

This press release does not constitute an offer to purchase securities. The offer described hereafter can only be opened once it has been declared compliant by the Financial Markets Authority.
Translation for information purposes only – In case of discrepancy between the French and English version, the French version shall prevail

**PRESS RELEASE RELATED TO A PROPOSED PUBLIC BUY-OUT OFFER FOLLOWED
BY A SQUEEZE-OUT CONCERNING THE COMPANY'S SHARES**



INITIATED BY

TARKETT PARTICIPATION

PRESENTED BY



PRESENTING BANK

AND



PORTZAMPARC
BNP PARIBAS GROUP



CRÉDIT AGRICOLE
CORPORATE & INVESTMENT BANK



CRÉDIT AGRICOLE
MIDCAP ADVISORS



**SOCIÉTÉ
GÉNÉRALE**

PRESENTING AND GUARANTEEING BANKS

OFFER PRICE

17 euros per Tarkett ordinary share

DURATION OF THE PUBLIC BUY-OUT OFFER

10 trading days

The timetable for the offer will be determined by the French Financial Markets Authority (the “AMF”) in accordance with its general regulation.



This press release was prepared by Tarkett Participation and issued in accordance with the provisions of Article 231-16 of the AMF’s general regulation.

This offer and the draft offer document remain subject to review by the AMF.

IMPORTANT DISCLOSURE

Subject to a clearance decision from the AMF, at the end of the public buy-out offer to which the draft offer document relates, the squeeze-out procedure described in Article L. 433-4 II of the French Monetary and Financial Code will be implemented. Subject to the exceptions set out in the draft offer document, the Tarkett shares concerned by the public buy-out offer that have not been tendered to the offer will be transferred to Tarkett Participation in return for compensation in cash equal to the increased offer price, net of all costs.

The draft offer document should be read in conjunction with the other documents published in relation to the draft offer. In particular, in accordance with Article 231-28 of the AMF's general regulation, a description of the legal, financial and accounting information relating to Tarkett Participation will be provided to the public no later than the day before the public buy-out offer opens. A press release will be published to inform the public about how these documents may be obtained.

The draft offer document prepared by Tarkett Participation (the “**Draft Offer Document**”) is available on the Tarkett website (www.tarkett-group.com) and the AMF website (www.amf-france.org) and can be obtained free of charge on request from:

Tarkett Participation

Tour Initiale - 1, Terrasse
Bellini
92919 Paris La Défense
Cedex

**Rothschild & Co Martin
Maurel**

29 Avenue de Messine
75008 Paris

**Portzamparc BNP
Paribas**

1 Boulevard Haussmann
75009 Paris

**Crédit Agricole Corporate and
Investment Bank**

12, place des Etats-Unis
CS 70052

92547 Montrouge Cedex

Société Générale

GLBA/IBD/ECM/SEG
75886 Paris Cedex 18

1. PRESENTATION OF THE OFFER

1.1. Presentation of the Offer and identity of the Offeror

In accordance with Title III of Book II, and more specifically Articles 236-3 and 237-1 *et seq.* of the AMF's general regulation, Tarkett Participation, a *société par actions simplifiée* with its registered office at Tour Initiale - 1, Terrasse Bellini, 92919 Paris La Défense Cedex, registered with the Nanterre Trade and Companies Register under number 898 347 877 (the “**Offeror**”)¹ makes an irrevocable offer to the shareholders of Tarkett, a *société anonyme* with a supervisory board and management board, whose registered office is located at Tour Initiale - 1, Terrasse Bellini, 92919 Paris La Défense Cedex, registered with the Nanterre Trade and Companies Register under number 352 849 327, (“**Tarkett**” or the “**Company**”, and together with its direct or indirect subsidiaries, the “**Group**”) to buy in cash all of the Company's shares held by them (the “**Shares**”) within the framework of a Public Buy-out Offer (the “**Public Buy-out Offer**”), which will be immediately followed by a squeeze-out (the “**Squeeze-Out**” and, with the Public Buy-out Offer, the “**Offer**”) at a price increased from €16 to €17 per share (the “**Increased Offer Price**”) payable entirely in cash, subject to the conditions described below.

The Shares are admitted for trading on compartment B of the Euronext Paris regulated market (“**Euronext Paris**”) under Code ISIN FR0004188670 (ticker: TKTT).

As of the date of the Draft Offer Document, the Offeror holds:

- directly: 59,207,028 shares and 117,187,257 voting rights in the Company representing 90.32% of the share capital and 94.66% of theoretical voting rights of the Company; and
- indirectly:
 - 18,559 shares held in treasury by Tarkett;
 - 4,000 Shares held by members of the Deconinck family, acting in concert with the Offeror; and
 - 27,768 Free Shares Under Retention (as defined in [Section 2.4.1](#) and covered by the Liquidity Mechanism with Mr Fabrice Barthélemy) held by Mr Fabrice Barthélemy and 4,441 Free Shares Under Retention (as defined in [Section 2.4.1](#) and covered by the Liquidity Mechanism with Mr Raphael Bauer) held by Mr Raphael Bauer.

