



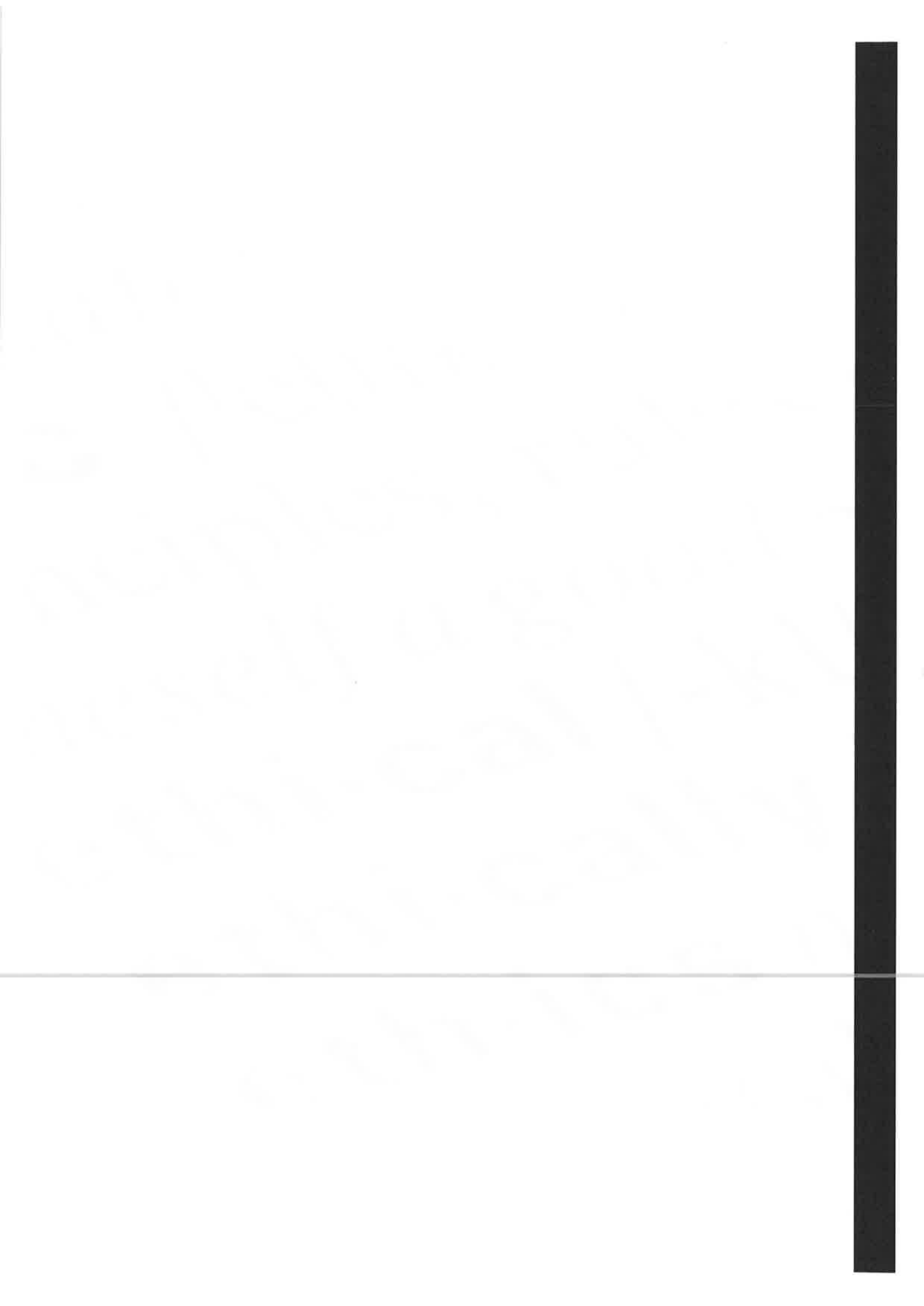


CODE OF
ETHICS

New edition 2013



THE ULTIMATE FLOORING EXPERIENCE



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