plans to maintain this CSR multiplier for the 2024 variable.

Raphaël Bauer is also a beneficiary of Tarkett's profit-sharing agreement.

Long term compensation:

Long term compensation is based on the grant of free performance shares (or its cash equivalent) under the Long Term Incentive Plans (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 financial years 2021, 2022 and 2023, however he benefited from the free share allocation plans set up by Tarkett Participation in 2021 (see table 9 of Section 2.3 of the 2023 Universal Registration Document).

In the framework of his term of office 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.

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

Raphaël Bauer benefits from a supplemental defined contribution pension plan (Compulsory Retirement Savings Plan) as from 1 January 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 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.

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 office

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 Nomination, Compensation and Governance Committee.

Other compensation:

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

Principles and criteria for compensation items of the Supervisory Board members 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 Nominations, 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.

It is specified that under the Supervisory Board's internal regulations, the members of the Supervisory Board are required to use half of the compensation they receive each year for their offices as Supervisory Board members to acquire and hold at least 1,000 Tarkett shares.

Application

Since 2021, the total amount of compensation allocated annually to Board members has been 550,000 Euro, and 90% of this annual budget was used in 2023.

In order to ensure flexibility and in particular to allow for the compensation of members of ad hoc committees, the Supervisory Board has decided to propose to the Shareholders' Meeting of 26 April 2024 that the total annual compensation package be increased to 650,000 Euro as from 1 January 2024.

In addition, as part of the Board's supervisory role, the Chairman takes part in numerous discussions with the Management Board prior to Board meetings, and his workload has increased considerably since 2022.

This package will therefore be distributed as follows:

- 160,000 Euro will be paid to the Chairman of the Supervisory Board;
- each member of the Supervisory Board will receive 35,000 Euro annually (excluding the Chairman);
  - a penalty of 3,000 Euro will be applied if a member fails to attend a duly convened meeting of the Supervisory Board;
- an additional 10,000 Euro a year will paid to the Vice-Chairman;
- 7,000 Euro a year will paid to each member of the Nomination, Compensation and Governance Committee and the Audit, Risks and Compliance Committee;
- an additional 15,000 Euro a year will paid to the Chairs of these two Committees;
- 2,000 Euro a year will paid to each member of the CSR and Innovation Committee;
- an additional 5,000 Euro a year will paid to the Chairman of this Committee;
  - a penalty of 1,000 Euro will be applied if a member fails to attend a duly convened meeting of a specialised committee.

The balance of the 650,000 Euro package not used to compensate participation in Boards and Specialised Committees may be shared between the Board members participating in these Committees on a non-permanent, *ad hoc* basis to analyse specific and major projects for the Group introduced at the decision of the 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 Nomination, Compensation and Governance Committee.

In addition, the Supervisory Board may feel that it is 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 Board in the event of a change in composition or to take workloads 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 offices 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.

9. Statutory Auditors

	Last renewal date	Term end date[1]
KPMG S.A. Represented by Philippe Grandclerc et Romain Mercier Tour Eqho - 2 avenue Gambetta 92066 Paris-La Défense	2020 Shareholders' Meeting	2026 Shareholders' Meeting
Cabinet Mazars Represented by Mrs Anne-Laure Rousselou 61 rue Henri Regnault - Exaltis 92400 Courbevoie	2020 Shareholders' Meeting	2026 Shareholders' Meeting
Salustro Reydel Represented by Mrs Béatrice de Blauwe Tour Eqho - 2 avenue Gambetta 92066 Paris-La Défense	2020 Shareholders' Meeting	2026 Shareholders' Meeting
Mr Jérôme de Pastors 61 rue Henri Regnault - Exaltis 92400 Courbevoie	2020 Shareholders' Meeting	2026 Shareholders' Meeting

[1] Date of the Shareholders' Meeting convened to approve the financial statements for the financial year in which the mandate expires.

10. Financial authorisations

The following table shows the financial authorisations granted by the Shareholders' Meeting in force at the date of this Document.

