Rexel
a world of energy

PRESS RELEASE

Paris, October 31, 2013

THIRD-QUARTER & 9-MONTH 2013 RESULTS (unaudited)

Condensed consolidated interim financial statements as of September 30, 2013 were authorized for issue by the Management Board on October 24, 2013 and reviewed by the Supervisory Board held on October 30, 2013. The following terms: EBITA, Adjusted EBITA, EBITDA, Free Cash Flow and Net Debt are defined in the Glossary section of this document.

CONTINUED RESILIENT PERFORMANCE IN THE THIRD QUARTER

FULL-YEAR OUTLOOK CONFIRMED

REPORTED SALES OF €3.3BN IN THE THIRD QUARTER

- **Sequential improvement in sales evolution on a constant and same-day basis: -2.7% in the quarter, after -3.7% in Q1 and -3.3% in Q2**
- **Continued growth in the US (+1.5%), China (+15.2%) and Brazil (+2.4%)**

RESILIENT PROFITABILITY WITH ADJUSTED EBITA MARGIN OF 5.5%

- **Slightly down year-on-year** (vs. 5.6% in Q3 2012) **and sequentially stable** (vs. 5.5% in Q2 2013)
- **Solid operational efficiency through strict cost control**

CONFIRMATION OF FULL-YEAR OUTLOOK

- **Organic sales 2% to 3% below last year's level**
- **Adj. EBITA margin of between 5.5% and 5.6%**
- **Free cash-flow before interest and tax above €600m, corresponding to around €300m after interest and tax**

	Q3 2013	YoY Change	9m 2013	YoY Change
On a reported basis				
Sales (€m)	**3,255.1**	-5.4%	**9,723.8**	-2.9%
% change constant & same-day		-2.7%		-3.2%
EBITA (€m)	**175.9**	-7.7%	**497.1**	-11.4%
EBITA margin (as a % sales)	**5.4%**	-10bps	**5.1%**	-50bps
Operating income (€m)	**160.0**	-7.0%	**386.6**	-19.8%
Net income (€m)	**77.1**	-9.6%	**150.9**	-36.2%
Recurring net income (€m)	**87.9**	-8.9%	**256.0**	-10.7%
Free cash flow before interest and tax paid (€m)	**73.5**	-29.2%	**188.1**	-17.7%
Net debt end of period (€m)			**2,643.9**	-4.7%
On a constant and adjusted basis[1]				
Gross profit (€m)	**787.0**	-1.9%	**2,390.2**	-3.6%
Gross margin (as a % sales)	**24.2%**	-10bps	**24.6%**	stable
EBITA (€m)	**178.7**	-4.0%	**510.6**	-8.3%
EBITA margin (as a % sales)	**5.5%**	-10bps	**5.3%**	-20bps

[1] Constant and adjusted = at comparable scope of consolidation and exchange rates, excluding the non-recurring effect related to changes in copper-based cable prices and before amortization of the intangible assets recognized as part of the allocation of the purchase price of acquisition; an extract of financial statements is presented in Appendix.

Rudy PROVOOST, Chairman of the Management Board and CEO, said:

"Our performance in Q3 remained very resilient, despite a persistently tough environment in both Europe and the Pacific region. Continued growth in the US and emerging markets supported a sequential improvement in sales trends quarter after quarter. Thanks to our solid operational efficiency and ongoing cost discipline, we succeeded in containing the impact of lower sales on our profitability and generated a robust operating margin.

As market conditions continue to be challenging, our focus remains on strict cost control and cash generation. Moreover, we are confident that the inherent strength of Rexel's business model and the positive impact of our Energy in Motion company plan provide a solid platform for future value creation when the market recovers."

FINANCIAL REVIEW FOR THE PERIOD ENDED SEPTEMBER 30, 2013

Unless otherwise stated, all comments are on a constant and adjusted basis and, for sales, at same number of working days

Sales of €3,255m in Q3, down 5.4% on a reported basis, impacted by strong negative currency effect
Further sequential improvement in organic sales trends: -2.7%, after -3.7% in Q1 and -3.3% in Q2

In the third quarter, Rexel recorded sales of €3,255.1 million, down 5.4% on a reported basis and down 2.7% on a constant and same-day basis. Excluding the negative impact due to the change in copper-based cable prices, sales were down 2.0% on a constant and same-day basis.

The 5.4% drop in sales on a reported basis included:

- A negative currency effect of €166.3 million (mainly due to the depreciation of the US, Canadian and Australian dollars and British pound against the euro),
- A positive effect of €31.4 million from last year's acquisitions (mainly Munro in the US),
- A positive calendar effect of 1.1 percentage points.

The 2.7% drop in sales on a constant and same-day basis reflected:

- Persistent challenging market conditions in Europe (-4.9%, after -5.5% in Q1 and -5.2% in Q2) and in the Pacific region (-10.8%, after -12.3% in Q1 and -14.3% in Q2),
- Continued growth in the US (+1.5%), China (+15.2%) and Brazil (+2.4%).

