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



INITIATED BY

TARKETT PARTICIPATION



This press release was prepared by Tarkett and issued in accordance with the provisions of Article 231-26, II of the general regulations of the Autorité des marchés financiers (the “AMF”).

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

IMPORTANT DISCLOSURE

In accordance with the provisions of Articles 231-19 and 261-1 et seq. of the AMF's general regulation, the report issued by Finexsi – Expert & Conseil Financier, acting as an independent appraiser, is included in this draft response document.

The draft response document filed with the AMF on April 24, 2025 (the “**Draft Response Document**”) is available on the Tarkett (www.tarkett-group.com) and AMF (www.amf-france.org) websites and can be obtained free of charge upon request from:

Tarkett

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

In accordance with the provisions of Article 231-28 of the AMF's general regulation, the information relating to the legal, financial and accounting characteristics of Tarkett will be filed with the AMF and made available to the public, at the latest on the day before the opening of the public buy-out offer, in accordance with the same terms as the Draft Response Document.

A press release will be issued, at the latest the day before the public buy-out offer opens, to inform the public of how this information will be made available.

1. OVERVIEW OF THE MAIN TERMS AND CONDITIONS OF THE OFFER

1.1. Description of the Offer

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 euros to 17 euros per Share (the "**Increased Offer Price**") payable entirely in cash, subject to the conditions described in further detail in the Draft Offer Document..

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

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 (the "**Draft Offer Document**").

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.

As of the date of the Draft Response 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

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.

The draft offer, the draft offer document and the draft response document remain subject to review by the AMF
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- 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 1.3.3.1 of the Draft Response Document and covered by the Liquidity Mechanism entered into with Mr Fabrice Barthélemy) held by Mr Fabrice Barthélemy and 4,441 Free Shares Under Retention (as defined in Section 1.3.3.1 of the Draft Response Document and covered by the Liquidity Mechanism entered into 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**”).

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 Response 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.

As of the date of this Draft Response Document, 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.

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.

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The characteristics of the Offer are described in further detail under section 2 of the Draft Offer Document.

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 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.

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The Company reiterates, as stated in the Company's 2024 universal registration document, that it considers Mr. Didier Michaud-Daniel to be independent of Tarkett Participation within the meaning of recommendation 10.5 of the Afep-Medef code, as the Company considers that he meets all the criteria.

1.2.2. 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 this 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.

1.3. Main characteristics of the Offer

1.3.1. Main terms and conditions of the Offer

The Initial Draft Offer Document was filed with the AMF on 24 February 2025 by the Presenting Banks, acting on behalf of the Offeror as presenting institutions, in accordance with the provisions of Articles 231-13, 236-3 and 237-1 of the AMF's general regulation. A filing of the draft Increased Offer and of the Draft Offer Document at the Increased Offer Price was carried out on 24 April 2025, as a result of the increase in the price of the Initial Offer decided by the Offeror and announced to the market on 24 April 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.

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.

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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 prepared by the Offeror and of the response document prepared by the Company.

In the event the AMF issues a clearance decision, the response document approved by the AMF and the document containing "Other Information" relating in particular to the legal, financial and accounting characteristics of Tarkett will be posted on the AMF website (www.amf-france.org) and the Tarkett website (www.tarkett-group.com) and will be made available to the public free of charge, no later than the day preceding the opening of the Offer.

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.

1.3.2. Number and type of shares covered by the Offer

As of the date of the Draft Response 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 1.3.3.1 of the Draft Response Document and covered by the Liquidity Mechanism entered into with Mr Fabrice Barthélemy) held by Mr Fabrice Barthélemy and 4,441 Free Shares Under Retention (as defined in Section 1.3.3.1 of the Draft Response Document and covered by the Liquidity Mechanism entered into 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 Response 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 Response Document, calculated in accordance with Article 233-11 of the AMF's general regulation.

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 draft offer, the draft offer document and the draft response document remain subject to review by the AMF
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As of the date of this Draft Response Document, 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.

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

1.3.3.1. Position of the beneficiaries of free shares

As of the date of this Draft Response Document, 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 Response 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 Response Document.

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**");

The Offeror declared that, 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.

1.3.3.2. Liquidity Mechanism

The Offeror offered holders of Free Shares Under Retention the option of entering into agreements to buy and sell their Free Shares Under Retention to enable them to benefit from cash for the Shares that could not be tendered to the Public Buy-out Offer or transferred within the framework of the Squeeze-Out (the "**Liquidity Mechanism**").

