



Update to English Information Document

October 18, 2013

NOTICE

This Information Document Update is a non-certified English version of selected sections of the update (*actualisation*) to the French-language *document de base* of Tarkett S.A. (“Tarkett”), which has been registered by the *Autorité des Marchés Financiers* (“AMF”) under No. D13-0891-A01 (“Update to the *Document de Base*”). This English version has not been reviewed by the AMF.

This Information Document Update supplements the English Information Document published by Tarkett on October 4, 2013 (the “Original Information Document”). This Information Document Update supersedes the Original Information Document in the event and to the extent of any inconsistency.

In case of any inconsistencies between statements contained in this Information Document Update and the sections of the French language Update to the *Document de Base* that have been presented in translated or reformatted version in this Information Document Update, the text of the French document will prevail.

The information presented in this Information Document Update is subject to change. In addition, there may be one or more supplements to the Original Information Document produced after the date hereof, which may amend or contradict the information contained herein. No representation is made as to the accuracy or completeness of the information herein as of any date subsequent to the date hereof.

This Information Document Update is not an offer to sell or the solicitation of an offer to purchase securities of Tarkett, and it is not to be used for any offer or sale or any such solicitation anywhere in the world. Any offer or sale of securities of Tarkett, if made, will be made only by a prospectus or other offering document that describes the terms of such offer or sale, and that will contain important information on restrictions that may apply in certain jurisdictions.

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FORWARD-LOOKING STATEMENTS

This Information Document Update contains forward-looking statements that reflect Tarkett's views with respect to future events and financial performance. The words "believes," "expects," "intends," "aims," "plans," "projects," "anticipates" and similar expressions commonly identify these forward-looking statements. Examples of forward-looking statements in this Information Document Update that are not historical in nature include information relating to the objectives of Tarkett, including those relating to financial performance. Tarkett cautions readers not to place undue reliance on its forward-looking statements. They involve known and unknown risks, uncertainties and other factors, which may cause its actual results, performance or achievement, or its industry's results, to be materially different from any future results, performance or achievements expressed or implied in this Information Document Update.

The entirety of the section of this Information Document Update entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations—Outlook" consists of forward-looking statements.

The forward-looking statements contained in this Information Document Update may turn out to be inaccurate or untrue for any number of reasons, some of which are beyond the control of Tarkett. Readers should review carefully the information in this Information Document Update and in the Original Information Document, including in particular the information set forth under "Risk Factors" in the Original Information Document, for factors that may cause the forward-looking statements to be inaccurate or untrue.

Tarkett's forward-looking statements speak only as of the date of this Information Document Update. Tarkett expressly disclaims any obligation or undertaking to release any updates or revisions to any forward-looking statements contained in this Information Document Update or to reflect any change in its expectations or any change in events, conditions or circumstances on which any forward-looking statement contained in this Information Document Update is based.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Comparison of Certain Results of Operations for the Nine Months Ended September 30, 2012 and 2013

The following information concerning the Group's financial condition and results of operations should be read in conjunction with (i) our consolidated financial statements as of and for the fiscal years ended December 31, 2010, 2011 and 2012 and as of and for the six-month periods ended June 30, 2012 and 2013, and the notes thereto, included in the Original Information Document and (ii) the section of the Original Information Document entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations".

Except where otherwise indicated, the figures in this section are presented on a historical basis, with Tandus's results included for the last three months of 2012, following its acquisition on September 28, 2012.

The comparative information as of and for the nine months ended September 30, 2012 has been restated to take into account the impact of the application of IFRS 11. For more information, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Application of IFRS 10, 11 and 12 Beginning on January 1, 2013" in the Original Information Document.

Overview

The table below presents certain of our results of operations for the nine-month periods ended September 30, 2012 and 2013.

Results of Operations <i>in millions of euros (except for percentages)</i>	Nine months ended September 30,		
	2012⁽¹⁾	2013⁽²⁾	Change
Net Revenues	1,695.5	1,926.8	13.6%
Adjusted EBITDA ⁽³⁾	207.0	249.8	20.7%
<i>as a % of net revenues</i>	<i>12.2%</i>	<i>13.0%</i>	
Net Profit Attributable to Owners of the Company	87.3	103.0	18.0%

⁽¹⁾ Reflects impact of adoption of IFRS 11 on 2012 comparative information. The Company's 2012 revenues restated to reflect the impact of IFRS 11 would have been €2,292 million.

⁽²⁾ Tandus was consolidated into the Group's results as from September 28, 2012. Excluding Tandus, the Group's revenues, adjusted EBITDA and net profit attributable to owners of the Company for the first nine months of 2013 would have been €1,720.3 million, €12.0 million and €79.9 million, respectively.