Nature of the authorisations	Shareholders' Meeting *(date and resolution)*	Expiry and duration of the authorisation	Maximum nominal amount authorised	Use in 2023
Authorisation to be given to the Management Board to trade in shares of the Company	21 April 2023 *(16th resolution)*	20 October 2024 (18 months)	10% of existing shares(1)	See Section 7.2.3.1 of the 2023 Universal Registration Document
Authorisation to be given to the Management Board to allocate free shares to employees and/or certain corporate officers of the Company	21 April 2023 *(17th resolution)*	Shareholders' Meeting called to approve the accounts closed on 31 December 2023	1% of existing shares	See Section 2.3.4 of the 2023 Universal Registration Document
Delegation of authority to the Management Board to increase the share capital by capitalisation of premiums, reserves or other	21 April 2023 (18th resolution)	20 June 2025 (26 months)	50 million Euro	None
Delegation of authority to the Management Board to reduce the share capital by cancellation of treasury shares	21 April 2023 (19th resolution)	20 June 2025 (26 months)	10% of existing shares	None

(1) *The overall amount allocated may not exceed €50 million*

It is specified that there are no other financial authorisations enabling an increase to be made to the share capital or, more generally, shareholding to be diluted.

11. Resolutions submitted to the Shareholders' Meeting

11.1 Presentation of the resolutions submitted to the Combined Shareholders' Meeting of 26 April 2024

Ordinary resolutions

Resolutions 1 and 2: Approval of the financial statements for the 2023 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 financial year ending 31 December 2023, showing a net profit of 23,910,907.67 Euro and a consolidated net profit Group share of 20.4 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 General Tax Code, it is stated that the total amount of expenses and charges referred to in Article 39-4 of the General Tax Code amounted to 56,012 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 2023 Universal Registration Document.

First resolution:

(Approval of the Company financial statements for the 2023 financial year)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings and having reviewed the Management Board report, the observations of the Supervisory Board and the Statutory Auditors' Report on the Company financial statements for the year ended 31 December 2023, approves the financial statements for the year ended 31 December 2023, as presented, showing a net profit of 23,910,907.67 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 General Tax Code, the Shareholders' Meeting notes that the total amount of expenses and charges referred to in Article 39-4 of the General Tax Code amounted to 56,012 Euro during the past financial year.

Second resolution:

(Approval of the consolidated financial statements for the 2023 financial year)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings and having reviewed the Management Board report, the observations of the Supervisory Board and the Statutory Auditors' Report on the consolidated financial statements for the year ended 31 December 2023, approves the consolidated financial statements for the year ended 31 December 2023, as presented, showing a net profit (Group share) of 20.4 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 2023 financial year

The purpose of the 3rd resolution is to submit for the approval of the Shareholders' Meeting the allocation of the entire net profits for the financial year ending 31 December 2023 to the "Retained Earnings" account, which would now be adjusted from 792,671,869.69 Euro to 816,582,777.36 Euro.

Third resolution:

(Allocation of profits for the 2023 financial year)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings and having reviewed the Management Board report and the observations of the Supervisory Board, noting that the Company financial statements for the year ended 31 December 2023 show a net profit of 23,910,907.67 Euro, decides, on the proposal of the Management Board, to allocate the profit in full to the "Retained Earnings" account, thus bringing it to 816,582,777.36 Euro.

In accordance with legal provisions, the Shareholders' Meeting notes that no dividend has been paid for the past three financial years:

Resolution 4: Regulated agreements and commitments

The purpose of the 4th resolution is to submit for approval of the Shareholders' Meeting the agreement for the acquisition of Tarkett shares entered into on 28 July 2023 between the Company and Tarkett Participation, which holds more than 10% of its voting rights, under which the Company acquired a total of 280,000 of its own shares from Tarkett Participation.