In the nine months, Rexel recorded sales of €9,723.8 million, down 2.9% on a reported basis and down 3.2% on a constant and same-day basis. Excluding the negative impact due to the change in copper-based cable prices, sales were down 2.5% on a constant and same-day basis.

The 2.9% drop in sales on a reported basis included:

- A negative currency effect of €229.4 million (mainly due to the depreciation of the US, Canadian, and Australian dollars and British pound against the euro),
- A positive effect of €311.8 million from last year's acquisitions (mainly Platt and Munro in the US),
- A negative calendar effect of 0.4 percentage points.

Europe (54% of Group sales): -4.9% in Q3 and -5.2% in 9m on a constant and same-day basis

In the third quarter, sales in Europe decreased by 5.1% on a reported basis and by 4.9% on a constant and same-day basis.

Excluding photovoltaic sales, constant and same-day sales decreased by 4.6%, an improvement over the 5.2% drop posted in the previous quarter.

- In France, sales remained resilient, with a drop of 3.8%, and continued to outperform the market, thanks to large projects that mitigated the decline in residential and industrial end-markets.
- In the UK, sales continued to reflect weak market conditions with a drop of 7.5%. Excluding photovoltaic sales and branch restructuring, constant and same-day sales decreased by 5.7%.
- In Scandinavia, sales continued to improve sequentially: -2.9%, after -7.0% in Q1 and -5.4% in Q2. This improvement was driven by a return to growth in Sweden (+4.1%, after -4.0% in Q1 and -3.6% in Q2) and a sequential improvement in Finland (-13.8%, after -18.9% in Q1 and -22.8% in Q2), while Norway proved resilient (-3.4%).
- In Germany, sales were down 7.6%. Excluding photovoltaic, sales were down 7.0% continuing to reflect low activity in the construction and industrial end-markets.
- In Belgium, sales improved sequentially: -4.3%, after -22.5% in Q1 and -15.3% in Q2. This was also the case excluding photovoltaic sales, which strongly impacted Q1 and Q2: constant and same-day sales excluding photovoltaic were almost flat (-0.4%), after -10.2% in Q1 and -8.7% in Q2.
- In the Netherlands, sales posted a 13.0% decline (after -14.8% in Q1 and -12.2% in Q2), remaining weak as the business continues to adapt to a persistently difficult market.
- Switzerland (-2.6%) and Austria (-2.8%) faced challenging comparables but remained resilient.
- Southern European countries continued to be impacted by tough macro-economic conditions. Italy and Portugal posted drops of 9.6% and 12.3% respectively. Spain was more resilient with a limited drop of 1.5%, helped by export business.

North America (35% of Group sales): +0.1% in Q3 and +0.9% in 9m on a constant and same-day basis

In the third quarter, sales in North America were down 4.0% on a reported basis, including a negative effect of €78.8 million from exchange rates (USD and CAD against the euro) and a positive effect of €27.2 million resulting from the consolidation of Munro in the US as of December 2012.

On a constant and same-day basis, sales grew 0.1%:

- In the US, sales continued to grow, increasing by 1.5% in the quarter, confirming the recovery in the residential end-market and improved trends in industry. Excluding the impact of a drop in wind activity due to a change in tax incentives, sales were up 1.9% in the quarter.
- In Canada, sales were down 3.4% in the quarter (after -5.2% in the previous quarter, which faced challenging comparables). They continued to be impacted by low sales to the mining industry (sales were down only 1.9% excluding sales to the mining industry).

Asia-Pacific (9% of Group sales): -1.8% in Q3 and -6.6% in 9m on a constant and same-day basis

In the third quarter, sales in Asia-Pacific were down 11.6% on a reported basis, including a negative effect of €42.9 million from currencies (primarily the Australian dollar against the euro) and a positive effect of €2.7m from the acquisition of LuxLight in Singapore.

On a constant and same-day basis, sales were down 1.8%, a significant sequential improvement over the -10.2% in Q1 and the -7.8% in Q2:

- In China (c. 30% of the region's sales), sales improved sequentially and were up 15.2%, driven by strong activity in the industrial automation segment. Growth was even stronger (+16.8%) excluding sales to the wind industry, impacted by change in export duties.
- In South-East Asia (c. 5% of the region's sales), sales continued to show strong dynamism with a 9.5% growth.
- In Australia (c. 55% of the region's sales), sales were down 12.8%, still impacted by tough macroeconomic conditions and by the implementation of a new carbon tax since July 2012, which severely hit mining and projects. Excluding the impact of 17 branch closures, sales were down 8.7% (after -11.5% in Q2).
- In New Zealand (c. 10% of the region's sales), sales were broadly stable (-0.5%, after -6.2% in Q1 and -7.5% in Q2).