⁽³⁾ Adjusted EBITDA is a non-GAAP financial measure, equal to operating income before depreciation, amortization and unusual items. Unusual items include, among others, restructuring costs aiming at increasing the future return of the Group, gains or losses on significant asset sales, business combination costs including legal fees and acquisition costs, management fees charged by the shareholders of the Company and share-based payment expenses. Adjusted EBITDA is not a financial measure defined under IFRS. It should not be taken as a substitute for operating income, net income or operating cash flows, nor should it be treated as a measure of liquidity. Adjusted EBITDA may be calculated differently by other companies with businesses that are similar to or different from ours. Accordingly, our adjusted EBITDA calculation may not be comparable to that calculated by other issuers. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Presentation of Accounting and Financial Information—Adjusted EBITDA" in the Original Information Document for a discussion of adjusted EBITDA and a reconciliation to the nearest IFRS figure. The reconciliation items for the periods ended September 30, 2012 and 2013 are identical to those described in "Management's Discussion and Analysis of Financial Condition and Results of Operations—Presentation of Accounting and Financial Information—Adjusted EBITDA" in the Original Information Document.

Net Revenues

Our consolidated net revenues were €1,926.8 million for the first nine months of 2013, an increase of 13.6% as compared with our consolidated net revenues of €1,695.5 million for the first nine months of 2012. At constant scope of consolidation and exchange rates, the increase in revenues was 2.7%.

The increase in net revenues at current scope of consolidation primarily reflects the consolidation of Tandus in 2013. Excluding Tandus, our net revenues for the first nine months of 2013 would have been €1,720.3 million, or an increase of 1.5% compared with the same period in 2012.

Exchange rate fluctuations had a negative impact on our consolidated net revenues in the first nine months of 2013 of €25.0 million, or 1.3% of our consolidated net revenues. The U.S. dollar represents the majority of this negative impact, followed, to a lesser extent, by the Brazilian real, the Australian dollar and the Canadian dollar. We note that the impact of fluctuations in the ruble against the euro is considered as a price effect rather than an exchange rate effect. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Exchange Rate Fluctuations” in the Original Information Document for further information.

The following table presents our consolidated net revenues by segment for the nine-month periods ended September 30, 2012 and 2013.

Net Revenues <i>in millions of euros (except for percentages)</i>	Nine months ended September 30,		Change	
	2012 ⁽¹⁾ (restated)	2013	Current Scope and Exchange Rates	Constant Scope and Exchange Rates
EMEA	523.1	511.7	(2.2)%	(2.0)%
North America.....	320.4	520.6	62.5%	3.2%
CIS and Others	637.1	662.8	4.0%	3.8%
Sports Surfaces.....	215.0	231.8	7.8%	9.8%
Total.....	1,695.5	1,926.8	13.6%	2.7%

⁽¹⁾ Reflects impact of adoption of IFRS 11 on 2012 comparative information.

The factors that affected the change in our net revenues for the first nine months of 2013 are essentially the same as those that affected our net revenues for the first half of 2013, as described in “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Comparison of Results of Operations for the Six Months Ended June 30, 2012 and 2013” in the Original Information Document. The CIS and Others and Sports Surfaces segments were also affected by specific factors in the third quarter, as described below.

As a result, the change in our net revenues from the first nine months of 2012 to the first nine months of 2013 reflects primarily the following:

- **EMEA.** A decrease in sales volumes in Western Europe, particularly in Spain, France and Germany, as well as a slightly negative effect of the mix of products sold and a slight decrease in prices.
- **North America.** The effect of the September 2012 acquisition of Tandus as well as an increase in sales of resilient flooring, particularly in the commercial market, and a favorable impact from the mix of products sold.
- **CIS and Others.** An increase in sales volumes, partially offset by the negative impact of the time lag between the sudden devaluation of the ruble and the corresponding adjustment we made to our selling prices. This impact, estimated at approximately €19 million for the nine months ended September 30, 2013, was particularly marked in the third quarter. In accordance with our general pricing policy, we have announced a price increase to take effect at the beginning of the fourth quarter, following another increase at the beginning of June, in order to neutralize the unfavorable fluctuation in the ruble as from the date of this new price increase.
- **Sports Surfaces.** The recovery of the sports surfaces market, which began in late 2012, continued during the summer period, which is the high season for this business. Our strong performance enabled us to record an increase in revenues of 9.8% at constant scope of consolidation and exchange rates despite a slight decrease of 2.5% during the slower period of the first half of the year.

