REXEL H1 2008

SOLID FIRST HALF 2008

July 31, 2008

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AGENDA H1 08 RESULTS

- H1 08 at a glance
- Business highlights
- H1 08 financial review
- 2008 full year outlook
- Q&A
- Financial calendar & contacts
- Appendices (including financial covenant)

H1 08 at a glance

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Solid first half 2008

	H1 2008	vs. H1 2007
Sales	€5,991m	+12.9% +2.3% constant basis & same days
EBITA[1]	€335m	+5.9% constant basis, excluding Q1 07 non-recurring items
In % of sales	5.6%	+20 bps
Net income	€259m	+72.1% before H1 07 IPO related costs
Working capital[2] (in % of sales)	12.8%	-50 bps
Free cash flow before interest and tax paid	€358m	€364m including significant Q1 07 one-off effect

2.3% organic growth and robust profitability

[1] In this presentation, EBITA is defined as operating income before other income & other expenses excluding estimated non-recurring net impact on stock from changes in the price of copper-based cable of circa 2.8 million EUR in H1 08 and circa 8.8 million EUR in H1 07. Comparisons with H1 07 are made at H1 08 constant scope of consolidation and exchange rates and excluding Q1 07 favourable non-recurring items

[2] 12,5% as reported, 12,8% after restatement of non recurring items

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Good H1 08 performance in all geographies

	Europe (54% of sales)	North America (36% of sales)	Asia Pacific (7% of sales)
Sales	+2.3% vs. H1 07 +1.4% vs. Q2 07	+0.5% vs. H1 07 -0.2% vs. Q2 07	+8.5% vs. H1 07 +8.7% vs. Q2 07
Residential	Market slowdown	Continued downturn in 2008 - 2009	Limited growth
Commercial	Mixed situation across countries	Weakening trends	Sustained growth
Industrial	Moderate growth	Good growth (Rexel's principal market)	Sustained growth

Residential Commercial Industrial

Europe
- Sustained growth in Northern Continental Europe
- Market share gains in large markets
- Success of gross margin levers
- Effective cost control

North America
- Continued focus on cost reduction
- Additional back-office synergies underway
- Initiatives targeting growth markets (Oil & Gas, mining)

Asia Pacific
- Buoyant activity in industry and mining in Australia
- Key accounts are major growth driver
- Increased weight of emerging markets

EBITA margin[1]

	Europe	North America	Asia Pacific
vs. H1 07	+ 10 bps	+ 10 bps	+ 50 bps
vs. Q2 07	+ 10 bps	=	+ 60 bps

[1] Excluding Q1 07 favourable non-recurring items

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Business highlights

Hagemeyer synergies being realized

Expectations validated

- Net synergies of circa 50M€ (2011 run rate), i.e. 1.5% of 2007 sales of Hagemeyer retained activities
- c. 40% purchasing, 40% administration related, 10% logistics, 5% IT and 5% revenue

Process implemented

- Project management structure in place (Steering Committee, PMO)
- Good visibility on quick wins and short term synergies

8M€ synergies to be delivered in H2 2008

- 4 M€ in purchasing
  - Negotiations with suppliers well advanced in order to align best conditions
  - Economies of scale at national and regional level being worked on
- 4 M€ in administration (Naarden – Hagemeyer head-office)

Potential upside from revenue synergies

Profit levers at work

Top line

- E-Commerce: 7.1% of sales in H1 08 vs. 5.6% in H1 07
- Key accounts: +4.1% in H1 08, good progress in Metal, Mining and Oil & Gas industries

Gross margin

- Improved product category management: lighting, protection equipment

Operating expenses

- Headcount reduction: -1.6% vs. December 31, 2007 (-3.1% in North America, -1.4% in Europe)
- Transportation costs: better contract terms and improved customer recovery

Working capital

- Working capital requirement: down 50 bps of sales vs. H1 07
- More systematic inventory re-profiling

Key business developments

Europe

- France: public projects (hospitals and prisons)
- Germany: industrial MRO contracts
- Scandinavia: utility business

North America

- US: 7% sales growth in H1 08 with key industrial accounts (Oil & Gas, Steel, diversified industries)
- US: administrative and educational building
- Canada: Oil sands sales ramping up (c.13M€ YTD)

Asia-Pacific

- Australia: market over-performance with industrial customers and national contractors
- Asia: strong growth in industrial & commercial projects