Under the Liquidity Mechanism, the Offeror will grant to each holder of Free Shares Under Retention a call option, exercisable from the date the Shares subject to a Liquidity Mechanism become transferable due to the end of the legal lock-up period, and each holder of Free Shares Under Retention will grant a put option to the Offeror, exercisable from the end of the exercise period of the call option and only if that call option is not exercised.

It is specified that the promises made under the Liquidity Mechanism must be exercised before the end of 2025, taking into account the Offeror's intention to transform the Company into a *société par actions simplifiée* (simplified joint-stock company), as described in section 1.3.3 of the Draft Offer Document.

Taking into account the duration of the promises made, the exercise price per Free Share Under Retention will be equal to the Increased Offer Price.

The Free Shares Under Retention, covered by the Liquidity Mechanism, are equivalent to the Shares held by the Offeror in accordance with Article L. 233-9 I, 4 of the French Commercial Code, and will not be concerned by the Squeeze-Out.

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

The Draft Offer Document states that 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.

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 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.

1.3.5. 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 detailed terms of the Squeeze-out are described in section 2.8 of the Draft Offer Document.

1.3.6. Restrictions on the Offer outside France

Section 2.12 of the Draft Offer Document indicates that:

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- 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.

The restrictions concerning the Offer outside France described in section 2.12 of the Draft Offer Document apply to the Draft Response Document.

As a result, persons in possession of the Draft Offer Document and/or the Draft Response 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 Response 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 Response Document, and no other documents relating to the Draft Response 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,

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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 Response 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.

1.3.7. Timetable of the Offer

Prior to the opening of the Offer, the AMF will publish a notice announcing the opening date and the timetable for the Offer.

An indicative timetable is provided in section 2.10 of the Draft Offer Document prepared by the Offeror.

2. REASONED OPINION OF THE COMPANY'S SUPERVISORY BOARD

2.1. Composition of the Supervisory Board

As of the date of the Draft Response Document, the Supervisory Board of Tarkett is currently composed of:

- Mr. Eric La Bonnardière, Chairman of the Supervisory Board;
- Mr. Julien Deconinck, Vice-chairman of the Supervisory Board;
- Mr. Nicolas Deconinck, member of the Supervisory Board;
- Mrs. Marie Deconinck, member of the Supervisory Board;
- Mrs. Marine Charles, member of the Supervisory Board;
- Mrs. Tina Mayn, member of the Supervisory Board;
- Mr. Didier Michaud-Daniel, independent member of the Supervisory Board;
- Mrs. Sabine Roux de Bézieux, independent member of the Supervisory Board;
- Mrs. Caroline Tith, member of the Supervisory Board representing employees;
- Mr. Philippe Willion, member of the Supervisory Board representing employees;
- Mr. Bernard-André Deconinck, observer (*censeur*); et
- Mr. Claude Ehlinger, observer (*censeur*).

2.2. Summary of the Supervisory Board's previous decisions regarding the Offer

The members of the Company's Supervisory Board met on 24 January 2025 to review the Offer contemplated by the Offeror. In accordance with the provisions of Article 261-1 of the AMF general regulation, the Supervisory Board, at this meeting, established an ad hoc committee composed of Mr. Didier Michaud-Daniel (*Président*) and Mrs. Sabine Roux de Bézieux as independent members, and Mrs. Marine Charles.

The ad hoc committee, after receiving two proposals from independent appraisers, decided to appoint Finexsi – Expert & Conseil Financier to ensure, in particular, a consistent approach in valuing the Company in line with the Previous Offer.

The Supervisory Board of the Company, upon the recommendation of the ad hoc committee and in accordance with the provisions of Article 261-1, I, 1°, 2°, 4° and II of the AMF's general regulation, has decided to appoint Finexsi – Expert & Conseil Financier, represented by Mr. Olivier Péronnet and Mr. Olivier Courau, as Independent Appraiser, with the task of issuing a report on the financial terms of the Offer.

The ad hoc committee has been instructed to supervise the work of the Independent Appraiser and to provide the Company's Supervisory Board with recommendations concerning the Offer.

The establishment of the ad hoc committee and the appointment of the Independent Appraiser were the subject of a press release published by the Company on 20 February 2025, concomitantly with the announcement of the Offer by the Offeror.

The members of the Company's management team and the ad hoc committee were able to discuss matters with the Independent Expert on several occasions and monitor the progress of his work. Details of these discussions can be reviewed in the Independent Appraiser's report.