Adjusted EBITDA

Adjusted EBITDA for the first nine months of 2013 was €249.8 million, an increase of 20.7% as compared with adjusted EBITDA of €207.0 million recorded in the first nine months of 2012. The ratio of adjusted EBITDA to consolidated net revenues increased by 0.8 points, from 12.2% for the nine months ended September 30, 2012 to 13.0% for the nine months ended September 30, 2013.

Our adjusted EBITDA for the first nine months of 2013 includes €37.7 million from Tandus. Excluding Tandus, the increase in adjusted EBITDA as compared with the same period in 2012 would have been 2.4%.

The main factors contributing to the increase in our adjusted EBITDA from the first nine months of 2012 to the first nine months of 2013 (excluding Tandus) are primarily the same as those that affected adjusted EBITDA for the first six months of 2013, are summarized below:

- the increase in revenues described in “—Net Revenues” above;
- productivity gains resulting from the WCM program;
- more favorable purchasing prices (particularly in North America);
- a negative currency effect resulting primarily from the decline of the U.S. dollar as well as the Brazilian real, the Australian dollar, and, to a lesser extent, the Canadian dollar;
- the negative impact of the time lag between the devaluation of the ruble and the corresponding increase in our sales prices, which went into effect at the beginning of

October, partly offset by a decrease in ruble-denominated costs over the same period (the net impact is estimated at approximately €4 million); and

- an increase in research and development costs.

Net Debt

As of September 30, 2013, our net financial debt was €385.9 million, a decrease of 14.6% as compared with net debt of €452.2 million as of December 31, 2012 and a decrease of 23.5% as compared with net debt of €504.5 million as of June 30, 2013. The decrease reflects positive cash flows from operations in addition to seasonality, which affected the June 30, 2013 figure. The table below summarizes our net debt as of the dates indicated.

<i>(in millions of euros)</i>	As of December 31, 2012	As of June 30, 2013	As of September 30, 2013
Total gross debt	533.6	558.5	486.8
Cash and cash equivalents	(81.4)	(53.9)	(100.9)
Total net debt	452.2	504.5	385.9

Liquidity and Capital Resources

On October 16, 2013, we signed a new syndicated term loan agreement. The terms of the new term loan are identical to those described in “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—New Term Loan” in the Original Information Document.

The new term loan is not expected to impact the Company’s net debt. The Company intends to distribute, on the pricing date of its initial public offering, an exceptional dividend of €130 million to its existing shareholders. For further information, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Overview” and “Principal Shareholders—Pre-IPO Reorganization” in the Original Information Document. The impact of this dividend on the Company’s net debt is expected to be partially offset by the proceeds of Tarkett GDL’s sale of Tarkett shares to SID, which will be based on the price set in connection with the Company’s initial public offering. The impact of this sale on the Company’s net debt is expected to be less than €130 million.

Outlook

For purposes of preparing our internal budgets and planning our operations and investments, we make estimations regarding the outlook and set certain objectives relating to our results of operations. Our estimations and objectives, summarized below, are based on information, assumptions and estimates that our management considers to be reasonable as of the date of this Information Document Update. These estimations and objectives are not projections or profit forecasts, but result from our strategic orientation and action plan.

Assumptions

We have developed our objectives based on growth in our revenues over the first nine months of the year, anticipated economic growth in our principal markets and newly-implemented price increases, as well as the following assumptions:

- in our principal markets, GDP growth in line with that seen in the first three quarters of 2013 (2.2%, excluding China, based on latest IMF outlook). We have not taken into account any impact from the political impasse in the United States, as the public spending that affects our U.S. revenues is primarily at the state and local level; and
- stability in exchange rates and raw material prices as compared with the third quarter of 2013.

Our primary internal assumptions, discussed below, include sales synergies and positioning on the North American market, pricing policies in the CIS countries and the continuation of our productivity programs. In addition, our scope of consolidation is similar to that as of June 30, 2013; Tandus was acquired on September 28, 2012 and was therefore consolidated for the full year in 2013 for the first time.

Outlook for the Year Ended December 31, 2013

Application of IFRS 10, 11 and 12 and Restatement of Comparative Information for 2012

We applied IFRS 10, 11 and 12 for the first time beginning on January 1, 2013 (see “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Presentation of Accounting and Financial Information—Critical Accounting Estimates—Application of IFRS 10, 11 and 12 Beginning on January 1, 2013” in the Original Information Document). In our 2013 consolidated financial statements, 2012 information will be restated for purposes of comparison. The only significant impact from this restatement concerns the entity Laminate Park, which was previously proportionally consolidated and is now accounted for under the equity method. This restatement had an impact of €7 million on our 2012 revenues. Our restated 2012 revenues are €2,292 million and our restated 2012 pro forma revenues are €2,497 million. For more information on the methodology used in preparing our pro forma financial information, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Original Information Document.