Latin America (2% of Group sales): +4.8% in Q3 and -1.7% in 9m on a constant and same-day basis

In the third quarter, sales in Latin America were down 6.9% on a reported basis, including a positive effect of €1.5 million resulting from the consolidation of Dirome in Peru and a negative currency effect of €11.5m (mainly attributable to the depreciation of the Brazilian real and Chilean peso against the euro).

On a constant and same-day basis, sales increased by 4.8%, reflecting contrasted performances:

- In Brazil (c. 60% of the region's sales), sales continued to grow and posted a 2.4% increase in the quarter.
- In Chile (c. 30% of the region's sales), sales returned to growth and were up 5.4% in the quarter. This compares to declines of 20.3% and 25.0% respectively in Q1 and Q2, which were strongly impacted by the slowdown in sales to the mining industry and challenging comparables.
- In Peru (c. 10% of the region's sales), sales increased by 19.7%.

Resilient profitability in Q3, confirming solid operational efficiency and strict cost control

In the third quarter, the adjusted EBITA margin stood at 5.5%. This represents a limited drop of 10bps year-on-year (adjusted EBITA margin was 5.6% in Q3 2012), while sales were down by 1.6% on a constant and actual-day basis. Restated for the positive calendar impact of 1.1 percentage point in the quarter, the drop in adjusted EBITA margin was 20bps, while sales were down by 2.7% on a constant and same-day basis. This resilient profitability confirmed Rexel's solid operational efficiency and continued strict cost control.

The 10 basis point drop year-on-year reflected:

- A 10 basis point drop in gross margin to 24.2% in Q3, mainly impacted by the geographic mix,
- Broadly stable distribution and administrative expenses (including depreciation) as a percentage of sales at 18.7%. Excluding depreciation, these expenses were reduced by 1.6%, fully in line with the drop in sales on a constant and actual-day basis.

In the nine months, the adjusted EBITA margin decreased by 20 basis points to 5.3% (compared to 5.5% in the nine months of 2012). The calendar impact was limited (-0.4 percentage point) as the strong negative impact in Q1 was largely offset by a positive impact in Q2 and Q3.

This 20 basis point drop reflected:

- Stable gross margin at 24.6%,
- A 20 basis point increase in distribution and administrative expenses (including depreciation) as a percentage of sales to 19.3%. Excluding depreciation, these expenses were reduced by 2.5%, compared to a 3.6% drop in sales on a constant and actual-day basis.

Reported EBITA stood at €497.2 million in the nine months, a decrease of 11.4% year-on-year.

Reported net income impacted by one-off financial expense in Q1, goodwill impairment in Q2 and expected rise in tax rate
Recurring net income of €256.0m, down 10.7% year-on-year

Operating income stood at €386.6 million in the nine months, down 19.8% year-on-year.

- Amortization of intangibles resulting from purchase price allocation amounted to €15.8 million (vs. €9.3 million in 9m 2012).
- Other income and expenses amounted to a net charge of €94.8 million (vs. a net charge of €69.7 million in 9m 2012). They included €44.0 million of restructuring costs (vs. €28.2 million in 9m 2012), of which €14.3 million in the third quarter (vs. €8.0 million in Q3 2012).They also included a €44.0 million goodwill impairment charge that was already accounted for at June 30.

Net financial expenses amounted to €163.5 million in the nine months (vs. €149.0 million in 9m 2012). They included the one-off financial expense of €23.5 million due to the refinancing operations that took place in the first quarter. The average effective interest rate in the nine months was 6.3% (vs. 7.2% in 9m 2012).

Income tax represented a charge of €72.5 million. The effective tax rate was 32.5% (vs. 29.5% in 9m 2012).

As a result of the drop in operating income, increased restructuring costs and goodwill depreciation, the one-off financial expense due to the refinancing operations in Q1 and the higher tax rate, net income was down 36.2% in the nine months, at €150.9 million (vs. €236.4 million in 9m 2012).

Recurring net income amounted to €256.0 million in the nine months, down 10.7% year-on-year, reflecting the drop in EBITA (see appendix 2).

Solid generation of free cash-flow before interest and tax

In the nine months, free cash flow before interest and tax was an inflow of €188.1 million (vs. an inflow of €228.6 million in 9m 2012). This net inflow included:

- Gross capital expenditure of €67.8 million (vs. €53.8 million in 9m 2012),
- An outflow of €258.9 million from change in working capital, impacted by acquisitions and the temporary impact on inventories from the implementation of certain logistics projects (new distribution centers in Germany, Sweden and Brazil).

At September 30, 2013, net debt stood at €2,643.9 million, broadly stable over the quarter (€2,628.9 million at June 30, 2013).

