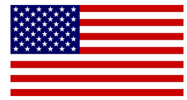
INTERFACE INC.

MEETING DATE	Tue, 19 May 2015 15:00 pm	TYPE	AGM	ISSUE DATE	Wed, 13 May 2015
MEETING LOCATION	Overlook III Conference Center located at 2859 Paces Ferry Road, Atlanta, Georgia				
CURRENT INDICES	PIRC Global				
SECTOR	Carpets and rugs				

	PROPOSALS	ADVICE
1.01	**Elect John P. Burke** Independent Non-Executive Director.	**For**
1.02	**Elect Edward C. Callaway** Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board.	**Withhold**
1.03	**Elect Andrew B. Cogan** Independent Non-Executive Director.	**For**
1.04	**Elect Carl I. Gable** Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board.	**Withhold**
1.05	**Elect Daniel T. Hendrix** President and Chief Executive Officer.	**For**
1.06	**Elect Christopher G. Kennedy** Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board. He is chair of the Nomination committee and there are no women on the Board which Triodos does not support.	**Withhold**
1.07	**Elect K. David Kohler** Independent Non-Executive Director.	**For**
1.08	**Elect James B. Miller, Jr.** Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board.	**Withhold**
1.09	**Elect Harold M. Paisner** Independent Non-Executive Director.	**For**
2	**Amend existing omnibus stock incentive plan** The Board is seeking shareholder approval to adopt the amended and restated omnibus plan. The primary purpose of the amendment and restatement of the Stock Incentive Plan is to increase the number of shares available to issue by 4,900,000. The aggregate number of shares of Common Stock that may be issued or transferred under the Stock Incentive Plan on or after the effective date of February 18, 2015, is 5,161,020 (including the 4,900,000 shares being sought). In addition the plan currently has 1,874,693 restricted stock units outstanding and 111,250 stock options for a grand total of 7,146,963 shares. The plan is considered overly dilutive as it has an overhang of 11%. In addition, it allows for the award of multiple forms of equity that vest based on continued employment or share price appreciation. In relation to performance awards, the Compensation Committee has full discretion over picking the performance metrics which does not re-assure shareholders that the targets will be challenging. Based on concerns over potential dilution and the lack of defined performance criteria, Triodos opposes this resolution.	**Oppose**

3 Advisory vote on executive compensation **Oppose**

The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BDC.

There is a lack of disclosure of clear targets and vesting scales for long-term incentives. Some awards vest solely based on continued employment. Given these concerns, Triodos opposes this resolution.

4 Appoint the auditors **Oppose**

BDO USA, LLP proposed. Non-audit fees represented 3.41% of audit fees during the year under review and 4.07% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor. Triodos opposes this resolution.

SUPPORTING INFORMATION FOR RESOLUTIONS

Proposal 3 - Advisory vote on executive compensation

Disclosure: B- There is disclosure of specific targets for short-term incentives. This is not the case for long-term incentive plans. In addition, there is no evidence that pay elsewhere in the Company is considered for the determination of executives pay.

Balance: D- The lack of disclosure of clear targets and vesting scales for long-term incentives does not allow an informed assessment of whether targets are challenging. It is also not clear whether long-term awards vest after a minimum performance period of three years. In addition, targets used for the vesting of short-term awards are not deemed challenging. The executives received an award of restricted stock of which 40% is only based upon time related vesting.

Contract: C- Severance arrangements are clearly described although ‘good reason’ is not adequately determined. Share-based incentive plans provide for accelerate vesting in case of change in control, which does not meet best practice. Potential payouts upon termination exceed three times salary and bonus for most of the NEOs. There is no evidence that ‘clawback’ provisions are in place.

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