

REXEL'S 2013 ANNUAL GENERAL MEETING

Rexel, a global leader in the distribution of electrical supplies, held its Shareholders' Assembly today in Paris.

All the resolutions submitted to shareholder vote were approved by a large majority, including those pertaining to the dividend payment and the composition of the Supervisory Board.

Dividend payment

Rexel's annual meeting of shareholders held on May 22, 2013 has decided to distribute a dividend of €0.75 per share and has also decided to offer to each shareholder the choice of opting for the payment of the dividend either in cash or in new shares of Rexel. The shareholders can exercise their option from May 31, 2013 (inclusive) to June 21, 2013 (inclusive) upon request to the concerned financial intermediaries. In the event of the absence of exercise of the option before June 21, 2013 (inclusive), the dividend will be paid only in cash. The choice will apply to the full dividend amount for which this choice is offered. The price of the new shares issued for the payment of the dividend is set at € 14.59. The record date is May 30, 2013 and the ex-dividend date is May 31, 2013. The payment in cash or the delivery of the new shares when the option is exercised will be carried out from July 2, 2013. The maximum number of new shares that can be issued if the option is exercised is 13,923,456, i.e. 5.10% of Rexel's share capital and voting rights.

Renewed mandates for three members of the Supervisory Board and appointment of one member

Shareholders also voted in favour of renewing the mandates of three members of the Supervisory Board for four years: Manfred Kindle, Thomas Farrell, and Eurazeo.

Shareholders also ratified the appointment of Vivianne Akriche to the Supervisory Board, which was decided at the Supervisory Board meeting held on February 11 2013. Akriche replaces Luis Marini Portugal.

Vivianne Akriche

Vivianne Akriche joined Eurazeo in 2004 where she participated in particular in the structuring or the oversight of the investments in Rexel, Moncler, OFI Private Equity, Intercos and Fonroche. From 2001 to 2004, Vivianne Akriche was part of the investmentbanking team of Goldman Sachs in Paris, where she advised clients on various mergers and acquisitions related topics, including investment funds and financial institutions. Vivianne Akriche is a graduate of Hautes Études Commerciales (HEC).

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 major 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.

For more information, please visit www.rexel.com

CONTACTS

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

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This press release does not constitute a tender offer for securities. This press release and any other document concerning the payment of dividend in shares shall not be published outside France unless in accordance with local laws and regulations et shall not constitute an offer for securities in countries where such offer would violate applicable laws and regulations.

The stock dividend election described herein is not available to shareholders in Australia, Japan or any country in which such election would require the registration with, or approval by, local securities regulators. Shareholders are required to inform themselves of any election conditions that may apply under their local law. In deciding whether to make an election to receive shares, shareholders should consider the risks associated with an investment in shares. For further information regarding the Company, its business, its strategy, its financial results and the risks it faces, please refer to the section "Risk Factors" in Rexel's Annual Report (which is available on www.rexel.com).