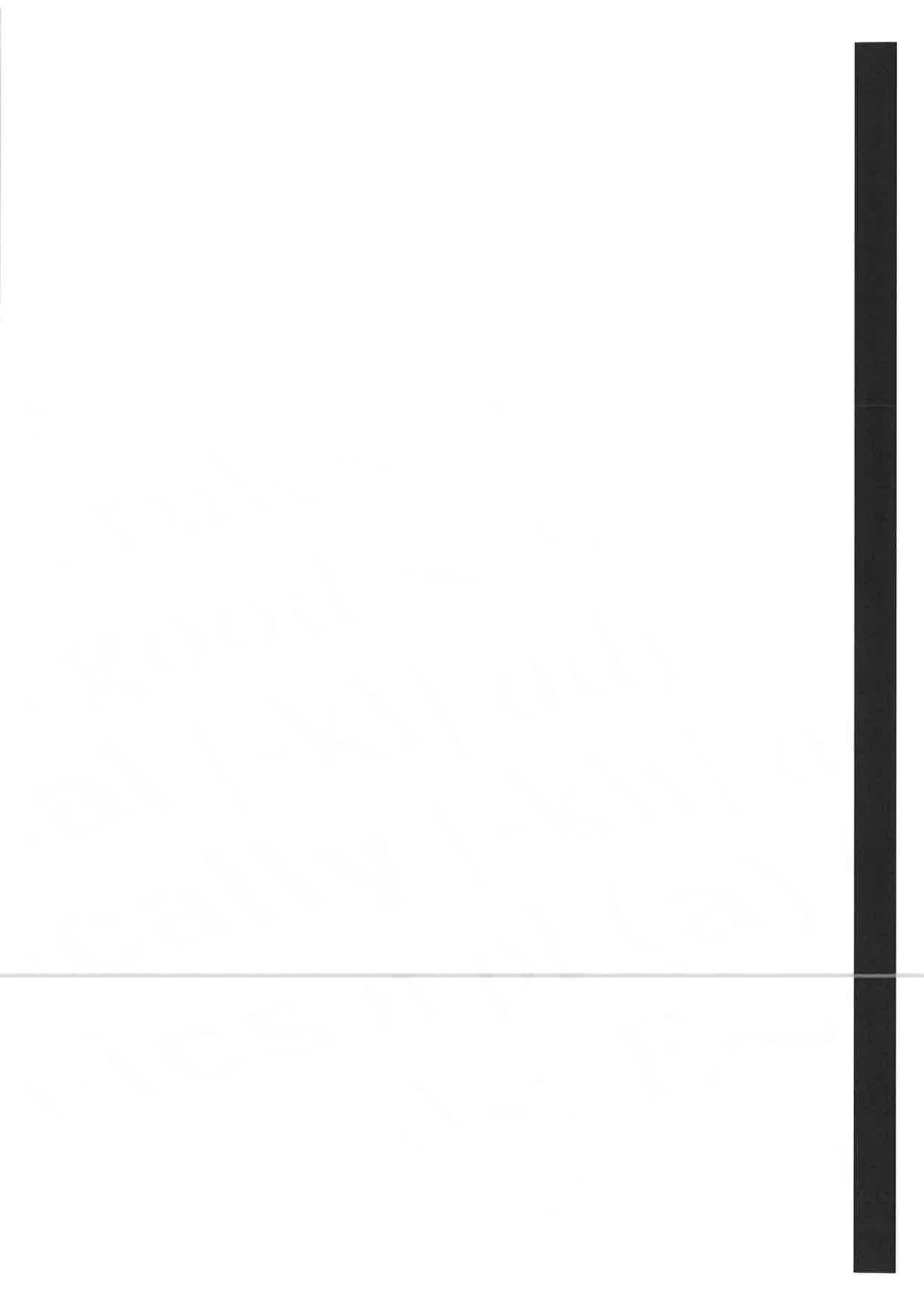
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Chief Executive's message