Energy: new market opportunities for Rexel

Market growth drivers

- Installation of energy-saving devices can deliver up to 30% energy savings (e.g. on lighting, responsible for 19% of world electricity consumption
- European climate action and renewable energy package. 2020 targets:
  - Renewable sources in energy consumption: 20% share
  - Energy efficiency: 20% increase

Sources: GIMELEC, International Energy Agency

Rexel opportunities

- Energy savings:
  - Lighting: 63% of lighting sources sales are low consumption, vs. 55% in 2004
  - Automation (home & building)
- Renewable energies:
  - Wind (c.30 MUSD sales notably with GE)
  - Photovoltaïc (> 70 M€ in Europe)
  - Heat pumps (geothermy & aerothermy)

SOLAR WATER HEATER

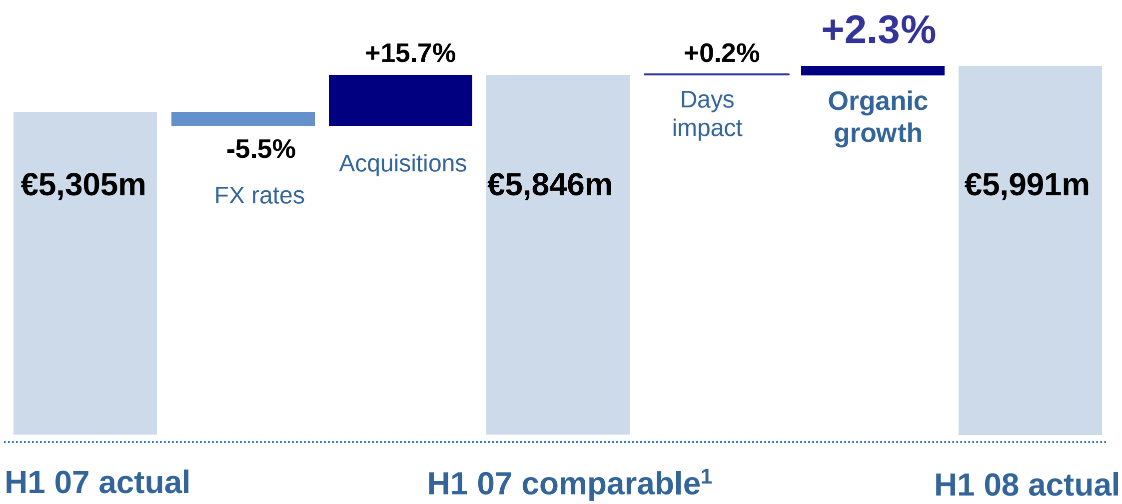
HEAT PUMP

HYDRAULIC HEATING FLOOR

PHOTOVOLTAÏC

H1 08 financial review

Organic growth: +2.3% on a constant & same day basis



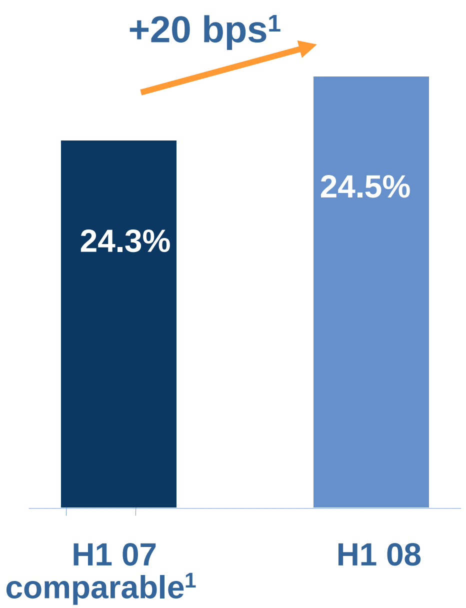
Organic Growth

	H1	Q2
✓ Europe	+2.3%	+1.4%
✓ North America	+0.5%	- 0.2%
✓ Asia-Pacific	+8.5%	+8.7%
	+2.3%	+1.7%

- Organic growth in all 3 geographical zones in H1
- Negative impact of currency fluctuations
- Positive contribution from Hagemeyer European businesses

[1] including Hagemeyer from April 1st

Gross margin raised to 24.5%



Geographic Contribution

Europe

- Favourable product & customer mix
- Improved supply chain organization
- Better purchasing conditions