The purpose of this purchase was to enable the Company to deliver 388,701 free shares under the 2020-2023 performance plan, which were definitively acquired by the beneficiaries concerned on 1 August 2023. The agreement provided for a unit purchase price of 11.60 Euro per Tarkett share, i.e. a total price of 3,248,000 Euro.

The signature of this agreement was authorised by the Supervisory Board at its meeting on 26 July 2023. The latter considered that this transaction was in the Company's corporate interest, for the following reasons:

- Tarkett did not have the possibility of issuing new shares to deliver the shares, the acquisition of shares from other shareholders was the only solution to enable it to deliver the said shares;
- Acquiring the shares thus enabled the Company to meet its obligations to the beneficiaries of the performance share grants; and
- the purchase price of the shares was lower than the closing price of Tarkett shares on the day the sale agreement was signed.

Fourth resolution:

(Approval of regulated agreements and commitments)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings and having reviewed the Statutory Auditors' Special Report on agreements and commitments governed by Articles L.225-86 et seq. of the French Commercial Code, approves said report and the agreement entered into during the year ended 31 December 2023 described therein.

Resolutions 5 and 6: 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 Nicolas Deconinck

The 5th resolution concerns the reappointment of Supervisory Board member Nicolas Deconinck whose current term expires at the end of the Shareholders' Meeting of 26 April 2024. It is proposed to reappoint him for a period of four years, that is until the end of the Shareholders' Meeting called in 2028 to approve the financial statements for the financial year ending 31 December 2027.

In addition to his knowledge of the Group and the sector in which it operates, Nicolas Deconinck brings to the Board his skills and experience in digital and marketing.

If the renewal of Nicolas Deconinck's mandate is approved by the Shareholders' Meeting, he will continue to sit on the Nomination, Compensation and Governance Committee as well as the CSR and Innovation Committee.

Appointment of Marie Deconinck as member of the Supervisory Board

Following Didier Deconinck's decision to retire early from his term of office as a member of the Supervisory Board with effect from 26 April 2024, it is proposed, in the 6th resolution, to appoint Marie Deconinck as a member of the Company's Supervisory Board for a term of four years, i.e. until the close of the Shareholders' Meeting called in 2028 to approve the financial statements for the year ending 31 December 2027.

In addition to her knowledge of the Group and the sector in which it operates, Marie Deconinck will bring to the Board in particular her skills and experience in marketing.

At the close of the Shareholders' Meeting of 26 April 2024, and subject to the adoption by the Shareholders' Meeting of these two resolutions, the Supervisory Board would remain composed of 13 members, including three independent members, two members representing employees and two Observers. The proportion of women on the Board would rise from 44.44% to 55.56%.

Fifth resolution:

(Reappointment as member of the Supervisory Board of Mr. Nicolas Deconinck for a term of four years)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings and having reviewed the Management Board report, notes that the term of office of Mr. Nicolas Deconinck as member of the Supervisory Board of the Company is due to expire, and decides to reappoint him as such for a duration of four years, i.e. until the close of the Shareholders' Meeting convened in 2028 to approve the financial statements for the financial year ending 31 December 2027.

Sixth resolution:

(Appointment of Ms. Marie Deconinck as member of the Supervisory Board for a term of four years)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings and having reviewed the Management Board report, decides to appoint Ms. Marie Deconinck as member of the Supervisory Board of the Company with immediate effect and for a duration of four years, i.e. until the close of the Shareholders' Meeting convened in 2028 to approve the financial statements for the financial year ending 31 December 2027.

Resolutions 7 and 8: Appointment of auditors in charge of certifying consolidated sustainability information

The purpose of the 7th and 8th resolutions is to submit for the approval of the Shareholders' Meeting the appointment of KPMG SA and Mazars as co-auditors in charge of certifying consolidated sustainability information, as provided for by the provisions of Ordinance Nr. 2023-1142 of 6 December 2023 transposing the European Corporate Sustainability Reporting Directive of 14 December 2022 into French law.