It is specified that the Offer does not include:

- the 18,559 shares held in treasury by Tarkett; and
- the 32,209 Free Shares Under Retention (these Shares being legally and technically unavailable and cannot be tendered in the Offer), (together, the “**Excluded Shares**”).

¹ It is specified that the Offeror, controlled by Société Investissement Deconinck, a *société par actions simplifiée* with its registered office at Tour Initiale - 1 Terrasse Bellini, 92919 Paris La Défense Cedex, and registered in the Nanterre Trade and Companies Register under number 421 199 274, controlled by the Deconinck family (“**SID**”), is acting in concert with Expansion 17 S.C. A., a reserved alternative investment fund in the form of a *société en commandite par actions*, “Tarkett” compartment, with its registered office at 11-15, avenue Emile Reuter, L - 2420 Luxembourg and registered with the Luxembourg Trade and Companies Register under number B180975 and Global Performance 17 S.C. A., a reserved alternative investment fund in the form of a *société en commandite par actions*, “Millésime 3” compartment, with its registered office at 11-15, avenue Emile Reuter, L - 2420 Luxembourg and registered with the Luxembourg Trade and Companies Register under number B180980 (both of which are part of the Wendel group) (the “**Investor**”), Mr. Fabrice Barthélemy, Chairman of the Company's Management Board and Chairman of the Offeror, and members of the Deconinck family who directly own shares in the Company.

In total, the Offeror directly and indirectly holds, alone and in concert, 59,261,796 Shares representing, as of the date of the Draft Offer Document, 90.41% of the share capital and 94.72% of the theoretical voting rights of the Company².

The Public Buy-out Offer concerns all Shares not held directly or indirectly by the Offeror that are already in issue (except Excluded Shares) representing, to the Offeror's knowledge, a maximum of 6,292,485 Shares³, or 9.60% of the share capital and 5.29% of theoretical voting rights of Tarkett as of the date of this Draft Offer Document, calculated in accordance with Article 233-11 of the AMF's general regulation.

The duration of the Public Buy-out Offer will be 10 trading days, in accordance with Article 236-7 of the AMF's general regulation.

Subject to a clearance decision from the AMF, at the end of the Public Buy-out Offer, the Squeeze-Out described in Article L. 433-4, II of the French Monetary and Financial Code and Article 237-1 *et seq.* of the AMF's general regulations will be implemented. The Shares concerned that are not tendered to the Public Buy-out Offer will be transferred to the Offeror in return for payment in cash equal to the Increased Offer Price of €17 per Share, net of all costs.

To the Offeror's knowledge, there are no equity securities or any financial instruments issued by the Company or rights granted by the Company that could give access, either immediately or in the future, to the Company's share capital or voting rights other than the Shares. There are no current stock option plans or free share award plans within the Company that could give access, either immediately or in the future, to the Company's share capital or voting rights.

In accordance with Article 231-13 of the AMF's general regulation, Rothschild & Co Martin Maurel, Portzamparc BNP Paribas, Crédit Agricole Corporate and Investment Bank (« **CACIB** ») and Société Générale (the « **Presenting Banks** ») filed the draft Offer initially denominated at a unit price of 16 euros per Share (the « **Initial Offer** ») and a draft offer document (the « **Initial Draft Offer Document** ») with the AMF on 24 February 2025 on behalf of the Offeror. On 24 April 2025, the Offeror announced an increase in the Initial Offer price to 17 euros per Share (the « **Increased Offer** »). The Initial Draft Offer Document was amended on 24 April 2025 to reflect the Increased Offer Price.

This Increased Offer and the Draft Offer Document supersede, respectively, the Initial Offer and the Initial Draft Offer Document.

It is specified that only Portzamparc BNP Paribas, CACIB and Société Générale guarantee, in accordance with Article 231-13 of the AMF's general regulation, the content and irrevocable nature of the undertakings made by the Offeror in connection with the Offer.

1.2. Background and reasons for the Offer

1.2.1. Background of the Offer

Tarkett is a worldwide leader in innovative flooring and sports surface solutions. With its experienced staff and sales in more than 100 countries, the Group has gained in-depth knowledge and an excellent

² Based on 65,550,281 shares representing 123,798,800 theoretical voting rights as at 31 March 2025 in accordance with Article 223-11 of the AMF's general regulation.

³ It is specified that the 4,000 Shares held directly by members of the Deconinck family, which are deemed to be held indirectly by the Offeror within the meaning of Article L. 233-9 of the French Commercial Code, are included in the 6,292,485 Shares concerned by the Public Buy-out Offer and will be tendered to the offer.

understanding of customers' cultures, tastes and requirements, regulations and customs regarding floor coverings in each country.

In the year ended 31 December 2024, Tarkett generated consolidated revenue of €3,331.9 million.

The Group was formed through the 1997 combination between Société française Sommer Allibert S.A., listed in Paris, and Tarkett AG, listed in Frankfurt. Tarkett's shares were admitted to trading on the Paris stock exchange in 2013.