North America

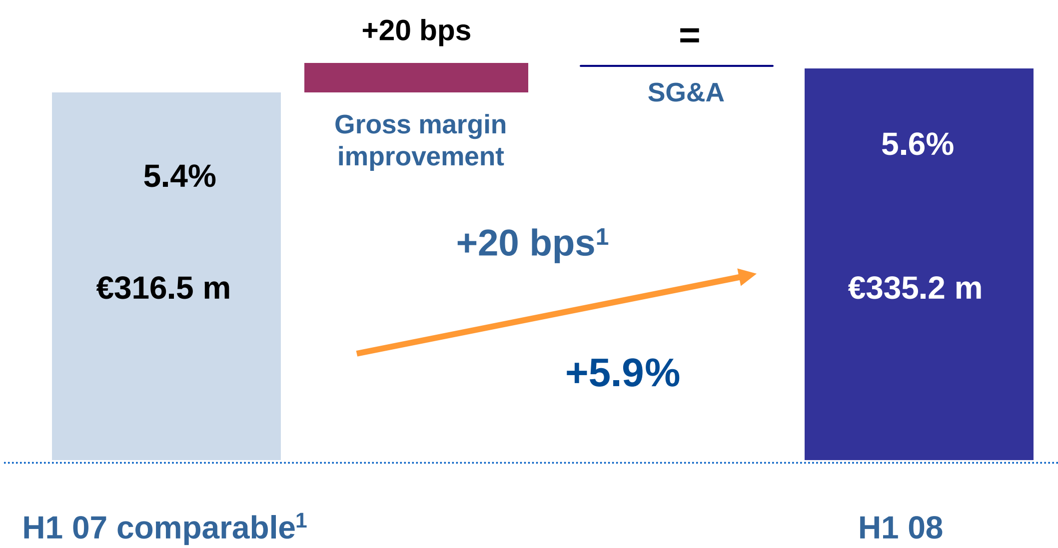
- Enhanced pricing discipline
- Better purchasing conditions
- Gexpro synergies

Asia-Pacific

- High sales growth in lower margin countries
- Strong project business in Australia with lower gross margin but lower costs

[1] excluding Q1 07 favourable non-recurring items, including Hagemeyer from April 1st

EBITA margin increased to 5.6%



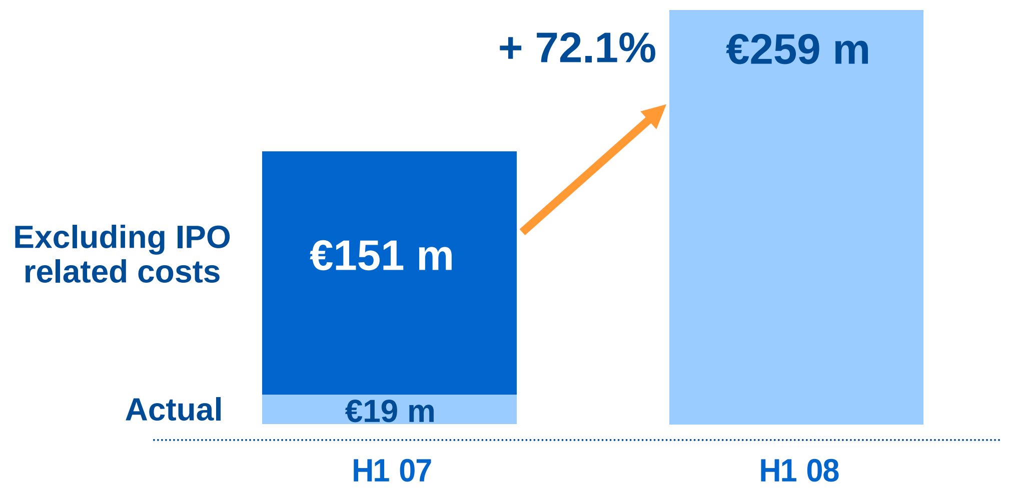
Adjusted EBITA Margin

	H1	Q2
✓ Europe	+10bps	+10bps
✓ North America	+10bps	=
✓ Asia-Pacific	+50bps	+60bps
	+20 bps	+10 bps

- Success of gross margin operating levers
- SG&A costs effectively controlled
  - ✓ Headcount -3.1% in North America and -1.4% in Europe vs. December 31, 2007
  - ✓ Continued control of other costs including transportation and IT

[1] excluding Q1 07 favourable non-recurring items, including Hagemeyer from April 1st

Net income up 72.1%



- Capital gain[1] of 78 M€ in H1 08
- 6.1% effective interest rate in Q2 08
- 21% effective tax rate in H1 08 (31% normalized for non taxable gain on Germany disposal)