At its meeting of 20 February 2025, the members of the Supervisory Board:

- have reviewed the main characteristics of the Offer; and
- upon the recommendation of the ad hoc committee, welcomed the draft Offer in its principle and approved the draft press release that could be published jointly by the Company and the Offeror on the Company's website upon the announcement of the draft Offer, as of 20 February 2025, after the close of trading.

2.3. Reasoned opinion of the Supervisory Board

In accordance with the provisions of article 231-19 of the AMF's general regulation, the members of the Company's Supervisory Board met on 24 April 2025, under the chairmanship of Mr. Eric La Bonnardière, chairman of the Supervisory Board, in order to review the draft Offer and to issue a reasoned opinion on the interest and consequences of the draft Offer for the Company, its shareholders and its employees. All the members of the Supervisory Board were present in person or by videoconference.

Prior to the meeting, the members of the Supervisory Board were provided with:

- the Initial Draft Offer Document filed by the Offeror with the AMF on 24 February 2025 and the Draft Offer Document filed with the AMF on 24 April 2025, including the context and the reasons for the Offer, the intentions of the Offeror, the characteristics of the Offer and the elements for assessing the Increased Offer Price;

The draft offer, the draft offer document and the draft response document remain subject to review by the AMF

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- the draft reasoned opinion prepared by the ad hoc committee in accordance with article 261-1, III of the AMF's general regulation;
- the report of Finexsi, the Independent Appraiser; and
- the Draft Response Document of the Company prepared in accordance with article 231-19 of the AMF's general regulation.

The Supervisory Board of the Company, at the said meeting of 24 April 2025, has therefore issued the following reasoned opinion by the unanimity of its members, including the members who participate in the work of the ad hoc committee, the other members of the Supervisory Board agreeing with the opinion of the ad hoc committee:

« The President reminds the members of the Supervisory Board that they have been convened following the filing with the Autorité des marchés financiers (the “AMF”) of a proposed public buy-out offer (the “Public Buy-out Offer”) which will be immediately followed by a squeeze-out (the “Squeeze-Out” and, together with the Public Buy-out Offer, the “Offer”) by Tarkett Participation (the “Offeror”), with a view to acquiring all of the Company's existing shares not held, directly or indirectly, by the Offeror (with the exception of the shares held by the Company as treasury shares and unavailable free shares).

The President states that 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”) were filed with the AMF on 24 February 2025 on behalf of the Offeror. The Offeror indicated that it is considering an increase of the price of the Initial Offer to 17 euros per share (the “Increased Offer Price”). The Initial Draft Offer Document has been amended to reflect the Increased Offer Price (the “Draft Offer Document”). This Offer at the Increased Offer Price (the “Increased Offer”) and the Draft Offer Document respectively supersede the Initial Offer and the Initial Draft Offer Document.

The President recalls that the following documents were made available to the members of the Supervisory Board prior to the meeting:

- *the Initial Draft Offer Document filed by the Offeror with the AMF on 24 February 2025 and the Draft Offer Document that will be filed by the Offeror with the AMF concurrently with the filing of the draft response document prepared by the Company, containing, in particular, the context and the reasons for the Increased Offer, the intentions of the Offeror, the terms and conditions of the Increased Offer (including an indicative timetable), as well as the elements for assessing the Increased Offer Price;*
- *the draft response document of the Company, it being specified that in accordance with the applicable rules, the filing of said draft response document would be followed by the publication, by the Company, of a press release summarizing the main characteristics of the draft response document;*
- *the report dated 24 April 2025 outlining the opinion of Finexsi – Expert & Conseil Financier, acting as an independent appraiser appointed in accordance with the provisions of Article 261-1, I, 1°, 2° and 4° and II of the AMF's general regulation and represented by Messrs. Olivier Peronnet and Olivier Courau (the “Independent Appraiser”), on the fairness of the financial terms of the Offer; and*
- *the draft reasoned opinion prepared by the ad hoc committee on the interest of the Increased Offer for the Company, its shareholders and its employees, in accordance with Article 261-1, III of the AMF General Regulations.*

The President states that it is the responsibility of the Supervisory Board, in accordance with Article 231-19 of the AMF's general regulation, to issue a reasoned opinion on the merits of the Offer and its consequences for the Company, its shareholders and its employees.

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1. Overview of the establishment of the ad hoc committee and the appointment of the Independent Appraiser.