On 26 April 2021, the Offeror filed a draft simplified public tender offer with the AMF for all Tarkett shares not held by the Offeror (the **"Previous Offer"**).

The Previous Offer, which was cleared by the AMF on 8 June 2021, was opened on 10 June 2021 and closed on 9 July 2021.

After the Previous Offer, as announced in a press release dated 15 July 2021, the Offeror directly held 56,300,463 shares, representing, as of this date, 85.89% of the share capital and 84.98% of the voting rights of Tarkett, and in total 56,548,018 shares representing 86.27% of the share capital and 85.36% of the voting rights of Tarkett, including the 247,555 shares held in treasury by Tarkett and therefore indirectly held by the Offeror.

As a result of various acquisitions on the market and off-market following the close of the Previous Offer, Tarkett announced in a press release dated 28 October 2021 that the Offeror directly and indirectly held 90.41% of the Company's share capital and that Tarkett's minority shareholders now held less than 10% of the share capital and voting rights.

For the purposes of simplification and organisational efficiency, the Offeror decided to explore the possibility of delisting Tarkett in order to allow the Company to implement its strategy in a calmer environment.

As declared on 20 February 2025 in a joint press release from the Company and the Offeror, the principle of the draft Initial Offer was welcomed by the Company's Supervisory Board, which set up an ad hoc committee consisting mainly of independent members, in charge of overseeing the work done by the independent appraiser and making recommendations to the Company's Supervisory Board regarding the Offer. In the context of the preparation of the draft Offer, and on the recommendation of the ad hoc committee, the Supervisory Board appointed Finexsi – Expert & Conseil Financier, represented by Mr Olivier Peronnet and Mr Olivier Courau, as independent appraiser with the task of preparing a report on the financial terms of the Offer and the possible Squeeze-Out in accordance with Article 261-1(I)(1), (2) and (4) and Article 261-1(II) of the AMF's general regulation (the **"Independent Appraiser"**). It is specified that the AMF has determined that, in the context of the Offer, the independence of Mr. Didier Michaud-Daniel (member and chairman of the ad hoc committee) with respect to Wendel (co-minority shareholder of Tarkett Participation acting in concert with SID) could not be established, but the AMF confirmed that it did not object to the choice of the Independent Appraiser (Finexsi), in accordance with the provisions of Article 261-1-1 of the AMF's general regulation.

1.2.2. Presentation of the Offeror

The Offeror is a simplified joint-stock corporation incorporated under French law, created by SID on 16 April 2021 for the purposes of the Previous Offer.

As of the date of this Draft Offer Document, the Offeror's share capital and voting rights are held as follows:

Shareholder	Number of shares	Number of theoretical voting rights	% of share capital	% of voting rights
SID	381,188,474	381,188,474	72.74%	72.74%
Investor	134,667,415	134,667,415	25.70%	25.70%
Management	7,287,766	7,287,766	1.39%	1.39%
Treasury	902,737	902,737	0.17%	0.17%
Total	524,046,392	524,046,392	100%	100%

1.2.3. Ownership of the Company's share capital and voting rights

To the Offeror's knowledge, as of the Draft Offer Document, the Company's share capital totals €327,751,405, divided into 65,550,281 shares with par value of €5 each.

The table below shows, to the Offeror's knowledge, the ownership of Tarkett's share capital and theoretical voting rights as of the date of the Draft Offer Document:

Shareholder	Number of shares	Number of theoretical voting rights	% of share capital	% of voting rights
Offeror	59,207,028	117,187,257	90.32%	94.66%
Other shareholders	6,324,694	6,592,984	9.65%	5.33%
Treasury	18,559	18,559	0.03%	0.01%
Total	65,550,281	123,798,800	100%	100%

1.2.4. Acquisitions of Shares in the last 12 months

The Offeror did not acquire any shares in Tarkett in the 12 months before the draft Offer was filed.

1.2.5. Reasons for the Offer

As the Offeror holds more than 90% of the share capital and voting rights of Tarkett, pursuant to Articles 236-3 and 237-1 et seq. of the AMF's general regulation, it has filed with the AMF the draft Public Buy-out Offer, which will be immediately followed by a Squeeze-Out, in order to acquire all of the shares in Tarkett with the exception of Excluded Shares not covered by the Public Buy-out Offer and delist the Company's shares.

The Offer is for the purpose of simplification and organisational efficiency. The Offeror believes that delisting the Company's shares will simplify its operation and remove the regulatory and legislative constraints (including financial communications) and the costs associated with its listing on Euronext Paris.

Furthermore, the listing is of limited use to the Company. Recent acquisitions have shown the Company to be capable of financing its development without turning to the capital markets. In addition, maintaining the listing no longer seems justified given the Company's current shareholding structure and the shares' low trading volume.

The Company's minority shareholders, which represent 9.65% of the Company's share capital, will therefore receive immediate payment in cash for all their shares, on the basis of the Increased Offer Price, while the shares currently have limited liquidity.