[1] Net of non-recurring / restructuring costs

Strong cash flow generation

EUR million	H1 08	H1 07
Adjusted EBITDA	**378**	**360**
Cable inventory Adjustment	3	2
EBITDA	381	362
Other operating revenues and costs	(18)	(7)
Change in working capital	(22)	(8)
Net CAPEX [1]	17	17
Free Cash Flow before interest and tax paid	**358**	**364**
Net Interest paid [2]	(81)	(165)
Income tax paid [3]	(58)	3
Free Cash Flow after interest and tax paid	**219**	**202**

[1] Includes a 62 M€ and a 42 M€ net capital inflow in H1 08 and H1 07 respectively due to sale and partial lease-back of real estate portfolios
[2] Includes a 89.6 M€ HYB redemption premium in H1 07
[3] Includes a 53.4 M€ tax refund in H1 07

- Reduction in working capital to 12.8% of sales at 30/06/08 from 13.3% at 30/06/07 on a comparable basis
- Net capex benefit from sales & lease back of real estate in H1 07 and H1 08
- H1 08 "Other operating revenues and costs":
  - 10 M€ synergy implementation costs
  - 8 M€ other restructuring costs

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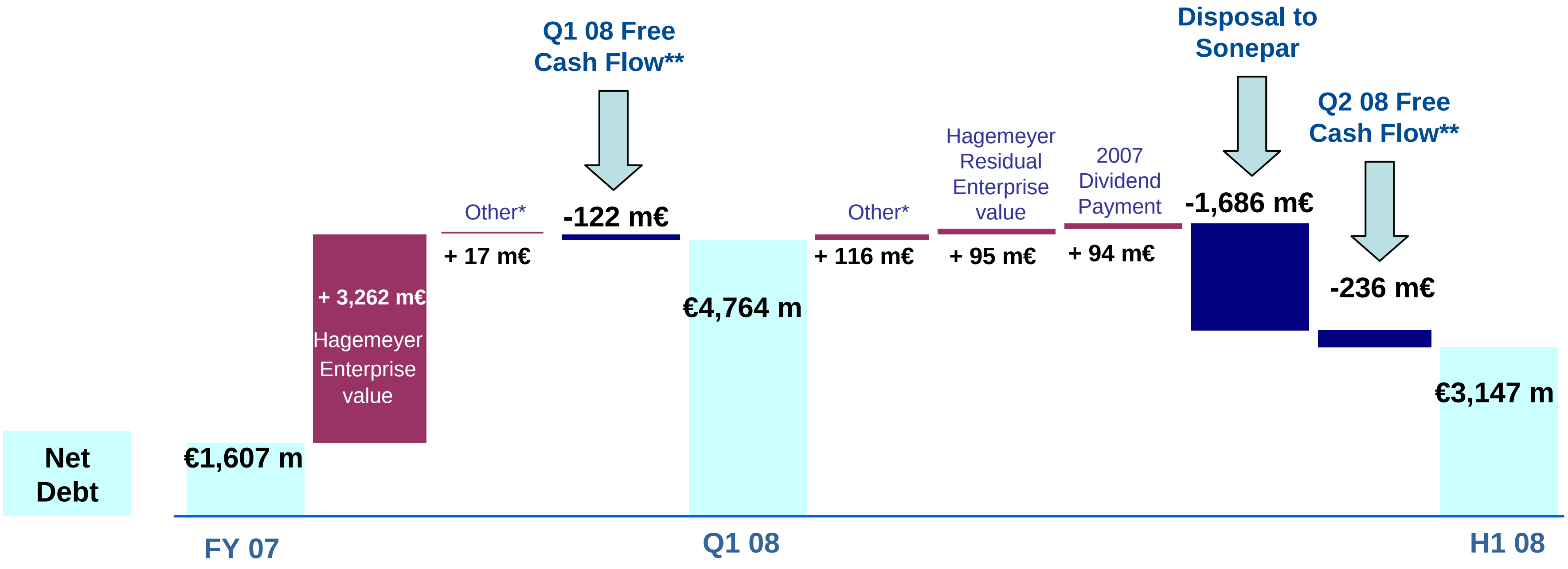
Deleveraging underway since Hagemeyer acquisition



Leverage ratio	4.30x	3.63x
Leverage covenant	n.a.	4.90x

- Divestiture of Hagemeyer non-retained assets for 1,686 M€, completed ahead of schedule
- Comfortable 35% headroom on covenant at June 30, 2008

•*Including interest and income tax paid, as well as foreign exchange variance
•** before interest and tax expenses