The President recalls that, in accordance with the provisions of Article 261-1, III of the AMF's general regulation, the Supervisory Board, at its meeting on 24 January 2025, set up an ad hoc committee (the "Ad Hoc Committee") responsible for proposing to the members of the Supervisory Board the appointment, under the conditions set out in AMF's instruction 2006-08, the independent appraiser in charge of preparing a report on the financial conditions of the Offer, monitor the work of this independent appraiser, ensuring the proper conduct of the appraisal mission and the due diligence that the latter must implement, in particular by ensuring access to the information he needs; and issue a recommendation to the Supervisory Board on the merits of the Offer for the Company, its employees and its shareholders and on the merits of the shareholders tendering their shares to the Offer.

The Ad Hoc Committee is composed of Mr. Didier Michaud-Daniel (President) and Mrs. Sabine Roux de Bézieux, as independent members, and Mrs. Marine Charles.

The members of the Ad Hoc Committee, after deliberation, decided to propose to the Supervisory Board that Finexsi – Expert & Conseil Financier be appointed as independent appraiser, given its experience in similar assignments. On January 24, 2025, the Company's Supervisory Board decided, on the recommendation of the ad hoc committee, to appoint Finexsi – Expert & Conseil Financier as independent appraiser to prepare a report on the financial terms of the Offer pursuant to Article 261-1, I, 1°, 2° and 4° and II of the AMF's general regulations.

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..

The Company reiterates, as stated in the Company's 2024 universal registration document, that it considers Mr. Didier Michaud-Daniel to be independent of Tarkett Participation within the meaning of recommendation 10.5 of the AfeP-Medef code, as the Company considers that he meets all the criteria.

The members of the Ad Hoc Committee also decided to appoint Brandford Griffith & Associés as legal advisor to assist the committee with the offer.

2. Work of the Ad Hoc Committee

Mr. Didier Michaud-Daniel, in his capacity as president of the Ad Hoc Committee, then reports on his mission and briefly summarizes the work accomplished by the Ad Hoc Committee.

(i) Work of the Ad Hoc Committee and monitoring of the work of the Independent Appraiser

Between 24 January 2025 and 24 April 2025, the Ad Hoc Committee met 10 times, at the Company's registered office or by videoconference. The members of the Ad Hoc Committee exchanged views with the Independent Expert throughout the process in the context of regularly convened meetings and during informal exchanges.

The members of the Ad Hoc Committee met for the purposes of their mission:

- on 24 January 2025, the Ad Hoc Committee, having reviewed the profiles of several independent appraisers prior to the meeting and, based on their profiles, decided to recommend to the Supervisory Board the appointment of Finexsi – Expert & Conseil Financier, which was approved by the Supervisory Board on 24 January 2025;*

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- *on 11 February 2025, the Ad Hoc Committee met with the Company's Management Board to discuss the exchanges that had taken place between the Management Board and the Independent Appraiser, particularly with regard to the Company's business plan, which had been unanimously approved by the Supervisory Board on 12 December 2024;*
- *on 17 February 2025, the Ad Hoc Committee met with the Independent Appraiser and the Bredin Prat firm to review the preliminary work of the Independent Appraiser in connection with the Offer and to discuss in detail the financial terms and conditions of the proposed Offer and its consequences for the Company. The Independent Appraiser presented the initial elements for assessing the Company's valuation, and the members of the Ad Hoc Committee had the opportunity to ask questions and discuss the valuation methods and assumptions used;*
- *on 19 February 2025, the Ad Hoc Committee held an internal discussion on the preliminary work presented by the Independent Appraiser and the valuation assumptions and provisional values retained;*
- *on 20 February 2025, the Ad Hoc Committee met to review the progress to date regarding the preliminary evaluation work of the Independent Appraiser in the context of the Offer and to discuss the different valuation methods used to assess the Initial Offer price;*
- *on 3 March 2025, the Ad Hoc Committee met to consider the arguments raised in the letters received from minority shareholders that were forwarded to the members of the Ad Hoc Committee, as well as the appropriate answers to these questions. The Independent Appraiser also presented the progress of his evaluation work.*