It is proposed to set the duration of their respective terms of office to two financial years, which corresponds to their remaining terms of office as statutory auditors in charge of certifying the financial statements of the Company, i.e. until the close of the Shareholders' Meeting called in 2026 to approve the financial statements for the year ending 31 December 2025.

These proposals have been reviewed by the Audit, Risks and Compliance Committee which issued a favorable opinion thereon.

Seventh resolution:

(Appointment of KPMG SA as auditor in charge of certifying consolidated sustainability information)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings and having reviewed the Management Board Report, decides, pursuant to Articles L.821-40 and seq. of the French Commercial Code, to appoint KPMG SA as auditor in charge of certifying consolidated sustainability information.

Notwithstanding the provisions of Article L.821-44 of the French Commercial Code and in accordance with Article 38 of Ordinance Nr. 2023-1142 of 6 December 2023 relating to the publication and certification of sustainability information and to the environmental, social and corporate governance obligations of commercial companies, the term of this appointment corresponds to that of the remaining term of office of KPMG SA as statutory auditor, *i.e.* a term of two financial years ending at the close of the Shareholders' Meeting convened in 2026 to approve the financial statements for the financial year ending 31 December 2025.

Eighth resolution:

(Appointment of Mazars as auditor in charge of certifying consolidated sustainability information)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings and having reviewed the Management Board Report, decides, pursuant to Articles L.821-40 and seq. of the French Commercial Code, to appoint Mazars as auditor in charge of certifying consolidated sustainability information.

Notwithstanding the provisions of Article L.821-44 of the French Commercial Code and in accordance with Article 38 of Ordinance Nr. 2023-1142 of 6 December 2023 relating to the publication and certification of sustainability information and to the environmental, social and corporate governance obligations of commercial companies, the term of this appointment corresponds to that of the remaining term of office of Mazars as statutory auditor, *i.e.* a term of two financial years ending at the close of the Shareholders' Meeting convened in 2026 to approve the financial statements for the financial year ending 31 December 2025.

Resolutions 9 to 12: Approval of the compensation package paid during or awarded in respect of the 2023 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 9 to 12 is to submit for the approval of the Shareholders' Meeting the compensation package paid during or awarded in respect of the financial year ending 31 December 2023 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 (9th resolution);
- the compensation package of Fabrice Barthélemy, Chairman of the Management Board (10th resolution);
- the compensation package of Raphaël Bauer, member of the Management Board (11th resolution);
- the compensation package of Eric La Bonnardière, Chairman of the Supervisory Board (12th resolution).

It should be noted that these items were decided by the Supervisory Board following the recommendations of the Nomination, 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 2023 Universal Registration Document.

Ninth resolution:

(Approval of the information relating to the compensation of corporate officers for the 2023 financial year)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings and having reviewed the corporate governance report, approves, pursuant to Article L.22-10-34 I of the French Commercial Code, the information relating to the compensation of corporate officers in respect of the financial year ended 31 December 2023 referred to in Article L.22-10-9 of the French Commercial Code, as set out in Section 2.3.2 of the 2023 Universal Registration Document.

Tenth resolution:

(Approval of the compensation paid or awarded to Mr. Fabrice Barthélemy, Chairman of the Management Board, for the 2023 financial year)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings and having reviewed the corporate governance report, approves, pursuant to Article L.22-10-34 II of the French Commercial Code, the components of the total compensation and benefits in kind paid during or awarded in respect of the financial year ended 31 December 2023 to Mr. Fabrice Barthélemy, Chairman of the Management Board, as set out in Sections 2.3.1 and 2.3.6.1 of the 2023 Universal Registration Document.

Eleventh resolution:

(Approval of the compensation paid or awarded to Mr. Raphaël Bauer, member of the Management Board, for the 2023 financial year)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings and having reviewed the corporate governance report, approves, pursuant to Article L.22-10-34 II of the French Commercial Code, the components of the total compensation and benefits in kind paid during or awarded in respect of the financial year ended 31 December 2023 to Mr. Raphaël Bauer, member of the Management Board, as set out in Sections 2.3.1 and 2.3.6.2 of the 2023 Universal Registration Document.