It took into account:

- €128.9 million of net interest paid in the period,
- €80.7 million of income tax paid in the period,
- €63.2 million of favorable currency effect in the period,
- €53.1 million of dividend paid in cash in the third quarter.

OUTLOOK

Amid persistently challenging market conditions, the 2013 full-year targets, as updated on July 26, are confirmed:

- **Organic sales 2% to 3% below last year's level,**
- **Adjusted EBITA margin of between 5.5% and 5.6%,**
- **Free cash-flow above €600 million before interest and tax, corresponding to around €300 million after interest and tax.**

CALENDAR

November 26, 2013	Investor Day (Paris)
February 13, 2014	Fourth-quarter and full-year 2013 results

FINANCIAL INFORMATION

The financial report for the period ended September 30, 2013 is available on the Group's website (www.rexel.com), in the "Regulated information" section, and has been filed with the French *Autorité des Marchés Financiers*.

A slideshow of the third-quarter & 9-month 2013 results is also available on the Group's website.

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 main 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. Rexel is also part of the following SRI indices: DJSI Europe, FTSE4Good Europe & Global, STOXX Europe Sustainability, EURO STOXX
Sustainability, Euronext Vigeo Europe 120 and ESI Excellence Europe. Finally, Rexel is 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

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GLOSSARY

EBITA (EARNINGS BEFORE INTEREST, TAXES AND AMORTIZATION) is defined as operating income before amortization of intangible assets recognized upon purchase price allocation and before other income and other expenses. **ADJUSTED EBITA** is defined as EBITA excluding the estimated non-recurring net impact from changes in copper-based cable prices.

EBITDA (EARNINGS BEFORE INTEREST, TAXES, DEPRECIATION AND AMORTIZATION) is defined as operating income before depreciation and amortization and before other income and other expenses.

FREE CASH FLOW is defined as cash from operating activities minus net capital expenditure.

NET FINANCIAL DEBT is defined as financial debt less cash and cash equivalents.

Appendix 1

Segment reporting – Constant and adjusted basis (*)

(*) Constant and adjusted = at comparable scope of consolidation and exchange rates, excluding the non-recurring effect related to changes in copper-based cables price and before amortization of purchase price allocation; the non-recurring effect related to changes in copper-based cables price was, at the EBITA level:
- a loss of €0.8 million in Q3 2012 and a loss of €2.7 million in Q3 2013 ;
- a profit of €3.2 million in 9m 2012 and a loss of €13.4 million in 9m 2013.

GROUP

Constant and adjusted basis (€m)	Q3 2012	Q3 2013	Change	9m 2012	9m 2013	Change
Sales	3,306.4	**3,255.1**	**-1.6%**	10,091.9	**9,723.8**	**-3.6%**
on a constant basis and same days			***-2.7%***			***-3.2%***
Gross profit	802.3	**787.0**	**-1.9%**	2,479.5	**2,390.2**	**-3.6%**
as a % of sales	*24.3%*	*24.2%*	*-10bps*	*24.6%*	*24.6%*	*stable*
Distribution & adm. expenses (incl. depreciation)	(616.2)	(608.3)	-1.3%	(1,922.7)	(1,879.6)	-2.2%
EBITA	186.1	**178.7**	**-4.0%**	556.8	**510.6**	**-8.3%**
as a % of sales	*5.6%*	*5.5%*	*-10bps*	*5.5%*	*5.3%*	*-20bps*
Headcount (end of period)	30,668	**29,985**	**-2.2%**	30,668	**29,985**	**-2.2%**

EUROPE

Constant and adjusted basis (€m)	Q3 2012	Q3 2013	Change	9m 2012	9m 2013	Change
Sales	1,796.2	**1,736.6**	**-3.3%**	5,539.7	**5,225.6**	**-5.7%**
on a constant basis and same days			***-4.9%***			***-5.2%***
o/w France	576.9	**565.3**	*-2.0%*	1,846.1	**1,775.6**	*-3.8%*
on a constant basis and same days			*-3.8%*			*-2.8%*
United Kingdom	260.8	**245.1**	*-6.0%*	767.2	**717.3**	*-6.5%*
on a constant basis and same days			*-7.5%*			*-7.0%*
Germany	225.5	**211.4**	*-6.2%*	650.5	**602.1**	*-7.4%*
on a constant basis and same days			*-7.6%*			*-6.7%*
Scandinavia	219.8	**217.2**	*-1.2%*	688.9	**651.6**	*-5.4%*
on a constant basis and same days			*-2.9%*			*-5.1%*
Gross profit	473.9	**455.7**	**-3.9%**	1,490.2	**1,408.5**	**-5.5%**
as a % of sales	*26.4%*	*26.2%*	*-15bps*	*26.9%*	*27.0%*	*+10bps*
Distribution & adm. expenses (incl. depreciation)	(356.7)	(342.8)	-3.9%	(1,115.1)	(1,079.2)	-3.2%
EBITA	117.3	**112.8**	**-3.8%**	375.1	**329.4**	**-12.2%**
as a % of sales	*6.5%*	*6.5%*	*stable*	*6.8%*	*6.3%*	*-50bps*
Headcount (end of period)	17,225	**16,795**	**-2.5%**	17,225	**16,795**	**-2.5%**

