

REXEL LAUNCHES A NEW EMPLOYEE SHARE PURCHASE PLAN IN 15 COUNTRIES

Rexel, a global leader in the distribution of electrical supplies, announces the launch of a new employee share purchase plan, entitled *Opportunity13*, through which its employees will have the opportunity to acquire shares in the company by participating in a capital increase under preferential conditions. This offering will be open to over 80 % of the Group's employees, covering 15 countries¹. In most of the eligible countries, subscription will be through employee shareholding funds ("*fonds communs de placement d'entreprise*", or "**FCPE**") which received approval from the "*Autorité des Marchés Financiers*" ("**AMF**") on June 13, 2013. In most of these countries, the documentation related to the "*Opportunity 13*" employee offering is available online, and in 12 of these countries, employees will also be able to subscribe online. The conditions applicable to subscriptions are detailed below.

Eligible employees will be able to purchase shares at a price of € 14.34² per share, corresponding to a subscription price equal to 80% of the average of the opening prices of the Rexel share on the Euronext Paris stock exchange over the 20 trading days preceding September 3rd, 2013, or the date Rexel's Management Board decided to proceed with the offering. The subscription period of *Opportunity13* will begin on September 11 and end on September 30, 2013 (inclusive).

This new employee share purchase plan is the fourth such plan launched by Rexel following those offered in 2007, 2010 and 2012. *Opportunity13* is part of the continuation of Rexel's company project named *Energy in Motion*, which places employees at the heart of the strategy of the Group by offering them the possibility to be closely associated with the company's performance by increasing their stake in Rexel's share capital.

Rexel, a global leader in the professional distribution of products and services for the energy world, addresses three main markets - industrial, commercial and residential. The Group supports customers around the globe, wherever they are, to create value and run their businesses 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, STOXX600, FTSE4Good, STOXX Europe Sustainability, EURO STOXX Sustainability, et Euronext Vigeo Europe 120. Rexel is also included on the Ethibel EXCELLENCE Investment Registers in recognition of its performance in corporate social responsibility (CSR).

For more information, visit Rexel's web site at www.rexel.com

CONTACTS

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¹ A specific offer will be made in the United Kingdom, the terms and conditions of which are described below.

² Except in the United States (please refer to the key terms and conditions of the offering provided below).

MAIN TERMS AND CONDITIONS OF THE OFFERING

ISSUER

REXEL (the “Company”)

Registered office: 13, boulevard du Fort de Vaux, 75017 Paris

Share capital: € 1,415,275,865

Registration number in the Paris Trade and Companies Registry: 479 973 513

Shares traded in Compartment A of the Euronext Paris stock exchange (France)

ISIN code for ordinary shares: FR0010451203 – RXL

Security admitted to the Deferred Payment Service (*Service de Règlement Différé*)

The main terms and conditions of the offering are described below.

FRAMEWORK OF THE OFFERING

A capital increase reserved for employees whose employer participate to the Rexel Group Savings Plan is proposed in Austria, Belgium, Brazil, Canada, China, Finland, France, Germany, Norway, the Netherlands, Spain, Sweden, Switzerland, and the USA as authorized by the 16th resolution of the Shareholders' General Meeting dated of May 22, 2013.

Dates of the decisions taken by the Management Board and/or by one of its members by delegation:

- September 3, 2013 (decision determining the subscription price for all countries other than the USA and setting the schedule of the offering) and,
- September 10, 2013 (decision determining the subscription price applicable in the USA).

Depending on their country, eligible employees of the Rexel Group will be able to subscribe the shares offered in the context of *Opportunity13* either directly or through employee shareholding funds (“*fonds communs de placement d’entreprise*”) established within a Group savings plan (a French *plan d’épargne groupe* (“**PEG**”)) or an international Group Savings plan (a French *plan d’épargne groupe international* (“**PEGI**”)).

In the UK, an employee offering in the form of a « Share Incentive Plan » (“**SIP**”), as authorized by the 17th resolution of the Combined Shareholders' Meeting dated of May 22, 2013, for the benefit of Capita IRG Trustees Limited (the “**Trustee**”) up to a limit of 0.30 % of the share capital of the Company, as assessed on September 3rd, 2013, or a maximum number of 849,231 shares corresponding to a share capital increase not to exceed the nominal amount of € 4,246,155. The accumulation period for the Share Incentive Plan will take place from October 1, 2013 to February 28, 2014. The local employer will grant “matching shares” to each employee subscribing to the offering.

The Trustee will subscribe to the share capital increase reserved for the Trustee in the name and on behalf of employees of the Group companies with registered headquarters in the UK and who wish to participate in the offering. The conditions of the UK offering differ from those applicable to other countries described below.