Twelfth resolution:

(Approval of the compensation paid or awarded to Mr. Eric La Bonnardière, Chairman of the Supervisory Board, for the 2023 financial year)

The Shareholders' Meeting, voting with the quorum and majority conditions required for ordinary shareholders' meetings and having reviewed the corporate governance report, approves, pursuant to Article L.22-10-34 II of the French Commercial Code, the components of the total compensation and benefits in kind paid during or awarded in respect of the financial year ended 31 December 2023 to Mr. Eric La Bonnardière as Chairman of the Supervisory Board, as set out in Sections 2.3.2 and 2.3.6.3 of the 2023 Universal Registration Document.

Resolutions 13 to 17: Approval of compensation policies of corporate officers

In accordance with Article L.22-10-26 of the French Commercial Code, the purpose of resolutions 13 to 17 is to submit for the approval of the Shareholders' Meeting the compensation policies applicable to the Chairman of the Management Board (13th resolution), the member of the Management Board (14th resolution), the Chairman of the Supervisory Board (16th resolution) and the members of the Supervisory Board (17th resolution) (commonly referred to as "*ex-ante vote*").

With regard to the remuneration of the Supervisory Board, the total annual remuneration allocated to Board members since 2021 has been 550,000 euros, of which 90% was used in 2023. With effect from the 2024 financial year, in order to ensure flexibility and, in particular, to enable the remuneration of potential *ad hoc* committees, the Supervisory Board has decided to propose to the Shareholders' Meeting of 26 April 2024 (15th resolution) that the total annual remuneration package be increased to 650,000 euros. In addition, as part of the Board's supervisory role, the Chairman takes part in numerous discussions with the Management Board prior to Board meetings, and his workload has increased considerably since 2022. It is proposed that his compensation be set at an annual amount of 160,000 euros.

These decisions and compensation policies will apply for the financial year beginning 1 January 2024 and until a new decision is made by the Shareholders' Meeting.

It should be noted that these elements were decided by the Supervisory Board following the recommendations of the Nomination, Compensation and Governance Committee and are described in detail in the Supervisory Board's Corporate Governance Report in Section 2.3.5 of the 2023 Universal Registration Document.

Thirteenth 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 and having reviewed the corporate governance report, approves the compensation policy applicable to the Chairman of the Management Board for the financial year beginning 1 January 2024, as set out in Section 2.3.5.1 of the 2023 Universal Registration Document.

Fourteenth resolution:

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

The Shareholders' Meeting, voting with the quorum and majority required for ordinary Shareholders' Meetings and having reviewed the corporate governance report, approves the compensation policy applicable to the member of the Management Board for the financial year beginning 1 January 2024, as set out in Section 2.3.5.2 of the 2023 Universal Registration Document.

Fifteenth resolution:

(Determination of the maximum total amount of compensation allocated annually to members of the Supervisory Board)

The Shareholders' Meeting, voting with the quorum and majority conditions required for ordinary general meetings, decides to set the maximum amount of compensation allocated annually to the members of the Supervisory Board for the 2024 financial year and for each subsequent financial year at 650,000 Euro (six hundred and fifty thousand Euro), until a further decision by the Shareholders' Meeting.

Sixteenth 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 and having reviewed the corporate governance report, approves the compensation policy applicable to the Chairman of the Supervisory Board for the financial year beginning 1 January 2024, as set out in Section 2.3.5.3 of the 2023 Universal Registration Document.

Seventeenth 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 and having reviewed the corporate governance report, approves the compensation policy applicable to the members of the Supervisory Board for the financial year beginning 1 January 2024, as set out in Section 2.3.5.3 of the 2023 Universal Registration Document.

Resolution 18: Authorisation for the Company to buy back its own shares

As of 31 December 2023, the Company held 18,559 treasury shares, representing 0.03% of its share capital.