NORTH AMERICA

Constant and adjusted basis (€m)		Q3 2012	Q3 2013	Change	9m 2012	9m 2013	Change
Sales		1,129.8	**1,134.2**	**0.4%**	3,343.3	**3,358.4**	**0.5%**
	on a constant basis and same days			***+0.1%***			***+0.9%***
o/w	United States	808.2	**818.6**	*+1.3%*	2,377.4	**2,428.6**	*+2.2%*
	on a constant basis and same days			*+1.5%*			*+2.7%*
	Canada	321.5	**315.6**	*-1.8%*	965.9	**929.9**	*-3.7%*
	on a constant basis and same days			*-3.4%*			*-3.7%*
Gross profit		247.0	**253.8**	**+2.8%**	728.0	**741.8**	**+1.9%**
as a % of sales		*21.9%*	*22.4%*	*+50bps*	*21.8%*	*22.1%*	*+30bps*
Distribution & adm. expenses (incl. depreciation)		(185.2)	(190.4)	+2.8%	(557.9)	(562.1)	+0.7%
EBITA		61.8	**63.4**	**+2.6%**	170.1	**179.7**	**+5.7%**
	as a % of sales	*5.5%*	*5.6%*	*+10bps*	*5.1%*	*5.4%*	*+30bps*
Headcount (end of period)		8,673	**8,644**	**-0.3%**	8,673	**8,644**	**-0.3%**

ASIA-PACIFIC

Constant and adjusted basis (€m)		Q3 2012	Q3 2013	Change	9m 2012	9m 2013	Change
Sales		312.8	**312.0**	**-0.2%**	980.3	**914.8**	**-6.7%**
	on a constant basis and same days			***-1.8%***			***-6.6%***
o/w	China	92.8	**109.1**	*+17.6%*	264.2	**279.9**	*+6.0%*
	on a constant basis and same days			*+15.2%*			*+5.0%*
	Australia	167.2	**147.3**	*-11.9%*	550.9	**471.1**	*-14.5%*
	on a constant basis and same days			*-12.8%*			*-14.0%*
	New Zealand	31.9	**32.3**	*+1.2%*	98.7	**93.9**	*-4.8%*
	on a constant basis and same days			*-0.5%*			*-4.8%*
Gross profit		65.3	**61.7**	**-5.5%**	208.1	**187.2**	**-10.0%**
	as a % of sales	*20.9%*	*19.8%*	*-110bps*	*21.2%*	*20.5%*	*-70bps*
Distribution & adm. expenses (incl. depreciation)		(49.0)	(48.0)	-2.0%	(159.6)	(149.4)	-6.4%
EBITA		16.3	**13.7**	**-16.1%**	48.4	**37.7**	**-22.1%**
	as a % of sales	*5.2%*	*4.4%*	*-80bps*	*4.9%*	*4.1%*	*-80bps*
Headcount (end of period)		2,820	**2,735**	**-3.0%**	2,820	**2,735**	**-3.0%**

LATIN AMERICA

Constant and adjusted basis (€m)		Q3 2012	Q3 2013	Change	9m 2012	9m 2013	Change
Sales		67.6	**72.3**	**+7.0%**	228.4	**225.0**	**-1.5%**
	on a constant basis and same days			***+4.8%***			***-1.7%***
o/w	Brazil	39.1	**41.4**	*+5.9%*	127.4	**136.1**	*+6.8%*
	on a constant basis and same days			*+2.4%*			*+5.7%*
	Chile	23.0	**24.3**	*+5.7%*	83.9	**70.6**	*-15.9%*
	on a constant basis and same days			*+5.4%*			*-15.0%*
	Peru	5.4	**6.5**	*+19.7%*	17.0	**18.3**	*+7.5%*
	on a constant basis and same days			*+19.7%*			*+7.5%*
Gross profit		15.6	**15.9**	**+2.1%**	51.7	**52.7**	**+1.9%**
	as a % of sales	*23.0%*	*22.0%*	*-100bps*	*22.6%*	*23.4%*	*+80bps*
Distribution & adm. expenses (incl. depreciation)		(14.6)	(15.8)	+8.2%	(46.2)	(51.2)	+10.8%
EBITA		1.0	**0.1**	**-87.6%**	5.5	**1.5**	**-73.4%**
	as a % of sales	*1.5%*	*0.1%*	*-130bps*	*2.4%*	*0.6%*	*-180bps*
Headcount (end of period)		1,739	**1,583**	**-9.0%**	1,739	**1,583**	**-9.0%**