Following this meeting, the Independent Appraiser shared with the members of the Ad Hoc Committee the additional letters received from minority shareholders, including a letter dated 27 February 2025 from the management company Tweedy, Browne Company LLC, a significant minority shareholder of the Company. This letter raised concerns regarding the inadequacy of the Initial Offer price in a context of a significant improvement in the Company's financial metrics (revenue, EBITDA and net debt) and a challenge to the factors used to assess the Initial Offer price presented by the presenting banks in the Offeror's Initial Draft Offer Document, in particular with regard to (i) the decision to use only the DCF method as the main method and to use the stock market comparables method on an indicative basis, even though there are comparable companies and this method was used during the OPAS in 2021, (ii) the lack of relevance of the stock market price as a reference for the Company's value, particularly in view of, according to the author, a lack of liquidity of the Tarkett share on the market, and (iii) certain adjustments to the net debt that had not been included in the assessment of the offer price in 2021. The author also points out that the multiple that was applied to calculate the price of the directors' shares under the free share plan (8.1x EBITDA minus financial debt) results in a higher share value than the Initial Offer price (€27.93 under this method).

- *on 19 March 2025, the Ad Hoc Committee met again to review the additional letters received from minority shareholders and to examine the arguments raised and the appropriate answers to provide, in the presence of the Independent Appraiser;*
- *on 31 March 2025, the Ad Hoc Committee met to review the progress of the draft Offer with the law firm Brandford Griffith & Associé;*
- *on April 2, 2025, the Ad Hoc Committee met to review the draft evaluation report of the Independent Appraiser;*
- *on 24 April 2025, the Ad Hoc Committee held a meeting prior to the Supervisory Board meeting called to issue its reasoned opinion on the Offer, with the participation of the Independent Appraiser. The Independent Appraiser presented the conclusions of his report to the Ad Hoc Committee and discussed his work and the responses to the minority shareholders' observations with the members of the Ad Hoc Committee. The Independent Appraiser stated*

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in particular that his report concluded that the Offer at the Increased Offer Price was fair. The Ad Hoc Committee ensured that all letters from minority shareholders were addressed in the Independent Appraiser's report. During this meeting, the Ad Hoc Committee (i) reviewed the Independent Appraiser's final report and (ii) finalized its recommendations and the draft reasoned opinion.

During its meetings, the Ad Hoc Committee ensured that the Independent Appraiser had all the information required to carry out his mission and that he was able to conduct his work under satisfactory conditions.

The Ad Hoc Committee noted that the Independent Appraiser had access, as part of his mission, to the Company's business plan, which was drawn up according to the usual procedures and approved by the Supervisory Board under the same procedures and to all information necessary for the fulfilment of its mission, and that it had been able to carry out its work in satisfactory conditions.

The timetable of discussions between the Ad Hoc Committee and the Independent Appraiser is included in the appraisal report by Finexsi – Expert & Conseil Financier.

The Ad Hoc Committee also states that it has not been informed of, nor has it identified, any evidence that might cast doubt on the proper conduct of the Independent Appraiser's work.

(ii) Conclusions of the Independent Appraiser's report

The President hereby presents to the Supervisory Board the conclusions of the report drawn up by Finexsi – Expert & Conseil Financier under the supervision of the Ad Hoc Committee, and appointed in accordance with the provisions of Article 261-1, I, 1°, 2° and 4° and II of the AMF's general regulation:

« This Public Buy-out Offer at a price of €17.0 per share will be followed by a Squeeze-Out, with compensation equal to the Offer price.

We consider the DCF approach to be the most appropriate method for estimating the intrinsic value of Tarkett shares. The Offer price represents a premium of 10.8% over the central value derived from this method, based on the management's business plan, which appears broadly balanced in an uncertain and volatile macroeconomic environment, particularly marked by the increase in customs duties recently announced by the US government.

The highest value under this method (€16.8) factors in an improvement in the situation in Russia and remains below the Offer price, which thus gives shareholders full value without having to bear the full risk of a slowdown in business in Russia.

The Offer price represents a premium of 25.5% over the last stock market price prior to the announcement of the Offer, and a premium of 44.4% over the average stock market price over the last 60 days, it being specified that this reference is presented on a secondary basis due to low liquidity with limited free float turnover.

The DCF valuation range is corroborated by the results of the market comparison method, used as a secondary method due to a limited sample with limited comparability with the Company. Based on this criterion, the Offer price represents premiums of between 11.5% and 26.0% based on EBIT multiples, and premiums/discounts of between -0.2% and 9.1% based on EBITDA-CAPEX multiples.

The review of agreements that could have a significant impact on the valuation or outcome of the Offer, as presented in the draft offer document, namely (i) the liquidity mechanism, and (ii) the amendments to other agreements entered into in connection with the 2021 OPAS (Shareholders' Agreement and compensation mechanism for certain executives),

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did not reveal any provisions that, in our opinion, would call into question the fairness of the Offer from a financial point of view.