Rothschild & Co Martin Maurel, Portzamparc BNP Paribas, Crédit Agricole Midcap Advisors (a wholly-owned subsidiary of CACIB) and Société Générale have performed a valuation of Tarkett shares, a summary of which is reproduced in Section 3 below.

Furthermore, the fairness of the financial terms of the Offer will be the object of a fairness opinion by the Independent Appraiser.

1.3. Intentions of the Offeror over the next 12 months

1.3.1. Industrial, business and financial strategy and future activity

The Offeror, with the help of the Company's current management team, intends to pursue the main strategies implemented by the Company and to continue to develop the Company.

1.3.2. Intentions regarding employment

The Offer forms part of a plan in which the Company's business activities and development are to continue. As a result, it should not result in any particular impact on the Company's workforce, wage policy or human resource management policy.

1.3.3. Intentions of the Offeror regarding the composition of the Company's corporate bodies and management

After the Squeeze-Out is implemented following the Public Buy-out Offer, it is planned that the Company will be turned into a simplified joint-stock corporation for the purpose of simplification.

1.3.4. Dividend distribution policy

The Company did not pay any dividends in respect of the financial years ended 31 December 2023, 2022 and 2021.

After the Offer, the Company's dividend policy and any changes to this policy will continue to be determined by its corporate bodies in accordance with the law and the Company's articles of association, and on the basis of the Company's ability to make distributions, financial position and funding needs.

1.3.5. Synergies

The Offeror is a holding company that was incorporated on 16 April 2021 and its purpose is to own an equity stake in and manage the Company. As a result, the Offeror does not anticipate any cost or revenue synergies with the Company, other than savings resulting from delisting the Company.

1.3.6. Intentions regarding merging or integration

There are no plans for the Offeror to merge with the Company.

1.3.7. Advantages for the Company and the shareholders

The Offeror is offering the Company's shareholders who tender their Shares to the Offer the opportunity to obtain immediate liquidity for all of their interest at an attractive price.

The Increased Offer Price represents a premium of 40,6% and 46,1% to the daily volume-weighted average closing price in the 20 and 60 stock exchange trading sessions preceding the Offer announcement respectively, and a 25,5% premium to the closing price preceding the Offer announcement (February 20, 2025).

Information for assessing the Increased Offer Price is presented in Section 3 of the Draft Offer Document.

1.3.8. Squeeze-out

As the conditions set out in Article L. 433-4 II of the French Monetary and Financial Code and Articles 237-1 *et seq.* of the AMF's general regulation have already been met, the Public Buy-out Offer will be followed immediately by a Squeeze-Out concerning all Shares not tendered to the Public Buy-out Offer, in return for compensation equal to the Increased Offer Price of €17 per share, net of all costs.

It is specified that this procedure will result in the delisting of Tarkett shares from compartment B of Euronext Paris on the day the Squeeze-Out becomes effective.

1.4. Agreements that may materially affect the assessment of the Offer or its outcome

To the Offeror's knowledge, no agreements that may materially affect the assessment of the Offer or its outcome were entered into apart from the liquidity mechanism described in Section 1.4.1 of the Draft Offer Document (the "**Liquidity Mechanism**").

As a reminder, the following agreements entered into within the framework of the Previous Offer remain in force:

- the shareholders' agreement formed between SID and the Investor on 23 April 2021, as described in Section 1.4.2 of the Draft Offer Document; and
- the investment and performance share allotment plan implemented after the Previous Offer by SID and the Investor involving the Offeror for certain executives and senior managers of the Company, as described in Section 1.4.2 of the Draft Offer Document (the "**Plan**").

2. DETAILS OF THE OFFER

2.1. Arrangements of the Offer

In accordance with Articles 231-13, 236-3 and 237-1 of the AMF's general regulation, the Presenting Banks, acting on behalf of the Offeror as presenting institutions, filed the draft Initial Offer with the AMF on 24 February 2025 in the form of a Public Buy-out Offer followed by a Squeeze-Out concerning the Shares in Tarkett not held by the Offeror, as well as the Initial Draft Offer Document. The Increased Offer and the Draft Offer Document at the Increased Offer Price were filed on April 24, 2025, following the increase in the Initial Offer price decided by the Offeror and announced to the market on April 24, 2025.

Portzamparc BNP Paribas, CACIB and Société Générale guarantee, in accordance with Article 231-13 of the AMF's general regulation, the content and irrevocable nature of the undertakings made by the Offeror in connection with the Offer.

In accordance with Articles 236-1 *et seq.* of the AMF's general regulation, the Offeror makes the irrevocable undertaking for a period of ten (10) trading days to offer the Company's shareholders the option of tendering their shares to the Public Buy-out Offer in return for cash of €17 per Share.

Within the framework of the Squeeze-Out, shares not held by the Offeror that are not tendered to the Public Buy-out Offer (apart from the Excluded Shares) will be transferred to it in return for compensation equal to the Increased Offer Price, net of all costs, of €17 per Share.

The draft Offer and the Draft Offer Document remain subject to review by the AMF.