Appendix 2

Extract of Financial Statements

Consolidated Income Statement

Reported basis (€m)	Q3 2012	Q3 2013	Change	9m 2012	9m 2013	Change
Sales	**3,441.3**	**3,255.1**	**-5.4%**	**10,009.4**	**9,723.8**	**-2.9%**
Gross profit	**833.1**	**783.9**	**-5.9%**	**2,459.3**	**2,376.0**	**-3.4%**
as a % of sales	*24.2%*	*24.1%*		*24.6%*	*24.4%*	
Distribution & adm. expenses (excl. depreciation)	(623.3)	(587.9)	-5.7%	(1,843.7)	(1,820.2)	-1.3%
EBITDA	**209.7**	**196.0**	**-6.5%**	**615.6**	**555.8**	**-9.7%**
as a % of sales	*6.1%*	*6.0%*		*6.2%*	*5.7%*	
Depreciation	(18.9)	(20.0)		(54.4)	(58.6)	
EBITA	**190.8**	**175.9**	**-7.8%**	**561.2**	**497.1**	**-11.4%**
as a % of sales	*5.5%*	*5.4%*		*5.6%*	*5.1%*	
Amortization of purchase price allocation	(4.1)	(3.8)		(9.3)	(15.8)	
Operating income bef. other inc. and exp.	**186.6**	**172.1**	**-7.8%**	**551.9**	**481.3**	**-12.8%**
as a % of sales	*5.4%*	*5.3%*		*5.5%*	*4.9%*	
Other income and expenses	(14.6)	(12.2)		(69.7)	(94.8)	
Operating income	**172.0**	**160.0**	**-7.0%**	**482.2**	**386.6**	**-19.8%**
Financial expenses (net)	(52.0)	(46.3)		(149.0)	(163.5)	
Share of profit (loss) in associates	1.3	0.3		1.5	0.4	
Net income (loss) before income tax	**121.3**	**114.0**	**-6.0%**	**334.7**	**223.4**	**-33.3%**
Income tax	(36.0)	(37.0)		(98.3)	(72.5)	
Net income (loss)	**85.3**	**77.1**	**-9.6%**	**236.4**	**150.9**	**-36.2%**
Net income (loss) attr. to non-controlling interests	0.6	0.3		0.7	0.4	
Net income (loss) attr. to equity holders of the parent	**84.7**	**76.8**	**-9.3%**	**235.7**	**150.6**	**-36.1%**

Bridge between Operating income before other income and other expenses and Adjusted EBITA

in €m	Q3 2012	Q3 2013	9m 2012	9m 2013
Operating income before other income and other expenses	**186.6**	**172.1**	**551.9**	**481.3**
Change in scope effects	3.0		10.7	
Foreign exchange effects	-8.5		-11.9	
Non-recurring effect related to copper	0.9	2.7	-3.1	13.4
Amortization of PPA	4.1	3.8	9.3	15.8
Adjusted EBITA on a constant basis	**186.1**	**178.7**	**556.8**	**510.6**

Recurring Net Income

In millions of euros	Q3 2012	Q3 2013	Change	9m 2012	9m 2013	Change
Reported net income	85.3	**77.1**	**-9.6%**	236.4	**150.9**	**-36.2%**
Non-recurring copper effect	0.9	**2.7**		-3.1	**13.4**	
Other expense & income	14.6	**12.2**		69.7	**94.8**	
Financial expense	0.0	**0.2**		-7.4	**21.3**	
Tax expense	-4.3	**-4.3**		-8.9	**-24.5**	
Recurring net income	96.4	**87.9**	**-8.8%**	286.7	**256.0**	**-10.7%**

Sales and profitability by segment

Reported basis (€m)	Q3 2012	Q3 2013	Change	9m 2012	9m 2013	Change
Sales	**3,441.3**	**3,255.1**	**-5.4%**	**10,009.4**	**9,723.8**	**-2.9%**
Europe	1,829.3	1,736.6	-5.1%	5,525.6	5,225.6	-5.4%
North America	1,181.3	1,134.2	-4.0%	3,224.4	3,358.4	+4.2%
Asia-Pacific	352.9	312.0	-11.6%	1,026.0	914.8	-10.8%
Latin America	77.6	72.3	-6.9%	233.2	225.0	-3.5%
Gross profit	**833.1**	**783.9**	**-5.9%**	**2,459.3**	**2,376.0**	**-3.4%**
Europe	482.7	454.2	-5.9%	1,494.2	1,398.4	-6.4%
North America	257.9	252.3	-2.2%	692.2	738.2	+6.6%
Asia-Pacific	73.8	61.7	-16.5%	217.6	187.2	-14.0%
Latin America	18.0	15.8	-12.3%	53.7	52.3	-2.6%
EBITA	**190.8**	**175.9**	**-7.8%**	**561.2**	**497.1**	**-11.4%**
Europe	119.1	111.6	-6.3%	387.2	319.5	-17.5%
North America	63.4	62.1	-2.1%	161.5	176.5	+9.3%
Asia-Pacific	17.4	13.6	-21.7%	49.5	37.7	-23.8%
Latin America	1.1	0.0	-97.7%	5.4	1.1	-79.5%