The purpose of the 18th resolution is to submit for the approval of the Shareholders' Meeting the renewal for a new 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 20 Euro. The total amount allocated to the buyback programme should not exceed 30,000,000 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.

At present, there is no liquidity agreement or share plan to cover, but this resolution would make it possible to retain a degree of flexibility.

Information on the use that has been made of the previous share buy back authorisation is contained in Section 7.2.3 of the 2023 Universal Registration Document.

Eighteenth 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 Management Board report, 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 2023), 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 twenty (20) 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 thirty million (30,000,000) 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.

Extraordinary resolution

Resolution 19: 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 19th 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 Nomination, 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.

For this authorisation, you will be asked to grant full powers to the Management Board, within the limits set forth above and subject to the prior authorisation of the Supervisory Board, to implement this authorisation, and, in particular, to:

- determine the beneficiaries, the 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 award, subject to the minimum periods defined by this resolution;
- set, upon the proposal of the Nomination, Compensation and Governance Committee, pursuant to legal conditions and limits, the dates on which such 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 awarded 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.

It is intended that the existing shares that may be awarded pursuant to this authorisation be acquired by the Company, either pursuant to Article L.225-208 of the French Commercial Code, or, where applicable, under the share buyback programme authorised by the Shareholders' Meeting as proposed in the 18th resolution above, in accordance with Article L.22-10-62 of the French Commercial Code, or any other share buyback programme that may apply at a later date.

We ask you to grant this authorisation as of the date of the Shareholders' Meeting of 26 April 2024, for a period to expire at the close of the Shareholders' Meeting convened to approve the financial statements for the year ending 31 December 2024.

Nineteenth 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 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 2024, to carry out, with the prior authorisation of the Supervisory Board, one or more awards of existing Company shares, subject to the performance conditions set by the Management Board in agreement with the Supervisory Board and upon the proposal of the Nomination, Compensation and Governance Committee, pursuant to the terms set forth below.

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

The beneficiaries will be the members or certain members of the salaried staff or eligible company officers (within the meaning of Article L.225-197-1 II paragraph 1 of the French Commercial Code and subject to compliance with the provisions of Articles L.22-10-58 and L.22-10- 60 of the French Commercial Code) of the Company or companies or groups related to it within the meaning of Article L.225-197-2 of the French Commercial Code or certain categories of them.

At the time of each award decision, the Management Board shall determine, on the basis of the recommendations of the Nomination, Compensation and Governance Committee and as permitted by law, the vesting period following which the share award shall become final. The vesting period may not be less than two years from the date of the share award.

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

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

The existing shares that may be granted under this resolution must be acquired by the Company within the framework of the share purchase programme as proposed in the fifteenth resolution 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), the number of shares to be awarded to each of them, the terms and conditions of the share allocation and the vesting period and retention period applicable to each award, subject to the minimum periods defined by this resolution;
- set, upon the proposal of the Nomination, Compensation and Governance Committee, 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 awarded will be adjusted in order to preserve the beneficiaries' rights; and
- more generally, enter into any agreements, prepare any documents, and carry out any formalities or filings with any bodies, and do all that may otherwise be necessary.

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

Ordinary resolution

Resolution 20: Powers for 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 for formalities)

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

12. Supervisory Board's observations

12.1 Supervisory Board's observations on the Management Board report and the financial statements for the year ended 31 December 2023

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 financial year ended 31 December 2023, 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.

13. Statutory Auditors' reports

13.1 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.

For the year ended 31 December 2023

To the general meeting of shareholders of Tarkett,

Opinion

In compliance with the engagement entrusted to us, we have audited the accompanying consolidated financial statements of Tarkett for the year ended 31 December 2023.

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 2023 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 1st January 2023 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.821-53 and R.821-180 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.