In accordance with Article 231-16 of the AMF's general regulation, a press release setting out the main details of the Offer and how the Draft Offer Document may be obtained will be made public on the Tarkett website (www.tarkett-group.com).

The Draft Offer Document is available to the public free of charge from Tarkett's registered office and from the registered office of the Presenting Banks, and will be posted on the AMF website (www.amf-france.org) and the Tarkett website (www.tarkett-group.com).

The AMF will clear the Offer after it has ensured that it complies with applicable legal and regulatory requirements and will publish its clearance decision on its website (www.amf-france.org). This clearance decision will represent the AMF's approval of the offer document and can only be given after the Company files a draft response document to the Draft Offer Document.

The offer document approved by the AMF and the document containing "Other Information" relating in particular to the legal, financial and accounting characteristics of the Offeror will be available to the public, in accordance with Articles 231-27 and 231-28 of the AMF's general regulation, from the Tarkett's registered office and from the registered office of the Presenting Banks, no later than the day preceding the opening of the Offer. These documents will also be posted on the AMF website (www.amf-france.org) and the Tarkett website (www.tarkett-group.com).

A press release indicating how these documents may be obtained will be published no later than the day preceding the opening of the Offer in accordance with Articles 231-27 and 231-28 of the AMF's general regulation.

Prior to the opening of the Public Buy-out Offer, the AMF will publish a notice announcing the opening and timetable of the Public Buy-out Offer, and Euronext Paris will publish a notice announcing the arrangements and timetable of the Public Buy-out Offer.

2.2. Number and type of shares covered by the Offer

As of the date of the Draft Offer Document, to the Offeror's knowledge, there are a total of 65,550,281 Tarkett Shares, representing 123,798,800 theoretical voting rights, calculated in accordance with Article 223-11 of the AMF's general regulation.

It is specified that as of the date of the Draft Offer Document, the Offeror holds:

- directly: 59,207,028 shares and 117,187,257 voting rights in the Company representing 90.32% of the share capital and 94.66% of theoretical voting rights of the Company; and
- indirectly:
 - 18,559 shares held in treasury by Tarkett;
 - 4,000 Shares held by members of the Deconinck family, acting in concert with the Offeror; and

- 27,768 Free Shares Under Retention (as defined in Section 2.4.1 and covered by the Liquidity Mechanism with Mr Fabrice Barthélemy) held by Mr Fabrice Barthélemy and 4,441 Free Shares Under Retention (as defined in Section 2.4.1 and covered by the Liquidity Mechanism with Mr Raphael Bauer) held by Mr Raphael Bauer.

It is specified that the Offer does not include:

- the 18,559 shares held in treasury by Tarkett; and
- the 32,209 Free Shares Under Retention (these Shares being legally and technically unavailable and cannot be tendered in the Offer).

In total, the Offeror directly and indirectly holds, alone and in concert, 59,261,796 Shares representing, as of the date of the Draft Offer Document, 90.41% of the share capital and 94.72% of the theoretical voting rights of the Company.

The Public Buy-out Offer concerns all Shares not held directly or indirectly by the Offeror that are already in issue (except Excluded Shares) representing, to the Offeror's knowledge, a maximum of 6,292,485 Shares⁴, or 9.60% of the share capital and 5.29% of theoretical voting rights of Tarkett as of the date of the Draft Offer Document, calculated in accordance with Article 233-11 of the AMF's general regulation.

Within the framework of the Squeeze-Out, shares not held by the Offeror will be transferred to the Offeror in return for compensation equal to the Increased Offer Price, net of all costs, apart from shares held in treasury by the Company on the date of the Squeeze-Out and Free Shares Under Retention (6,292,485 shares on the date of the Draft Offer Document).

To the Offeror's knowledge, there are no equity securities or any financial instruments issued by the Company or rights granted by the Company that could give access, either immediately or in the future, to the Company's share capital or voting rights other than the Company's existing shares. There are no current stock option plans or free share award plans within the Company that could give access, either immediately or in the future, to the Company's share capital or voting rights.

2.3. Conditions that apply to the Offer

The Offer is not subject to any requirement to obtain regulatory approval.

2.4. Position of the beneficiaries of free shares and liquidity mechanism

2.4.1. Position of the beneficiaries of free shares

To the Offeror's knowledge, there are no free share plans implemented by the Company as of the date of the Draft Offer Document.

In addition, some Shares currently held by beneficiaries of certain previous free share plans are locked up as of the date of the Draft Offer Document and will remain so until the estimated closing date of the Offer (the "**Free Shares Under Retention**"), including some Shares whose vesting period has ended as of the date of the Draft Offer Document.

⁴ It is specified that the 4,000 Shares held directly by members of the Deconinck family, which are deemed to be held indirectly by the Offeror within the meaning of Article L. 233-9 of the French Commercial Code, are included in the 6,292,485 Shares concerned by the Public Buy-out Offer and will be tendered to the offer.

