

2015 ANNUAL GENERAL MEETING

Rexel, a global leader in the professional distribution of products and services for the energy world, held its Annual General Meeting of shareholders today in Paris. The resolutions approved at the meeting notably include those relating to the dividend payment and the composition of the Board of Directors.

Dividend payment

Rexel's annual meeting of shareholders held on May 27, 2015 approved the distribution of a dividend of €0.75 per share and also approved the proposal to offer each shareholder the choice of opting for the payment of the dividend either in cash or in new Rexel shares. Shareholders can exercise their option from June 3, 2015 (inclusive) through June 23, 2015 (inclusive) upon request to their financial intermediary. In the event that this option is not exercised by June 23, 2015 (inclusive), the dividend will be paid in cash only. The option of cash or new shares applies to the full dividend amount for which it is offered. The price of the new shares issued for the payment of the dividend is set at €14.21. The record date is June 2, 2015 and the ex-dividend date is June 3, 2015. The payment of dividends in cash and the issuance of new shares when the option is exercised will be carried out from July 1, 2015. The maximum number of new shares that can be issued if this option is exercised is 15,452,819 representing 5.27% of Rexel's share capital and voting rights.

Ratification of the appointment of two directors and renewal of the term of office of three directors

Shareholders ratified the appointments as directors of Isabel Marey-Semper and Maria Richter, as decided by the Board of Directors held on May 22, 2014.

Shareholders also voted to renew for four years the term of office of three directors: Isabel Marey-Semper, Maria Richter and Fritz Fröhlich.

Voting results*

All the resolutions were approved with the exception of resolution 26.

*For further details go to: http://www.rexel.com/fichiers/bibliotheque/rexel_convocation_2015_va.pdf

ABOUT REXEL GROUP

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 2,200 branches in 38 countries, and c. 30,000 employees, Rexel's sales were €13.1 billion in 2014.

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, 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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This press release constitutes the information document required in application of articles 212-4 (§4) and 212-5 (§5) of the General Regulations of the Autorité des marchés financiers and of article 13 of guideline 2005-11 of December 13, 2005 as amended.

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).