Consequently, as of the date of this report, we are of the opinion that the Offer price of €17.0 per share proposed in connection with the Squeeze-Out is fair from a financial point of view for Tarkett shareholders. »

3. Main written observations received from shareholders pursuant to stock market regulations

The president of the Ad Hoc Committee indicates that, since filing of the Offer by the Offeror on 24 February 2025, the Independent Appraiser has received and/or that the AMF has forwarded to the Independent Appraiser written observations from 35 minority shareholders.

An analysis and assessment of these observations by minority shareholders is included in the report drawn up by Finexsi – Expert & Conseil Financier.

4. Reasoned opinion proposed by the Ad Hoc Committee

On 24 April 2025, the Ad Hoc Committee finalized its recommendation to the Supervisory Board, particularly with regard to the draft report of the Independent Appraiser. It communicates the terms thereof to the members of the Supervisory Board.

- With regard to the interest of the Offer for the Company

The Ad Hoc Committee notes that the proposed Offer is of strategic interest to Tarkett in several respects.

The Ad Hoc Committee has taken note of the Offeror's intentions, as described in the Draft Offer Document, and in particular the Offeror's intention, with the help of the Company's current management team, to pursue the main strategies implemented by the Company and to continue to develop the Company.

The Ad Hoc Committee notes that the purpose of the proposed Offer notably is to delist Tarkett, with a view to simplifying its operational functioning, and has taken note of the Offeror's willingness for the Company to be transformed into a simplified joint-stock corporation for the purpose of simplification.

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

Finally, the Ad Hoc Committee emphasizes that the Initiator indicated in its Draft Offer Document that will be filed on 24 April 2025 that (i) 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 and (ii) there are no plans for the Offeror to merge with the Company.

In view of the above, the Ad Hoc Committee deems the Offer to be in the Company's interest.

- With regard to the interest of the Offer for the shareholders

The Ad Hoc Committee acknowledges that the Offeror proposes to acquire, in cash and at a price of 17 euros per share, all the shares of the Company that it does not hold as of the date of filing of the Offer (excluding treasury shares and free shares under retention).

The Ad Hoc Committee recalls that insofar as the Offeror already holds more than 90% of the share capital and voting rights of the Company, the proposed Public Buy-out Offer will be immediately followed, regardless of the

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outcome, by the Squeeze-Out targeting all of the Company's shares not yet held by the Offeror upon completion of the Public Buy-out Offer.

The Ad Hoc Committee has taken note of the assessment of the Increased Offer Price of 17 euros per share provided by the presenting institutions of the Offer in the Draft Offer Document of the Offeror.

The Ad Hoc Committee has reviewed the report prepared by Finexsi – Expert & Conseil Financier in its capacity as Independent Appraiser, together with its analysis, and has determined that the Increased Offer Price proposed by the Offeror is fair from a financial point of view to the Company's shareholders.

The Committee acknowledges that the firm Finexsi – Expert & Conseil Financier states in its report that the price of 17 euros per share offered to the Company's minority shareholders as part of this Offer:

- is fair from a financial standpoint for Tarkett shareholders;*
- represents a premium of 10.8% over the central value derived from this method, based on the management's business plan, which appears broadly balanced in an uncertain and volatile macroeconomic environment, particularly marked by the recent announcement of increased tariffs by the US government;*
- represents a premium of 25.5% over the last stock market price prior to the announcement of the Offer, and a premium of 44.4% over the average stock market price over the last 60 days; and*
- reflects premiums of between 11.5% and 26.0% based on EBIT multiples, and premiums/ discounts of between -0.2% and 9.1% based on EBITDA-CAPEX multiples.*

Finally, the Company or the members of the Ad Hoc Committee have received letters or emails from minority shareholders regarding the Offer, relating in particular to (i) the comparison of the Initial Offer price with the 2021 offer price in relation to an improvement of the financial performance since 2021, (ii) the situation in Russia and the depreciation of assets, (iii) the comparison of the Initial Offer price with the share buyback price for minority shareholders, (iv) the valuation method applied and (v) the independence of the Independent Appraiser. The Ad Hoc Committee has examined these communications and ensured that they are subject to a specific review by the Independent Appraiser, who has discussed these matters with the Company and the Offeror. The Independent Appraiser's discussions with the minority shareholders and the responses to their observations are included in section 10 of his report. The Ad Hoc Committee is satisfied with the responses provided by the Independent Appraiser.