The Free Shares Under Retention correspond to a maximum of 32,209 Shares under retention in accordance with Article L. 225-197-1 II of the French Commercial Code, under which Tarkett's Supervisory Board has required Tarkett's corporate officers to retain their Shares until the end of their terms of office (the "**Additional Retention Period**");

To the Offeror's knowledge, as of the filing date of the Draft Offer Document and subject to cases of early transferability provided for by law, the Free Shares Under Retention will not be capable of being tendered to the Offer to the extent that the Additional Retention Period has not ended before the closing of the Offer.

2.4.2. Liquidity Mechanism

The Liquidity Mechanism that will be proposed to holders of Free Shares Under Retention is described more fully in Section 1.4.1 of the Draft Offer Document.

2.5. Terms of the Offer

The Offeror makes the irrevocable undertaking to acquire from the Company's shareholders, other than the Offeror and excluding the Excluded Shares, all the Shares concerned by the Public Buy-out Offer that are tendered to the Public Buy-out Offer, at the Increased Offer Price of €17 per share, payable only in cash, for a period of ten (10) trading days.

Apart from the Shares held in treasury and the Free Shares Under Retention, the Shares covered by the Offer that are not tendered to the Public Buy-out Offer will be transferred to the Offeror within the framework of the Squeeze-Out following the Public Buy-out Offer, in return for compensation equal to the Increased Offer Price of €17 per share.

2.6. Adjustment of the Offer terms

Any distribution of a dividend, interim dividend, reserve, issue premium or any other distribution (in cash or in kind) decided by the Company where the ex-date or any capital reduction would take place before the Public Buy-out Offer closes will give rise to a reduction, on a euro-for-euro basis, in the price per share offered in the Increased Offer.

2.7. Procedure for tendering shares to the Public Buy-out Offer

The Public Buy-out Offer will be open for ten (10) trading days, in accordance with Article 236-7 of the AMF's general regulation.

Shares tendered to the Public Buy-out Offer must be freely negotiable and free of any lien, charge, pledge, other guarantee or any restriction on the free transfer of their ownership. The Offeror reserves the right to reject any shares that do not comply with this condition.

Shares held in registered form must be converted into bearer form in order to be tendered to the Public Buy-out Offer. As a result, shareholders whose Shares are in registered form and who wish to tender them to the Public Buy-out Offer must request their conversion into bearer form at the earliest opportunity in order to tender them to the Public Buy-out Offer. Orders to tender shares to the Public Buy-out Offer are irrevocable. It is specified that the conversion of registered shares to bearer shares will result in these shareholders losing the benefits associated with ownership of these shares in registered form.

Shareholders whose Shares are registered in an account managed by a financial intermediary and who wish to tender them to the Public Buy-out Offer must send to the financial intermediary that is the

custodian of their Shares an irrevocable order to tender or sell the Shares at the Increased Offer Price, using the template provided by that intermediary in good time to allow their order to be executed and no later than the day on which the Public Buy-out Offer closes, subject to the processing times of the financial intermediary concerned..

The Public Buy-out Offer will be carried out solely by means of acquisitions on the market in accordance with Article 233-2 of the AMF's general regulation. Tarkett shareholders wishing to tender their Shares to the Public Buy-out Offer must send back their sale order by the last day of the Public Buy-out Offer and settlement will take place as and when orders are executed, two (2) trading days after the execution of each order, it being stipulated that trading fees (including related brokerage fees and VAT) will remain payable by the shareholder selling the Shares in the market.

Portzamparc BNP Paribas, an investment service provider authorised as a market member, will buy the Shares sold in the market on behalf of the Offeror, in accordance with applicable regulations.

The transfer of ownership of Shares tendered to the Public Buy-out Offer and all associated rights (including the right to dividends) will take place on the date of registration in the Offeror's account, in accordance with Article L. 211-17 of the French Monetary and Financial Code.

2.8. Squeeze-Out

In accordance with Articles L.433-4 II of the French Monetary and Financial Code and 237-1 and 237-7 of the AMF's general regulation, after the Public Buy-out Offer, the Shares in the Company that have not been tendered to the Public Buy-out Offer (apart from Excluded Shares) will be transferred to the Offeror (regardless of the country of residence of the holder of said Shares) in return for compensation of €17 per Share in the Company.

The AMF will publish a notice of implementation of the Squeeze-Out and Euronext Paris will publish a notice announcing the timetable for implementation of the Squeeze-Out.

A notice informing the public of the Squeeze-Out will be published by the Offeror in a legal announcements bulletin in the place of the Company's registered office in accordance with Article 237-5 of the AMF's general regulation.

The amount of compensation equal to the Increased Offer Price of €17 will be paid, net of all costs, after the Public Buy-out Offer, into a blocked account opened for this purpose with Uptevia, the centralising agent in charge of compensation payments.

In accordance with Article 237-8 of the AMF's general regulation, unallocated funds corresponding to compensation for the Company's shares for which the beneficial owners are unknown (i.e. unclaimed or similar shares, in particular those of shareholders whose contact details are not known) will be held in custody (and, if applicable, upon request for payment of compensation from the beneficial owners during this period, paid net of all costs by Uptevia on behalf of the Offeror) for a period of ten (10) years from the date of the Squeeze-Out and paid to Caisse des Dépôts et Consignations at the end of this period. These funds will be available to beneficial owners subject to the 30-year limitation period, after which they are transferred to the French government.