FEBRUARY
2009



Tarkett Group is the worldwide leader in providing innovative flooring and sport surfaces solutions to architects, contractors, facility professionals, distributors and retailers, in a sustainable way. Together, with the Executive Management Committee, we have based our ethical commitment on 5 core values:

- **Positive customer attitude**
- **Team spirit**
- **Empowerment & Accountability**
- **Respect & Integrity**
- **Commitment to the environment**

For these ethical values to have a meaningful impact, they have to be expressed through a certain number of business principles that motivate and guide our day-to-day undertakings. One of the most important assets of any given company is its reputation and credibility, based on strong ethical standards.

The aim of this Code of Ethics is to ensure Tarkett Group development in accordance to ethical standards. This Code of Ethics covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all employees of Tarkett Group and represent minimum principles that should not be violated.

In every entity, Management is responsible for instilling these ethical values and corresponding behaviours to all our employees.

A handwritten signature in black ink, appearing to read 'M. J. ...' with a stylized flourish at the end.



Business principles

Tarkett Group has to comply with all applicable laws and regulations, especially concerning environment, competition and employment. Principles of honesty and fairness govern activities which are not subject to laws or mandatory requirements.

Tarkett is committed to growing its business based on common principles that clearly assert its ethical standards and accountability for all its businesses. In particular, Tarkett is accountable to:

Customers

Respecting the contracted obligations with the objective to exceed their expectations.

Employees

With the commitment to respect individuals, avoid discrimination, and promote health and safety in the workplace, in accordance with local laws and regulations.

Suppliers and partners

In accordance with clear contract terms and conditions. Tarkett Group expects them to comply with the principles and behaviour described in this Code of Ethics.

Community

Tarkett Group operates in compliance with local legislation and regulation, and is committed to protecting the environment.



Implementation

Tarkett Group places the highest value on the integrity of the Company and each of its directors, managers, employees and representatives. All directors, managers and employees and all representatives, including all agents, consultants, independent contractors and suppliers of Tarkett Group, are responsible for complying with all applicable laws and regulations in each country in which the Company does business and for knowing and complying with this Code of Ethics and other policies of the Company.

Violations of law or this Code or other policies of the Company are subject to disciplinary action, which may include termination of contract. Managers are responsible for ensuring that their policies and practices are consistent with this Code. Integrity issues and concerns should be raised with Managers or appropriate personnel such as Internal Audit or Human Resources Department if necessary.

The policies in this Code apply across Tarkett Group, in all businesses and in all countries. If a local law conflicts with a policy in this Code, you must comply with local law. If a local custom or practice conflicts with a policy in this Code, you must comply with the Code.



Your business or region may have policies and practices that require more of you than required by this Code; the same may be true of local law.

In all of those instances, you must follow the stricter policy, practice or law. Think of this Code as a baseline, or a minimum requirement, which must always be followed unless doing so would violate local law. If in doubt, please contact your hierarchy or a member of the Legal Department.





Individual behaviour

Competition and fair dealing

Tarkett Group seeks to outperform competition fairly and honestly. We seek competitive advantage through superior performance, never through unethical or illegal business practices. Each employee and officer should endeavour to respect the rights of, and deal fairly with Tarkett Group's customers, suppliers, and competitors.

Fair competition

The rules and laws of fair competition forbid any written or unwritten understandings, agreements, plans, arrangements or schemes among competitors involving prices, territories, market shares or customers. As a result of this, Tarkett Group employees and officers are forbidden from entering into such agreements or understanding with Tarkett Group's competitors.

It is forbidden to give any gratuity in cash, in kind, or other (in particular, merchandise, services, entertainment or personal travel) to any representative of a customer, directly or indirectly, in order to obtain a contract or any other commercial or financial benefit, except when gifts are of reasonable value (less than €100), or approved by a designee of a member of the Executive Management Committee.