Long term assets valuation

> Key audit matter

Goodwill, intangible assets and property, plant and equipment have net book values at 31 December 2023 of 664.3M€, 50.7M€ and 557.8M€, 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 presented to the Supervisory Board, 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.

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, Contingent Liabilities and Contingent Assets") and amount to 65,2M€ at 31 December 2023 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.

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, wether the positions held by Management are in the acceptable range ok 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.

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 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.

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 unde the responsibility of the Board of Directors, complies with the single electronic format defined in the European Delegated Regulation N° 2019/815 of 17 Decembre 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.

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 by the combined annual general meeting held on 30 April 2020 for KPMG and Mazars.

As at 31 December 2023, KPMG and Mazars were in the 10th 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 Consolidated 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.

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.

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.

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 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, 21 February 2024
The statutory auditors

French original signed by

KPMG SA

Philippe Grandclerc
Partner

Romain Mercier
Partner

Mazars

Anne-Laure Rousselou
Partner

13.2 Statutory Auditors' report on the annual Company 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.

For the year ended 31 December 2023

To the general meeting of shareholders of Tarkett

Opinion

In compliance with the engagement entrusted to us, we have audited the accompanying financial statements of Tarkett for the year ended 31 December 2023.

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 2023 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 for 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 2023 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.821-53 and R.821-180 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 2023 amount to 1,361,4M€ 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.

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 theBoard of Directors and in the other documents with respect to the financial position and the financial statements provided to the Shareholders of Tarkett.

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).

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, L22-10-10 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.

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 Board of 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.

Appointment of the Statutory Auditors

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

As at 31 December 2023, KPMG and Mazars were in the 10th 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

Objectives and audit 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.

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, 21 February 2024

Statutory Auditors

KPMG SA		Mazars
Philippe Grandclerc Partner	Romain Mercier Partner	Anne-Laure Rousselou Partner

13.3 Statutory Auditors' report on regulated agreements

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.

Shareholders' Meeting to approve the 2023 financial statements

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 for approval at the Annual General Meeting

In accordance with Article L.225-88 of the French Commercial Code, we have been advised of the following agreement entered during the year ended, which was authorized by your Supervisory Board.

Tarkett's shares purchase agreement - With Tarkett Participation

Purpose: The purpose of this agreement, authorized by your Supervisory Board on July 26, 2023, is to enable the Company to deliver 388,701 shares under the free performance share plan, which were definitively acquired by their beneficiaries on August 1, 2023. On July 28, 2023, the Company entered into a share purchase agreement with Tarkett Participation, which holds more than 10% of the Company's voting rights, under which it acquired a total of 280,000 of its own shares from Tarkett Participation. This agreement provided for a unit purchase price per Tarkett share of 11.60 euros, i.e. a total price of 3,248,000 euros.

Reasons justifying its interest for the Company and leading to the creation of the agreement:

This acquisition agreement is motivated by the following reasons:

- As the Company was unable to issue new shares for the delivery of the shares, the acquisition of shares from other shareholders proved to be the only solution to enable it to deliver the said shares;
- Acquiring the shares thus enabled the Company to meet its obligations to the beneficiaries of the performance share grants; and
- The purchase price of the shares was lower than the closing price of the Company's shares on the day the sale agreement was signed.

Persons concerned:

- Tarkett Participation, which holds more than 10% of voting rights of Tarkett S.A.
- Fabrice Barthélemy, Chairman of the Management Board and Chairman of Tarkett Participation, Eric La Bonnardière, Chairman of the Supervisory Board of Tarkett and Tarkett Participation, Didier Deconinck, Vice-Chairman of the Supervisory Board and Member of the Supervisory Board of Tarkett Participation, Julien Deconinck, Member of the Supervisory Board of Tarkett and Tarkett Participation, Nicolas Deconinck, Member of the Supervisory Board of Tarkett and Tarkett Participation.

Agreements previously 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 Société Investissement Deconinck (SID)

Persons concerned: Messrs. Julien Deconinck, Didier Deconinck, Nicolas Deconinck, Bernard-André Deconinck and Eric La Bonnardière, members of Tarkett's Supervisory Board and shareholders, directly and indirectly, of SID.