Impact on sales from acquisitions

Acquisitions	Country	Conso. as from	Q1 2013	Q2 2013	H1 2013	Q3 2013	*Q4 2013 est.*	*FY 2013 est.*
Europe	France, UK, Spain, Belgium	misc.	49.9	9.6	59.5	0.0	-	*c. 60*
North America	USA	misc.	97.3	105.7	203.0	27.2	*c. 22*	*c. 250*
Asia-Pacific	Singapore	01/01/13	2.8	2.8	5.7	2.7	*c. 3*	*c. 12*
Latin America	Brazil, Peru	misc.	10.3	1.9	12.2	1.5	-	*c. 14*
Total acquisitions			**160.3**	**120.1**	**280.4**	**31.4**	***c. 25***	***c. 340***

Consolidated Balance Sheet

Assets (€m)	December 31, 2012	September 30, 2013
Goodwill	4,369.2	4,195.0
Intangible assets	1,035.8	1,045.2
Property, plant & equipment	282.7	278.4
Long-term investments(1)	79.5	31.7
Investments in associates	10.8	11.0
Deferred tax assets	171.9	137.5
Total non-current assets	**5,949.9**	**5,698.9**
Inventories	1,426.7	1,427.3
Trade receivables	2,123.9	2,240.4
Other receivables	502.5	465.3
Assets classified as held for sale	21.2	3.3
Cash and cash equivalents	291.9	481.7
Total current assets	**4,366.2**	**4,617.9**
Total assets	**10,316.1**	**10,316.8**

Liabilities (€m)	December 31, 2012	September 30, 2013
Total equity	**4,117.6**	**4,187.9**
Long-term debt	2,303.2	2,585.9
Deferred tax liabilities	152.3	130.7
Other non-current liabilities	474.6	379.8
Total non-current liabilities	**2,930.1**	**3,096.5**
Interest bearing debt & accrued interests	627.6	520.9
Trade payables	1,937.2	1,898.6
Other payables	703.7	612.9
Liabilities classified as held for sale	-	-
Total current liabilities	**3,268.5**	**3,032.4**
Total liabilities	**6,198.6**	**6,128.9**
Total equity & liabilities	**10,316.1**	**10,316.8**

[1] Includes Debt hedge derivatives for €(39.8) million at December 31, 2012 and for €18.9 million at Sept 30, 2013

Change in Net Debt

€m	Q3 2012	Q3 2013	9m 2012	9m 2013
EBITDA	**209.7**	**196.0**	**615.6**	**555.8**
Other operating revenues & costs[1]	(19.5)	(18.0)	(64.8)	(60.5)
Operating cash flow	**190.2**	**178.0**	**550.8**	**495.3**
Change in working capital	(69.0)	(81.1)	(268.0)	(258.9)
Net capital expenditure, of which:	(17.4)	(23.4)	(54.2)	(48.3)
Gross capital expenditure	*(20.2)*	*(23.9)*	*(53.8)*	*(67.8)*
Disposal of fixed assets & other	*2.8*	*0.5*	*(0.4)*	*19.5*
Free cash flow before interest and tax	**103.8**	**73.5**	**228.6**	**188.1**
Net interest paid / received[2]	(44.7)	(40.3)	(126.1)	(128.9)
Income tax paid	(27.1)	(22.9)	(94.9)	(80.7)
Free cash flow after interest and tax	**32.0**	**10.3**	**7.6**	**(21.5)**
Net financial investment	(353.1)	(2.3)	(491.6)	(4.4)
Dividends paid	0.0	(53.0)	(143.0)	(53.1)
Net change in equity	(0.2)	0.0	0.0	0.0
Other	(13.4)	(0.5)	(48.1)	(28.9)
Currency exchange variation	19.9	30.6	(19.9)	63.2
Decrease (increase) in net debt	**(314.8)**	**(15.0)**	**(695.0)**	**(44.7)**
Net debt at the beginning of the period	**2,458.4**	**2,628.9**	**2,078.2**	**2,599.2**
Net debt at the end of the period	**2,773.2**	**2,643.9**	**2,773.2**	**2,643.9**

(1) Includes restructuring outflows of €10.6 million in Q3 2012 and €12.9 million in Q3 2013 and of €29.5 million in 9m 2012 and €45.8 million in 9m 2013
(2) Excluding settlement of fair value hedge derivatives

