

Regulated Information

Description of the share buyback program

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Implementation of a share management agreement

This description has been established in accordance with Articles 241-1 and seq. of the General Regulations of the French Autorité des Marchés Financiers

I. Share buyback program

Date of the Shareholders' Meeting having authorized the share buyback program

The Annual General Shareholders' Meeting of May 13, 2014, in its sixteen resolution, authorized the Management Board, with the power to sub-delegate in accordance with provisions of French Law, to purchase the Company's shares in order to carry out certain transactions.

Implementation of a share buyback program

On July 30, 2014 the Board of Directors of the Company, using the authorization granted by the Shareholders' Meeting, decided to implement the share buyback program, under the conditions determined by the Meeting.

Distribution by objective of the treasury shares held by Tarkett

As of today, Tarkett holds none of its treasury shares.

Objectives of the share buyback program

Tarkett intends to repurchase its own shares in order to achieve the following objectives:

- the allotment of free shares under the terms of article L. 225-197-1 and seq. of the French Commercial Code,
- ensuring the secondary market or the liquidity of the Company's shares by virtue of a liquidity agreement entered into with an investment services provider acting independently in compliance with a code of ethics approved by the Autorité des marchés financiers.
- the allotment of free shares to Company's employees and key officers or associate companies, including direct and indirect subsidiaries, under any plan falling outside the scope of article L.225-197-1 and seq. of the French Commercial Code, and in particular under the plan called "Long Term Incentive Plan".
- the cancellation of purchased shares that have not been allocated.



Maximum percentage of the share capital purchase - Number of securities and characteristics which may be purchased under this buyback program

The maximum percentage that the Company may purchase under this buyback program is equal to 10% of the Company's share capital, i.e. a number of shares not exceeding 6,372,690 as of the date of the Annual General Shareholders' Meeting on May 13, 2014. Where the shares are purchased to favor liquidity under the conditions defined by the AMF's General Regulations, the number of shares taken into account for the calculation of 10% limit corresponds to the number of bought shares, excluding the number of shares which have been resold during the duration of the authorization. Moreover, the number of shares that the Company can hold at any time may not exceed 10 % of the Company's share capital.

The securities that the Company is authorized to purchase are exclusively Tarkett ordinary shares, of same class, in bearer or registered form, traded on the Euronext Paris regulated market – Compartment A (Code ISIN FR0004188670).

Maximum purchase price

The maximum purchase price of the share under this buyback program will be €60 per share. In the event of a change in the nominal value of the shares, share capital increase by capitalizing reserves, granting of free shares, a share split or reverse share split, a distribution of reserves or any other assets, the depreciation of the share capital, or any other transaction affecting shareholders' equity, the aforementioned purchase price will be adjusted in order to take into account the effect of such transactions on the value of the shares.

Maximum amount of available funds under the buyback program

The total amount allocated to the share buyback program may not exceed 15 million euros.

Terms of the buyback

The acquisition, sale or transfer of shares may be made at any time, excluding the periods for takeover bids on the Company's share capital, and by any means, on the stock market or over-the-counter, on multilateral trading facilities, via a systematic internalizer or by mutual agreement, including through the acquisition or sale of blocks of shares (without limiting the portion of the buyback program to be carried out through such means), through takeover or exchange bid, or through the use of options or other financial instruments traded on a regulated market or over-the-counter or through the delivery of shares further the issuance of securities giving access to the Company's share capital by conversion, exchange, redemption, exercise of a warrant or any others means on terms contemplated by the market authorities and under the terms and conditions stipulated in article L. 225-206, II of the French Commercial Code.

Duration of the program

The authorization given by the Annual General Shareholders' Meeting on May 13, 2014 is valid for an eighteen-month period from such Shareholders' Meeting, i.e. until November 13, 2015.

II. Implementation of a share management agreement

The Company has appointed Exane BNP Paribas as independent investment services provider for the implementation of a share management agreement on its ordinary shares from August 1, 2014, for the initial period ending December 31, 2014, and thereafter for a period of one (1) calendar year, automatically renewable.

This agreement complies with the Association Française des Marchés Financiers (AMAFI)'s ethics charter as approved by the Autorité des marchés financiers in its decision of March 21, 2011.

For the implementation of this agreement, a sum of € 2,800,000 has been allocated to the liquidity account.

The present description has been transmitted to the Autorité des Marchés Financiers. It is available free of charge at Tarkett's head office situated 2 rue de l'Egalité – 92748 Nanterre Cedex, and on the company website (www.tarkett.com).