

NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, AUSTRALIA OR JAPAN

REXEL LAUNCHES €500 MILLION AND US\$500 MILLION NOTE OFFERING

Rexel announced today that it intends to offer €500 million and US\$500 million of senior unsecured notes due in 2020 (the "Notes"). The Notes will mature in 2020 and will be non-callable for 3 years. They will rank *pari passu* with Rexel's senior credit facility and other senior unsecured notes.

The proceeds of the issuance of the Notes will be used to refinance Rexel's 8.25% senior notes due 2016 and for general corporate purposes. Rexel will redeem its 8.25% notes at their applicable make-whole redemption premium, plus accrued and unpaid interest. Rexel can elect not to redeem the 8.25% notes if it does not issue at least €500 million of euro-denominated Notes.

The Notes will be offered in a private placement to qualified institutional buyers (QIBs) in the United States (pursuant to Rule 144A under the U.S. Securities Act) and to institutional investors outside the United States (including Canada). The Notes are expected to be listed on the Luxembourg Stock Exchange (Euro MTF). Settlement and delivery is expected to be completed by early April 2013, subject to market conditions.

Rexel expects the Notes to be rated by Moody's, Fitch and Standard & Poor's. Ratings announcements are expected to be released shortly by the respective rating agencies.

This issuance, together with the refinancing of its previous senior credit facility with a new € 1.1bn senior credit facility, will allow Rexel to enhance its financial flexibility by extending its debt maturity profile and reducing its overall cost of financing.

BNP Paribas and JP Morgan will act as Global Coordinators on the euro-denominated notes and dollar-denominated notes, respectively, and as Joint Lead Bookrunners for the Notes offering. Crédit Agricole CIB, HSBC, ING, Natixis and Société Générale will act as Joint Lead Bookrunners. BofA Merrill Lynch, Barclays and CM-CIC will act as Joint Bookrunners. BB Securities, BayernLB and Mediobanca will act as Co-Lead Managers

This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or any other jurisdiction. Securities may not be offered or sold in the United States unless they are registered or exempt from registration under the U.S. Securities Act of 1933, as amended. Rexel does not intend to register any portion of the proposed offering in the United States nor to conduct a public offering of securities in the United States.

FOR FURTHER INFORMATION, PLEASE CONTACT:

FINANCIAL ANALYSTS / INVESTORS

Marc Maillet
+33 1 42 85 76 12
mmaillet@rexel.com

Florence Meilhac
+33 1 42 85 57 61
fmeilhac@rexel.com

PRESS

Pénélope Linage
+33 1 42 85 76 28
plinage@rexel.com

Brunswick
Thomas Kamm
+33 1 53 96 83 92
tkamm@brunswickgroup.com

NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, AUSTRALIA OR JAPAN

Rexel, a global leader in the distribution of sustainable and innovative products and services for automation, technical supply and energy management, addresses three main markets - industrial, commercial and residential. The Group supports customers around the globe, wherever they are, to create value and run their business better. With a network of some 2,300 branches in 37 countries, and over 31,000 employees, Rexel's sales were €13.4 billion in 2012. Its majority shareholders are an investor group led by Clayton, Dubilier & Rice, Eurazeo and BAML Capital Partners.

Rexel is listed on the Eurolist market of Euronext Paris (compartment A, ticker RXL, ISIN code FR0010451203). It is included in the following indices: SBF 120, CAC Mid 100, CAC AllTrade, CAC AllShares, FTSE EuroMid, FTSE4Good, STOXX600, STOXX Europe Sustainability and ASPI Eurozone.

DISCLAIMER

No communication and no information in respect of the offering by Rexel of Notes (the "Notes") may be distributed to the public in any jurisdiction where a registration or approval is required. No steps have been or will be taken in any jurisdiction where such steps would be required. The offering or subscription of the Notes may be subject to specific legal or regulatory restrictions in certain jurisdictions. Rexel takes no responsibility for any violation of any such restrictions by any person.

This announcement is not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of November 4th, 2003, as amended and as implemented respectively in each member State of the European Economic Area (the "Prospectus Directive"). This announcement does not, and shall not, in any circumstances constitute a public offering nor an invitation to the public in connection with any offer in any jurisdiction. The offer and sale of the Notes in France will be carried out in accordance with article L. 411-2 of the French Monetary and Financial Code and the other applicable laws and regulations relating to qualified investors. There will be no public offering in France.

With respect to the member States of the European Economic Area, other than France, which have implemented the Prospectus Directive (each, a "relevant member State"), no action has been undertaken or will be undertaken to make an offer to the public of the Notes requiring a publication of a prospectus in any relevant member State. As a result, the Notes may only be offered in relevant member States:

- (a) to qualified investors (as defined in the Prospectus Directive, including as amended by directive 2010/73/EU, to the extent that this amendment has been implemented by the relevant member State); or*
- (b) in any other circumstances, not requiring the issuer to publish a prospectus as provided under article 3(2) of the Prospectus Directive.*

The distribution of this press release is not made, and has not been approved, by an "authorised person" within the meaning of Article 21(1) of the Financial Services and Markets Act 2000. As a consequence, this press release is directed only at persons who (i) are located outside the United Kingdom, (ii) have professional experience in matters relating to investments and fall within Article 19(5) ("investment professionals") of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (as amended), (iii) are persons falling within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) or (iv) are persons to whom this press release may otherwise lawfully be communicated (all such persons together being referred to as "Relevant Persons"). The Notes are directed only at Relevant Persons and no invitation, offer or agreements to subscribe, purchase or otherwise acquire Notes may be proposed or made other than with Relevant Persons. Any person other than a Relevant Person may not act or rely on this document or any provision thereof. This press release is not a prospectus which has been approved by the Financial Services Authority or any other United Kingdom regulatory authority for the purposes of Section 85 of the Financial Services and Markets Act 2000.

**NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES,
AUSTRALIA OR JAPAN**

The Notes are being offered in reliance on the accredited investor exemption in Canada. The Notes have not been and will not be qualified under the securities laws of Canada and may not be offered or sold in Canada without a prospectus or an applicable exemption from the prospectus requirements of Canadian securities legislation. This press release does not constitute an offer to sell nor the solicitation of an offer to buy, and any sale of any Notes in any jurisdiction in Canada in which such an offer, solicitation or sale would be unlawful prior to qualification under the securities laws of any such jurisdiction is prohibited.

This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Notes have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. persons (as such term is defined by Regulation S under the Securities Act), except in reliance on the exemption from registration provided by Rule 144A under the Securities Act. Rexel does not intend to register any portion of the proposed offering in the United States nor to conduct a public offering of securities in the United States.

The distribution of this document in certain countries may constitute a breach of applicable law. The information contained in this document does not constitute an offer of securities for sale in the United States, Canada, Australia or Japan. This press release may not be published, forwarded or distributed, directly or indirectly, in the United States, Australia, Canada or Japan.