It is specified that this procedure will result in the Tarkett shares being delisted from compartment B of Euronext Paris on the day the Squeeze-Out becomes effective.

2.9. Applicable law

This Offer and all related documents are governed by French law. Any dispute or conflict of any kind relating to this Offer will be brought before the competent courts.

2.10. Indicative timetable of the Offer

Prior to the opening of the Offer, the AMF will publish a notice stating the opening and timetable of the Offer, and Euronext Paris will publish a notice announcing the arrangements and opening of the Offer.

An indicative timetable is provided below, which is still subject to review by the AMF:

Date	Main stages of the Offer
24 February 2025	<ul style="list-style-type: none"> - Draft Initial Offer and Initial Draft Offer Document filed with the AMF - Initial Draft Offer Document made available to the public at the registered offices of the Offeror and the Presenting Banks and published on the AMF website (www.amf-france.org) and the Company's website (www.tarkett-group.com) - Publication of the press release on the filing and availability of the Initial Draft Offer Document
24 April 2025	<ul style="list-style-type: none"> - Filing with the AMF of the draft Increased Offer and the Draft Offer Document at the Increased Offer Price of €17 - Publication of the Draft Offer Document at the Increased Offer Price of €17 at the registered offices of the Offeror and the Presenting Banks and on the websites of the AMF (www.amf-france.org) and the Company (www.tarkett-group.com) - Distribution of the press release announcing the filing and availability of the Draft Offer Document at the Increased Offer Price of €17 - Filing of the Company's draft response document with the AMF, including the reasoned opinion of the Company's Supervisory Board and the report of the Independent Appraiser - Company's draft response document made available to the public at the registered office of the Company and posted on the AMF website (www.amf-france.org) and the Company's website (www.tarkett-group.com) - Publication of the press release relating to the filing and availability of the Company's draft response document
23 May 2025	<ul style="list-style-type: none"> - Publication of the AMF's clearance decision relating to the Offer, signifying approval of the Offeror's offer document and the Company's response document. - Approved offer document made available to the public at the registered offices of the Offeror and the Presenting Banks and posted on the AMF website (www.amf-france.org) and the Company's website (www.tarkett-group.com) - Approved response document made available to the public at the registered offices of the Offeror and the Presenting Banks and posted on the AMF website (www.amf-france.org) and the Company's website (www.tarkett-group.com)

26 May 2025	<ul style="list-style-type: none"> - Filing by the Offeror with the AMF of the document “Other information relating to the legal, financial and accounting characteristics” of the Offeror - Document “Other information relating in particular to the legal, financial and accounting characteristics” of the Offeror made available to the public at the registered offices of the Offeror and the Presenting Banks and posted on the AMF website (www.amf-france.org) and the Company’s website (www.tarkett-group.com) - Publication of a press release from the Offeror relating to the offer document and the document “Other information relating in particular to the legal, financial and accounting characteristics” of the Offeror being available - Filing by the Company with the AMF of the document “Other information relating to the legal, financial and accounting characteristics” of the Company - Document “Other information relating in particular to the legal, financial and accounting characteristics” of the Company made available to the public at the registered office of the Company and posted on the AMF website (www.amf-france.org) and the Company’s website (www.tarkett-group.com) - Publication of a press release from the Company relating to the reply document and the document “Other information relating in particular to the legal, financial and accounting characteristics” of the Company being available
27 May 2025	- Opening of the Public Buy-out Offer
9 June 2025	- Close of the Public Buy-out Offer
10 June 2025	- Publication by the AMF and Euronext Paris of the notice stating the result of the Public Buy-out Offer
As soon as possible after the publication of the notice announcing the results of the Public Buy-out Offer	<ul style="list-style-type: none"> - Implementation of the Squeeze-Out - Delisting of Tarkett shares from compartment B of Euronext Paris

2.11. Financing of the Offer

2.11.1. Expenses relating to the Offer

The overall amount of all expenses, costs and disbursements incurred by the Offeror solely in connection with the Offer, including the fees and other expenses of its external financial, legal and

accounting advisors, along with those of appraisers and other consultants, and publicity and communication expenses, is estimated at approximately €2.7 million (excluding VAT).

2.11.2. Arrangements for financing the Offer

On the basis of the Increased Offer Price, the acquisition by the Offeror of all the Shares concerned by the Offer represents a maximum of €106,972,245.00 (excluding commission and associated fees).

The Offeror has sufficient equity capital and credit lines, particularly under its existing credit facilities, to finance the Offer and will carry out additional financing rounds on the market without these being necessary for the financing of the Offer.

2.11.3. Reimbursement of brokerage fees

No expenses will be reimbursed and no commission will be paid by the Offeror to a shareholder tendering their Shares to the Offer, or to any intermediary or any person soliciting the tendering of Shares to the Offer.