REASONS FOR THE OFFERING

Rexel wishes to continue following the employee shareholding policy it launched in 2007 and reintroduced in 2010 and in 2012, which aims to strengthen the connection between employees and the Group by associating them more closely with its results and increasing their stake in the share capital of Rexel.

TERMS OF SUBSCRIPTION FOR THE OFFERING RESERVED TO EMPLOYEES WHO PARTICIPATE IN THE GROUP SAVINGS PLAN OF REXEL (PEG AND PEGI), EXCLUDING THE UK

Eligible employees: Employees of Group companies that participate in a PEG or PEGI, subject to satisfying a seniority condition of three months as of the last day of the subscription period (accumulated between January 1, 2012 and the last day of the subscription period (i.e., September 30, 2013) and remaining an employee of one of these companies until September 30, 2013 (the “**Beneficiaries**”).

Type of issuance: Issuance of new shares, without preferential subscription rights for existing shareholders.

Subscription period: Eligible employees will be entitled to subscribe to Company shares from September 11, 2013 to September 30, 2013 (inclusive).

Maximum number of shares that can be issued: Capital increase limited to 1.70 % of the share capital of the Company, i.e. a maximum number of 4,812,309 shares, corresponding to a maximum nominal increase of € 24,061,545 in the Company's share capital.

Subscription price: The subscription price is equal to 80%³ of the average of the opening price of the Company share on the Eurolist market of Euronext Paris S.A. over the twenty (20) trading days preceding the September 3, 2013 decision of the Management Board that decided to launch the offering (the “**Subscription Price**”). The Subscription Price, set by the Management Board on September 3, 2013, is thus equal to € 14.34 per share.

³ Except for the United States, where the price will be equal to the greater of 85% of the share price determined by the Management Board on the closing price of the Rexel share on September 10, 2013 and the Subscription Price.

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Rexel matching contribution: In France, participating employees will benefit from an employer matching contribution at the time of subscription. Outside of France, participating employees are expected to be granted free shares.

Maximum number of free shares that may be granted: The maximum number of free shares that may be granted is limited to 1 % of the share capital of the Company, measured at the date of grant of such shares.

Maximum subscription amount: Individual subscriptions may not exceed the ceiling referenced under L 3332-10 of the French labor code.

Voting rights: Voting rights at the Company's shareholders' meetings will be exercised either directly by the employees when subscriptions are carried out via direct shareholding, or by the relevant FCPE Supervisory Board when subscriptions are carried out via a FCPE.

Creation and listing of the shares: The settlement-delivery of the shares subscribed in *Opportunity13* is expected to occur before the end of the year. The new shares will bear dividend entitlement ("*jouissance*") as of January 1, 2013 and will therefore be fully assimilated to existing shares. Admission of such shares to trading on the Eurolist market of Euronext Paris S.A. on the same listing line as the existing shares will be requested immediately after their issuance.

Lock-up period applicable to the Rexel shares: Employees subscribing to the issuance must hold their FCPE units or shares, until June 30, 2018 (inclusive), except in the occurrence of early exit events as set forth by applicable regulations.

Delivery of the free shares: The free shares will be delivered upon the expiration of the 5-year vesting period, which shall remain in effect until June 30th, 2018 (inclusive), provided the conditions of the plan are complied with.

INTERNATIONAL DISCLAIMER

This press release does not constitute an offer to sell or a solicitation to purchase Rexel shares. The offering of Rexel shares reserved for employees will only be carried out in those countries where such an offering has been registered with or notified to the competent local authorities and/or following the approval of a prospectus by the competent local authorities or in consideration of an exemption from the requirement to prepare a prospectus or register the offering or notify authorities of the offering. IN PARTICULAR, THE SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED IN THE UNITED STATES UNDER THE SECURITIES ACT OF 1933, AND WILL ONLY BE OFFERED IN THE UNITED STATES TO ELIGIBLE EMPLOYEES IN TRANSACTIONS NOT REQUIRING REGISTRATION UNDER SUCH ACT. More generally, the offering will only be carried out in those countries where all required filing procedures and/or consultation or information obligations with respect to organizations representing employees and/or notifications have been completed and the necessary authorizations have been obtained. This press release is not destined for, and copies thereof should not be sent to, countries in which such a prospectus has not been approved or such an exemption is not available or where all of the required filing procedures and/or consultation or information obligations with respect to organizations representing employees and/or notifications have not been completed or where the necessary authorizations have not been obtained.

This press release constitutes the information document required pursuant to Articles 212-4 (paragraph 5) and 212-5 (paragraph 6) of the AMF's General Regulations and to Article 14 of instruction n°2005-11 of December 13, 2005, published in the form of a press release in accordance with Article 221-3 of the AMF's General Regulations.