Debt secured and available liquidity

Composition of debt

2008 Senior Credit[1]	2,634
Securitization	942
Other debt & cash	-429
Net Debt at June 30, 2008	**3,147**

2008 Senior Credit [2]

	Drawn	Undrawn
Facility A	2,270	23
Facility B	0	600
Facility C	Repaid	-
Facility D	364	6
TOTAL	**2,634**	**629**

- Liquidity around 1 Bn€ from cash and undrawn revolving credit facility
- Maturity of Senior Credit + Securitization: 4 years
- Facility D to be refinanced for 370 M€ before March 2010 through securitization of Hagemeyer receivables
- Interest rate hedging of 75% of net debt through swaps and caps

[1] After repayment of 250 million euros on July 1, 2008
[2] Mandatory repayments: 180 million euros in 2009, 270 million euros in each of 2010 and 2011

2008 full year outlook

2008 objectives confirmed

- In the face of a continuing economic slowdown in the construction end-markets in the US and several European countries, Rexel continues to focus on:
  - Adjusting its cost base;
  - Leveraging its enhanced European platform;
  - Allocating its resources to higher growth market segments;
  - Generating cash-flow from operations

- Against this backdrop and comforted by the actions taken, Rexel confirms its Full Year 2008 objectives, as previously disclosed :
  - Limited revenue growth including bolt-on acquisitions
  - Adjusted EBITA margin comparable to the 2007 restated* level of 5.4%
  - Working capital requirement as a percentage of sales and net debt to Adjusted EBITDA ratio on track to reach mid-term objectives of 12.5% of sales and 2x to 3x respectively

* Based on the purchase of all outstanding shares and convertible bonds of Hagemeyer, the disposals and asset swap with Sonepar and the divestment of Hagemeyer's electrical distribution activities in Ireland, on April 1, 2007

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Conclusion

A pro-active organisation

- Increasingly flexible and productive cost base across the three regions
- Active allocation of resources to higher growth segments

A resilient business model

- Diverse European footprint with strengthened presence in growth markets
- Reinforced focus on growing North American industrial markets
- Increased exposure to recurring renovation business
- Increasing focus on growth segments and emerging markets

Q & A

Financial Calendar & Contacts

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Financial Calendar	Contacts

Financial Calendar

- November 12, 2008
  - 7:30 AM CET: Q3 08 results announcement
  - 10:00 AM CET: conference call

Contacts

- Investors & Analysts

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Appendices

Appendix 1: Condensed Income Statement

IFRS, unaudited, EUR million	Six months to June 30th			Three months to June 30th		
	2008	2007	Var (in %)	2008	2007	Var (in %)
Reported basis						
Sales	**5,990.9**	**5,304.8**	**12.9%**	**3,474.7**	**2,728.5**	**27.3%**
Gross profit	1,468.1	1,314.8	11.7%	841.0	676.5	24.3%
As a% of sales	*24.5%*	*24.8%*	*(30) bps*	*24.2%*	*24.8%*	*(60) bps*
Operating expenses (including depreciation)	(1,133.0)	(986.8)	(14.8)%	(648.4)	(493.7)	(31.3)%
EBITDA	381.1	362.1	5.2%	220.5	200.1	10.2%
As a % of sales	*6.4%*	*6.8%*	*(40) bps*	*6.3%*	*7.3%*	*(100) bps*
EBITA	**335.0**	**328.0**	**2.1%**	**192.6**	**182.8**	**5.4%**
As a % of sales	**5.6%**	**6.2%**	***(60) bps***	**5.5%**	**6.7%**	***(120) bps***
Other income & expenses	77.8	(31.2)	n.s.	89.7	(29.9)	n.s.
Operating income	412.8	296.8	39.1%	282.3	152.9	84.6%
Net financial expenses	(83.0)	(263.2)	n.s.	(43.1)	(192.4)	n.s.
Pre-Tax Income	329.8	33.6	n.s.	239.2	(39.5)	n.s.
Income tax	(70.4)	(14.6)	n.s.	(42.3)	9.4	n.s.
Net income	**259.4**	**19.0**	**n.s.**	**196.9**	**(30.1)**	**n.s.**