2.12. Restrictions on the Offer outside France

No request to register the Offer or to obtain approval has been made to a financial market supervisory authority other than the AMF and no such request will be made.

As a result, the Offer is made to shareholders of the Company located in France and outside France, provided that the local laws to which they are subject allow them to take part in the Offer without the Offeror being required to complete any additional formalities.

The publication of the Draft Offer Document, the Offer, the acceptance of the Offer and the delivery of the Shares may in some countries be subject to specific regulations or restrictions. As a result, the Offer is not addressed to persons subject to such restrictions, either directly or indirectly, and is not capable of being accepted in a country in which the Offer is subject to restrictions.

Neither the Draft Offer Document nor any other document relating to the Offer constitutes an offer to buy or sell financial instruments or a solicitation of an offer in any country in which such offer or solicitation would be illegal, could not be legally made or would require the publication of a prospectus of any other formality in accordance with local financial laws. The holders of securities located outside of France may participate in the Offer only to the extent that such participation is authorised by the local laws to which they are subject.

As a result, persons in possession of the Draft Offer Document are required to inform themselves about any applicable local restrictions and to comply with them. A failure to comply with these restrictions may constitute a violation of applicable stock exchange laws and regulations.

The Offeror will not be liable for the violation of applicable legal or regulatory restrictions by any person.

United States of America

No document relating to the Offer, including the Draft Offer Document, constitutes an extension of the Offer to the United States and the Offer is not being made, directly or indirectly, in the United States, to persons resident in the United States or “US persons” (within the meaning of Regulation S under the U.S. Securities Act of 1933, as amended) by means of postal services or any other means of communication or instrument of trade (including, without limitation, sending by fax, telex, telephone or email) in the United States or by means of the services of a stock exchange in the United

States. As a result, no copies of the Draft Offer Document, and no other documents relating to the Draft Offer Document or to the Offer, can be sent by post, or communicated and disseminated via an intermediary or any other person in the United States in any way. No shareholders of the Company will be able to tender their shares to the Offer if they are not able to certify that (i) they are not a US Person; (ii) they have not received in the United States a copy of the Draft Offer Document or any other document relating to the Offer, and that they have not sent such documents in the United States; (iii) they have not used, directly or indirectly, postal services, telecommunications or other instruments of trade or the services of a stock exchange in the United States in connection with the Offer; (iv) they were not in the United States when they accepted the terms of the Offer, or sent their order to transfer shares; and (v) they are not an agent or representative acting on behalf of a principal that sent their instructions outside the United States. Approved intermediaries may not accept orders to tender shares that have not been made in accordance with the above requirements, unless there is any authorisation or instruction on the contrary from or for the Offeror, at the Offeror's discretion. Any acceptance of the Offer that may be assumed to result from a breach of these restrictions will be deemed invalid.

The Draft Offer Document does not constitute an offer to buy or sell or a solicitation for an order to buy or sell securities in the United States, and has not been filed with the United States Securities and Exchange Commission.

For the purposes of the above two paragraphs, the United States refers to the United States of America, their territories and possessions, or any of these States and the District of Columbia.

3. SUMMARY OF THE ASSESSMENT OF THE INCREASED OFFER PRICE

The Increased Offer Price proposed by the Offeror is €17.00. Based on the valuation work described in Section 3 of the Draft Offer Document, the Increased Offer Price presents the following premiums:

	Value per Share ¹ (€)	Premium induced by Offer Price (%)
Offer price per Share (€)	17,0	-
Principal methods used		
Stock market references		
Closing price prior to project announcement ²	13,6	+25,5%
VWAP - 20 days	12,1	+40,6%
VWAP - 60 days	11,6	+46,1%
VWAP - 120 days	11,1	+53,7%
VWAP - 250 days	10,7	+58,8%
DCF		
Mid-range of the company's business plan	12,5	+36,3%
Top of the range of the company's business plan	13,5	+25,8%
Bottom of the range of the company's business plan	11,5	+47,7%
Indicative methods		
Target prices CIC		
Target price (12 December 2024)	10,0	+70,0%
Stock market comparables		
EV / EBIT 2025	15,6	+9,3%
EV / EBIT 2026	13,8	+23,2%
Stock market comparables (at April 22, 2025)		
EV / EBIT 2025	13,5	+25,9%
EV / EBIT 2026	11,8	+43,6%

Notes: ¹ Value per share based on 65,531,722 shares, excluding 18,889 treasury shares. ² February 20, 2025

Important Notice

This press release has been prepared for information purposes only. This press release does not constitute a public offer (*offre au public*). Dissemination of this press release, the Offer and its acceptance may be subject to specific regulations or restrictions in some countries.

The Offer is not addressed to persons directly or indirectly subject to such restrictions and may not be accepted in any way from a country in which the Offer is subject to such restrictions. This press release shall not be distributed in these countries. Therefore, persons in possession of this press release must inform themselves about and comply with any local restrictions that may apply.

Tarkett Participation declines any responsibility resulting from any breach of these restrictions by any person.