1) Services agreement

The agreement was authorised by your Supervisory Board on 17 December 2013, amended by your Supervisory Board from 26 June 2018 retroactive to 1 January 2018, continued into 2023. It states that Tarkett provides in favor of SID, legal, social and fiscal services necessary for its business. Tarkett billed SID for the 2023 financial year 55,000 Euro (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 SID, main shareholder of Tarkett, and continued in 2023.

2) Assistance and guidance agreement

The agreement was authorised by your Supervisory Board on 9 October 2013, amended by your Supervisory Board from 26 June 2018 retroactive to 1 January 2018, continued into 2023. It states that SID assists Tarkett in defining its strategic objectives and major decision-making. SID billed Tarkett for the 2023 financial year 300,000 Euro (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 2023.

II. Agreements concluded within the framework of the simplified tender offer

In the context of a simplified tender offer (the "Offer") for Tarkett's shares initiated on the current year, the Supervisory Board approved on 23 April 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 direct parties to them:

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

1) Intra-group loan agreement

Under this agreement between Tarkett as borrower and Tarkett Participation as lender, Tarkett Participation makes available to Tarkett, 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 Euro, of which the principal amount as of 31 December 2023 is 455,192,246.68 Euro, and 72,000,000 USD (i.e. a Euro equivalent amount of 65,158,371.04 as of 31 December 2023);
- maturity: 7 years.
- margin: equal to that of Tranche B as mentioned the Act of accession to the English law credit agreement (below).

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

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 and 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 Euro, with a principal amount on 31 December 2023 of 839,173,870.24 Euro (the "Tranche B Euro") and an amount of 72,000,000 USD (the "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 Euro (the "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 Euro, finally used as of 31 December 2023 for an amount of 1,189,173,870.24 Euro and an amount of 72,000,000 USD (equivalent to 65,158,371.04 Euro on 31 December 2023), 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 Euro and 72,000,000 USD (equivalent of 65,158,371.04 Euro on 31 December 2023);

> maturity of Tranche B: 7 years;

> maturity of the Revolving Tranche: 6 years and 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 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) Deed 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 B Tranches 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 favourable 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 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,
21 February 2024
The Statutory Auditors

KPMG SA

Philippe Grandclerc
Associate

Romain Mercier
Associate

Mazars

Anne-Laure Rousselou
Associate

13.4 Statutory Auditors' report on the autorisation to grant existing free shares

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.

Combined Shareholders' Meeting of 26 April 2024 - 19th resolution

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 authorisation 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 within 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 19th resolution may not exceed 1% of your company's share capital on the date of the present Shareholders' Meeting, being specified that grants made under this resolution to each members of the Company's Management Board must be authorised in advance by the Supervisory Board, are subject in their entirety to performance conditions, and may not represent more than 30% of the number of shares authorised by this resolution.

Your Management Board proposes, on the basis of its report, to authorise it for a term expiring at the close of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2024, 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 profesional 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,
25 March 2024
Statutory Auditors

Mazars		KPMG SA
Anne-Laure Rousselou Associate	Philippe Grandclerc Associate	Romain Mercier Associate

14. Request for information or documents

SHAREHOLDERS' MEETING

Friday 26 April 2024 at 9:30 am

To be sent to:

> The Company: by post to the attention of Group Legal Dpt "AGM 26 April 2024" - 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 - 90-110 Esplanade du Général de Gaulle - 92931 Paris La Défens cedex - France.

I the undersigned: ………

Surname: ……

Postal Address: ……

Electronic Address (email): ………

Holder of:

- …………………………………………………… registered shares; and/or

- …………………………………………………… bearer shares with[1] ………………………………………………………………………………

Of **TARKETT.**

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

□ By postal service; or

□ By email.

Made in ………………………………………, on ………………………………… 2024

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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