Choosing suppliers and service providers

The choice of suppliers or service providers for Tarkett Group must be based on quality, need, performance and cost. During negotiations with suppliers and service providers, it is the responsibility of each Tarkett Group employee and officer to promote Tarkett Group's best interests within legal limits and to obtain the best conditions, without any favouritism because of friendship or discriminatory criteria forbidden by this Code of Ethics.





Conflict of interest

Tarkett Group policy forbids the acceptance of any gift or gratuity from suppliers in any form whatsoever (in particular, amounts of money, merchandise, services, entertainment or personal travel) except where the gift or gratuity is only of token value (€100 or less), or it is a multi-customer/supplier company event, which participation has been approved by a designee of a member of the Executive Management Committee.

Consultants and other service providers

Agreements by and between Tarkett Group and its agents, representatives, and consultants, or any other service provider must clearly list the actual services to be performed, the basis for fees or the price, and all other terms and conditions.

All payments must be determined and paid in relation to the actual services provided. Agents, representatives, and consultants must not be permitted to act on behalf of Tarkett Group unless explicitly authorized to do so in writing by duly empowered Tarkett's representatives.

A conflict of interest exists when an employee or a close relative might benefit personally from a transaction involving a Tarkett Group company or when an employee attempts to choose or have a company or individual chosen, for such a transaction in which he or she or a close relative or friend has a financial interest. To avoid conflict of interest, permanent employees can not have or cannot:

- acquire an interest in a competitor, supplier, or customer without the prior written approval of the Chief Executive Officer of Tarkett Group,
- create partnership with companies in which they, or a relative or a friend, have a significant interest,
- employees cannot recruit members of their family or the family of their spouse (up to and including 3rd degree of relationship). In case a job application is received from a member of a manager's family as part of a recruitment process organized by the group, this manager shall not be involved in the recruitment.



Safeguarding Company Property and Information

Safeguarding Tarkett Group's assets is the responsibility of all directors, officers, employees and Company representatives. We must use and maintain such assets with care and respect while guarding against waste and abuse. These include not only physical property, plant equipment and inventory, but other tangible assets such as securities and cash, company cars, office equipment and supplies, and information systems. It also includes intangible property such as software, patents, trademarks, copyrights and other proprietary information and know-how. Employees should:

- **use Company assets** according to all Company policies and procedures, comply with security programs that help prevent their unauthorized use or theft, and abide by all regulations or contractual agreements governing their use,
- **protect** from disclosure or misuse all confidential information pertaining to the Company, including unannounced product, business and financial information, acquisition and divestiture plans, proprietary technical data, competitive position, strategies, customer data, product costs and selling prices,
- **take actions** necessary to safeguard all passwords and identification codes to prevent unauthorized access to the Company's information systems resources,
- more generally speaking, use Tarkett Group's new IT and communication technologies in accordance with the rules established in the IT Security Policy (Section 1 – Acceptable Use), and
- when leaving Tarkett Group for any reason whatsoever (retirement, end of employment contract, or any other reason) return to the relevant Human Resources Department all documents and data containing confidential information without keeping any copy and any asset in his/her possession.

Truth and accuracy of accounts, books and records

All assets, liabilities, expenses and other transactions carried out by companies in the Tarkett Group must be recorded in these companies' books and accounts which are to be kept truthfully and accurately, in accordance with the applicable accounting principles, rules and laws. Archiving procedures must be clearly defined and respected.

No undisclosed funds or unrecorded assets of Tarkett Group companies or subsidiaries shall be established or maintained for any reason whatsoever. Documents pertaining to commercial or financial transactions must reflect these transactions faithfully. No payment may be approved or made with the intention or understanding that all or any part of such payment is to be used for any purpose other than that described in the documents supporting said payment. No false or artificial entry may be made in the books and records of Tarkett or its subsidiaries for any reason whatsoever.

Employees must, at every level of the Tarkett Group companies, ensure that reports, records and information used or communicated by them enable Tarkett Group to make full, fair, accurate and timely disclosure in reports, documents and other public communications.