The Ad Hoc Committee therefore considers that the Offer represents an opportunity for shareholders to benefit from immediate liquidity, under pricing conditions considered to be fair by the Independent Appraiser.

The Ad Hoc Committee also notes the absence of provisions in related agreements and transactions that could be detrimental to the interests of minority shareholders.

- With regards to the interest of the Offer for the employees

The Ad Hoc Committee acknowledges that the Offeror has indicated that the draft Offer is part of a strategy of continuing the activity and development of the Company.

In addition, the Offeror has stated that the Offer should not result in any particular impact on the Company's workforce, wage policy or human resource management policy.

The Ad Hoc Committee notes that the Company's employee representative bodies were informed of the draft Offer on 21 February 2025. The draft Offer did not raise any substantial questions from the members of Tarkett's employee representative bodies.

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In view of the above, the Ad Hoc Committee considers that the Offer as described in the Offeror's Draft Offer Document is in the interests of the Company's employees and should not entail any specific consequences in terms of employment.

*Having reviewed the work of the Independent Appraiser and the aforementioned information, the Ad Hoc Committee, by unanimous vote of its members, **recommends** that the Supervisory Board conclude that the Offer is in the interest of the Company, its shareholders and its employees.*

5. Deliberation and opinion of the Supervisory Board

In view of the elements submitted and in particular (i) the objectives and intentions expressed by the Offeror, (ii) the valuation elements prepared by the presenting institutions Rothschild & Co Martin Maurel, Portzamparc BNP Paribas, Crédit Agricole Corporate and Investment Bank and Société Générale, (iii) the conclusions of the Independent Appraiser's report on the financial conditions of the Offer, including its responses to the written comments received from the minority shareholders, (iv) the conclusions of the review work of the Ad Hoc Committee, and (v) the elements set out above, the Supervisory Board, after deliberation, by unanimous vote of its members present or represented, including the independent members who participate in the work of the Ad Hoc Committee, the other members of the Supervisory Board agreeing with the opinion of the Ad Hoc Committee considers that the Offer is in line with the interests of the Company, its shareholders and its employees and decides:

- ***to issue***, in the light of the work, conclusions and recommendations of the Ad Hoc Committee, a favorable opinion on the proposed Offer, as presented to it;
- accordingly, ***to recommend*** to the Company's shareholders to tender their shares to the Offer;
- ***to acknowledge***, as necessary, the fact that the treasury shares held by the Company and the free shares under retention are not covered by the Offer, and ***to confirm***, as necessary, that the Company will not tender the treasury shares to the Offer;
- ***to approve*** the draft response document of the Company as presented;
- ***to authorize***, as necessary, the President of the Management Board to:
 - *finalize the draft response document pertaining to the Offer, as well as any document that may be necessary in the context of the Offer, and in particular the document "Other Information" relating to the legal, financial and accounting characteristics of the Company;*
 - *draft, sign and file with the AMF all documentation required in connection with the Offer;*
 - *sign all statements required as part of the Offer; and*
 - *more generally, take all steps and measures necessary or useful for the completion of the Offer, including entering into and signing, in the name and on behalf of the Company, all transactions and documents necessary and related to the completion of the Offer, including any press release. »*

3. INFORMATION OF THE EMPLOYEE REPRESENTATIVE BODIES

The Company's employee representative bodies were informed of the draft Offer on 21 February 2025. On this occasion, they were presented with the content of the Offer and the Offer timetable.

The draft Offer did not raise any substantial questions.

4. INTENTIONS OF THE MEMBERS OF THE SUPERVISORY BOARD OF THE COMPANY

In accordance with article 17 of the Company's articles of association and article 2.8 of the internal regulations of the supervisory board of the Company dated 12 December 2024, which require each member of the Supervisory Board to hold 1,000 shares in the Company, each member of the Supervisory Board directly holds at least 1,000 shares, except Marie Deconinck.