Appendix 3

Working Capital Analysis

Constant basis	September 30, 2012	September 30, 2013
Net inventories		
as a % of sales 12 rolling months	***10.6%***	***11.1%***
as a number of days	*49.8*	*50.7*
Net trade receivables		
as a % of sales 12 rolling months	***17.1%***	***17.8%***
0	*56.5*	*57.6*
Net trade payables		
as a % of sales 12 rolling months	***13.7%***	***14.6%***
as a number of days	*56.7*	*57.8*
Trade working capital		
as a % of sales 12 rolling months	***14.0%***	***14.3%***
Total working capital		
as a % of sales 12 rolling months	***12.8%***	***13.5%***

Appendix 4

Headcount and branches by geography

FTEs at end of period comparable	30/09/2012	31/12/2012	30/09/2013	Year-on-Year Change
Europe	**17,225**	**17,052**	**16,795**	**-2.5%**
USA	*6,258*	*6,241*	*6,277*	*0.3%*
Canada	*2,414*	*2,406*	*2,367*	*-1.9%*
North America	**8,673**	**8,647**	**8,644**	**-0.3%**
Asia-Pacific	**2,820**	**2,747**	**2,735**	**-3.0%**
Latin America	**1,739**	**1,775**	**1,583**	**-9.0%**
Other	**211**	**212**	**227**	**7.6%**
Group	**30,668**	**30,433**	**29,985**	**-2.2%**

Branches comparable	30/09/2012	31/12/2012	30/09/2013	Year-on-Year Change
Europe	**1,377**	**1,359**	**1,317**	**-4.4%**
USA	*395*	*401*	*398*	*0.8%*
Canada	*218*	*218*	*217*	*-0.5%*
North America	**613**	**619**	**615**	**0.3%**
Asia-Pacific	**278**	**263**	**264**	**-5.0%**
Latin America	**89**	**96**	**95**	**6.7%**
Group	**2,357**	**2,337**	**2,291**	**-2.8%**

DISCLAIMER

The Group is exposed to fluctuations in copper prices in connection with its distribution of cable products. Cables accounted for approximately 15% of the Group's sales, and copper accounts for approximately 60% of the composition of cables. This exposure is indirect since cable prices also reflect copper suppliers' commercial policies and the competitive environment in the Group's markets. Changes in copper prices have an estimated so-called "recurring" effect and an estimated so called "non-recurring" effect on the Group's performance, assessed as part of the monthly internal reporting process of the Rexel Group:
- the recurring effect related to the change in copper-based cable prices corresponds to the change in value of the copper part included in the sales price of cables from one period to another. This effect mainly relates to the Group's sales;
- the non-recurring effect related to the change in copper-based cables prices corresponds to the effect of copper price variations on the sales price of cables between the time they are purchased and the time they are sold, until all such inventory has been sold (direct effect on gross profit). Practically, the non-recurring effect on gross profit is determined by comparing the historical purchase price for copper-based cable and the supplier price effective at the date of the sale of the cables by the Rexel Group. Additionally, the non-recurring effect on EBITA corresponds to the non-recurring effect on gross profit, which may be offset, when appropriate, by the non-recurring portion of changes in the distribution and administrative expenses (principally, the variable portion of compensation of sales personnel, which accounts for approximately 10% of the variation in gross profit).

The impact of these two effects is assessed for as much of the Group's total cable sales as possible, over each period. Group procedures require that entities that do not have the information systems capable of such exhaustive calculations to estimate these effects based on a sample representing at least 70% of the sales in the period. The results are then extrapolated to all cables sold during the period for that entity. Considering the sales covered, the Rexel Group considers such estimates of the impact of the two effects to be reasonable.

This press release may contain statements of future expectations and other forward-looking statements. By their nature, they are subject to numerous risks and uncertainties, including those described in the Document de Référence registered with the French Autorité des Marchés Financiers (AMF) on March 13, 2013 under number D.13-0130. These forward-looking statements are not guarantees of Rexel's future performance. Rexel's actual results of operations, financial condition and liquidity as well as development of the industry in which Rexel operates may differ materially from those made in or suggested by the forward-looking statements contained in this release. The forward-looking statements contained in this communication speak only as of the date of this communication and Rexel does not undertake, unless required by law or regulation, to update any of the forward-looking statements after this date to conform such statements to actual results, to reflect the occurrence of anticipated results or otherwise.

The market and industry data and forecasts included in this press release were obtained from internal surveys, estimates, experts and studies, where appropriate, as well as external market research, publicly available information and industry publications. Rexel, its affiliates, directors, officers, advisors and employees have not independently verified the accuracy of any such market and industry data and forecasts and make no representations or warranties in relation thereto. Such data and forecasts are included herein for information purposes only.

This press release includes only summary information and must be read in conjunction with Rexel's Document de Référence registered with the AMF March 13, 2013 under number D.13-0130, as well as the consolidated financial statements and activity report for the 2012 fiscal year, which may be obtained from Rexel's website (www.rexel.com).