In the following analysis, objectives for 2013 are compared with the restated 2012 figures.

Consolidated Net Revenues

We expect net revenue growth of approximately 9% in 2013 compared to our restated 2012 net revenues, or essentially stable net revenues compared with our restated 2012 pro forma net revenues of €2,497 million. This stability reflects in particular the following:

- a negative exchange rate effect of between -1.5% and -2.0%, principally due to the decline in the U.S. dollar, the Brazilian real and the Australian dollar against the euro;
- the impact of the time lag for the implementation of price increases in Russia following the sudden devaluation of the ruble, already noted in the second and third quarters of 2013 (see “—Net Revenues” above and “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Comparison of Results of

Operations for the Six Months Ended June 30, 2012 and June 30, 2013—Net Revenues—CIS and Others” in the Original Information Document); we anticipate a neutral effect in the fourth quarter of 2013 as a result of the price increases implemented at the beginning of the quarter; as a result, the net effect on Group revenues for the full year is expected to be approximately -0.8%; and

- growth at constant exchange rates of approximately 2% to 3%, excluding the effect of the ruble on prices in Russia, as a result of the factors in each segment described below.

In the different segments, the main factors that are expected to affect the change in our 2013 net revenues are the following:

- **EMEA.** Net revenues for the EMEA segment are expected to be slightly down for the year as a whole, in line with the general evolution of the region’s economic environment. Net revenues are expected to be affected by a slightly negative exchange rate impact, particularly in the United Kingdom and Turkey. We expect the situation to remain delicate in France, Germany and the United Kingdom. However, Scandinavia is expected to be less affected.
- **North America.** At constant exchange rates, the net revenues of our North America segment are expected to grow as compared with our 2012 pro forma net revenues. The recovery of the construction market in the United States that began in the fourth quarter of 2012 has continued in 2013. Other than the general positive effect of this recovery, we expect to benefit from sales synergies as a result of the acquisition of Tandus and from our position in high-growth market segments (primarily in LVT, as well as in commercial modular carpet and other products for commercial end-users).
- **CIS and Others.** We expect growth in revenues in the second half of 2013 to be more limited than the strong growth observed in the first half of the year, reflecting the slowdown in the growth of GDP in the CIS countries. Revenues are also expected to be affected by the time lag for the implementation of price increases following the sudden devaluation of the ruble, which we expect to be partially offset through price increases that are underway.
- **Sports Surfaces.** Since the Sports Surfaces segment is concentrated in the United States and Western Europe, our expectations for this segment are based on an analysis of these two geographic regions. The recovery of the U.S. market that began at the end of 2012 is continuing and the market in Western Europe is relatively stable.

Adjusted EBITDA

For 2013, we expect adjusted EBITDA to be between €300 million and €310 million, yielding an adjusted EBITDA margin equal to or greater than 12%. This results primarily from the positive impact of our organic growth at constant exchange rates during the period, continued productivity gains due to the WCM program and a modest decrease in the cost of raw materials purchased by the Group. These elements taken as a whole should enable us to more than offset the time lag between the decline of the ruble and the sales price increases described in “—Comparison of Certain Results of Operations for the Nine Months Ended September 30, 2012 and 2013—Adjusted EBITDA” above, and the general negative impact of exchange rates.

Leverage Ratio

For fiscal year 2013, we expect a leverage ratio (i.e., ratio of net debt to adjusted EBITDA) of approximately 1.5x, after the impact of the reorganization (including the sale of treasury shares by Tarkett GDL) and the distribution of the €130 million dividend (see “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Overview” and “Principal Shareholders—Pre-IPO Reorganization” in the Original Information Document). This ratio is lower than the year-end ratio of 1.7x as a result of the good level of adjusted EBITDA, ongoing management of our working capital requirements and a controlled level of investment.

The data, assumptions and estimates set forth herein may change as a result of uncertainties related to, among other things, our economic, financial, competitive or regulatory environment or as a result of other factors of which we may be unaware as of the date of this Information Document Update. In addition, the occurrence of one or more of the risks described in “Risk Factors” in the Original Information Document could negatively affect our business, income, financial situation or prospects, and hence undermine our ability to meet the objectives set forth in this section. Furthermore, the estimates expressed above are based on the assumed success of our strategy as presented in “Business—Strategy” in the Original Information Document. Therefore, we can give no assurances or provide any guarantee that the objectives set forth above will be met, and we do not undertake to publish corrections or communicate updates to this information in the future.