The members of the Company's Supervisory Board who attended the meeting at which the Supervisory Board issued its reasoned opinion reproduced in Section 2 of the Draft Response Document stated their intentions as follows:

Name	Position	Number of Shares held at the date of the reasoned opinion	Intention
Mr. Eric La Bonnardière	Chairman of the Supervisory Board	1,000	Contribution of his Shares to the Offer
Mr. Julien Deconinck	Vice-chairman of the Supervisory Board	1,000	Contribution of his Shares to the Offer
Mr. Nicolas Deconinck	Member of the Supervisory Board	1,000	Contribution of his Shares to the Offer
Mrs. Marie Deconinck	Member of the Supervisory Board	0	N/A
Mrs. Marine Charles	Member of the Supervisory Board	1,000	Contribution of her Shares to the Offer
Mrs. Tina Mayn	Member of the Supervisory Board	1,000	Contribution of her Shares to the Offer
Mr. Didier Michaud-Daniel	Member of the Supervisory Board	1,000	Contribution of his Shares to the Offer
Mrs. Sabine Roux de Bézieux	Member of the Supervisory Board	1,000	Contribution of her Shares to the Offer
Mrs. Caroline Tith	Member of the Supervisory Board representing employees	N/A	N/A
Mr. Philippe Willion	Member of the Supervisory Board representing employees	N/A	N/A
Mr. Bernard-André Deconinck	Observer	N/A	N/A
Mr. Claude Ehlinger	Observer	N/A	N/A

5. INTENTIONS OF THE COMPANY WITH REGARD TO THE TREASURY SHARES

As at the date of this Draft Response Document, Tarkett hold 18,559 of its own shares.

The Supervisory Board of 24 April 2025 acknowledged that the 18,559 treasury shares held by the Company are not covered by the Offer and acknowledged, as necessary, that the Company will not tender them to the Offer.

6. AGREEMENTS THAT MAY AFFECT MATERIALLY THE ASSESSMENT OF THE OFFER OR ITS OUTCOME

Except as otherwise provided with respect to the various agreements mentioned in Section 6 of the Draft Response Document, the Company is not aware of any other agreement and is not party to any other agreement related to the Offer or that could have a material effect on the assessment of the Offer or its outcome.

6.1. Liquidity Mechanism

The Liquidity Mechanism available to holders of Free Shares Under Retention is described in further detail in Section 1.3.3.2 of the Draft Response Document and in section 1.4.1 of the Draft Offer Document.

6.2. Other agreements of which the Company is aware

As a reminder, as of the date of the Draft Response Document, 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 amended, governing relations between SID and the Investor regarding the Offeror and the subsidiaries it controls (including the Company) for a period of 15 years (the “**Shareholders' Agreement**”). It is specified that the main terms of the Shareholders' Agreement remain unchanged from what was described in the offer document relating to the Previous Offer, apart from the agreement of the parties to the Shareholders' Agreement to have a slightly lower rate of independence on the Company's Supervisory Board than that recommended by the Afep-Medef Code; 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 (the “**Plan**”). To make the Plan more attractive in a challenging economic context for the Group and help retain talent, the Offeror amended the Plan in July 2024. In particular, aside from the exit cases, the Plan beneficiaries now benefit from partial liquidity in portions of one third of the ordinary shares they hold in the fifth, sixth and seventh years of their investment. The other main terms of the Plan mentioned in the offer document relating to the Previous Offer remain unchanged from what was described, and additional allotments have been carried out⁵.

7. REPORT OF THE INDEPENDANT APPRAISER

In accordance with Article 261-1 *et seq.* of the AMF's general regulation, Finexsi – Expert & Conseil Financier, represented by Messrs. Olivier Péronnet and Olivier Courau, has been appointed as independent appraiser by the Company's Supervisory Board in order to issue a report on the financial terms of the Offer.

This report, dated 24 April 2025, is provided in its entirety in Appendix 1 of the Draft Response Document and is an integral part of the Draft Response Document.

⁵ As described in section 2.3.4 of the Company's 2024 universal registration document.

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The conclusions of the Independent Appraiser are reproduced in the reasoned opinion of the Company's Supervisory Board set out above.

8. PROVISION OF THE DOCUMENT “OTHER INFORMATION” RELATING TO THE CHARACTERISTICS, IN PARTICULAR LEGAL, FINANCIAL AND ACCOUNTING, OF THE COMPANY

Other information relating to the Company, in particular its legal, financial and accounting characteristics will be filed with the AMF no later than the day before the opening of the Offer. Pursuant to Article 231-28 of the AMF's general regulation, these information will be made available on Tarkett's website (www.tarkett-group.com) and on the AMF's website (www.amf-france.org) the day before the opening of the Offer and may be obtained free of charge upon request to Tarkett (Tour Initiale - 1, Terrasse Bellini 92919 Paris La Défense Cedex).

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