Constant and adjusted basis						
Sales	**5,990.9**	**5,845.8**	**2.5%**	**3,474.7**	**3,358.3**	**3.5%**
Gross Profit	1,465.4	1435.6	2.1%	834.0	805.9	3.5%
Gross profit excl. Q1 07 non-recurring items	1,465.4	1,419.6	3.2%	834.0	805.9	3.5%
Gross margin as a % of sales excl. Q1 07 non-recurring items	***24.5%***	***24.3%***	***+20bps***	***24.0%***	***24.0%***	**-**
Operating expenses (including depreciation)	(1,130.2)	(1,103.1)	2.5%	(645.2)	(626.8)	2.9%
EBITA	335.2	332.5	0.8%	188.8	179.1	5.4%
As a % of sales	*5.6%*	*5.7%*	*-10bps*	*5.4%*	*5.3%*	*+10bps*
EBITA excl. Q1 07 non-recurring items	**335.2**	**316.5**	**5.9%**	**188.8**	**179.1**	**5.4%**
As a % of sales	***5.6%***	***5.4%***	***+20bps***	***5.4%***	***5.3%***	***+10bps***

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Appendix 2: Condensed Balance Sheet

IFRS, EUR million	June 30, 2008 unaudited	December 31, 2007 audited
ASSETS		
Net intangible assets & Goodwill	4,728.8	3,294.3
Property, plant & equipment	340.1	272.1
Long term investments	169.8	76.8
Deferred tax assets	250.5	127.4
Total non-current assets	**5,489.2**	**3,770.6**
Inventories	1,452.7	1,143.2
Trade accounts receivable	2,639.6	2,018.5
Other accounts receivables & Assets classified as held for sale	501.5	424.0
Cash and cash equivalents	823.9	515.2
Total current assets	**5,417.6**	**4,100.9**
TOTAL ASSETS	**10,906.9**	**7,871.5**

EQUITY & LIABILITIES		
TOTAL EQUITY	**3,396.2**	**3,227.3**
Interest bearing debt	3,561.8	1,999.1
Other non current liabilities	656.4	339.9
Total non-current liabilities	**4,218.2**	**2,339.0**
Interest bearing debt + accrued interest	409.1	122.7
Trade accounts payable	2,209.3	1,659.3
Other current liabilities	674.1	523.2
Total current liabilities	**3,292.5**	**2,305.2**
Total liabilities	**7,510.7**	**4,644.2**
TOTAL EQUITY AND LIABILITIES	**10,906.9**	**7,871.5**

Appendix 3: Change in Net Debt

IFRS, unaudited, EUR million	Six months to June 30th		Three months to June 30th	
	2008	**2007**	**2008**	**2007**
EBITDA	381.1	362.1	220.5	200.1
Other operating revenues & costs	(17.8)	(7.3)	(11.2)	(5.7)
Change in Working capital	(22.0)	(7.6)	26.5	(11.6)
Net capital expenditures	16.9	16.6	0.4	(15.7)
Free cash flow before interest and tax paid	**358.1**	**363.8**	**236.3**	**167.1**
Net interest paid / received(1)	(81.4)	(165.2)	(51.8)	(110.9)
Income tax paid	(57.6)	2.8	(33.3)	15.8
Free cash flow after interest and tax paid	219.1	201.4	151.2	72.0
Net financial investments (2)	(1,409.1)	(22.1)	1,538.3	(5.7)
Change in equity	(2.2)	1,010.1	(4.0)	1,010.1
Other(3)	(348.1)	971.4	(68.1)	977.9
Change in net debt	**(1,540.4)**	**2,160.8**	**1,617.4**	**2,054.3**
Net Debt	**3,147.0**	**1,740.2**	**3,147.0**	**1,740.2**

(1) Including the high yield bond redemption cost of 89.6 million EUR in Q2 07
(2) Includes mainly the acquisition of 95.7% of the shares and 100% of the convertible bonds of Hagemeyer in Q1 08. In Q2 08, the amount includes mainly the net proceeds of the asset swap and disposals to Sonepar, as well as an additional investment of 95.2 million euros to acquire further Hagemeyer shares and bonds. At June 30, 2008, Rexel owned 98.8% of Hagemeyer shares and 100% of its bonds
(3) Including capitalization of the shareholders' loan for 1,039.9 million EUR in Q2 07 and dividends paid of 94.4 million EUR in Q2 08

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Appendix 4: Financial covenant

Leverage ratio calculation

EUR million	June 30, 2008
Net debt at closing currency exchange rates	3,147.0
Net debt at average currency exchange rates (A)	**3,228.1**
LTM Adjusted EBITDA (B)	**888.8**
Leverage ratio (A) / (B)	**3.63**

Leverage covenant

	30/06/08	31/12/08	30/06/09	31/12/09	30/06/10	31/12/10	30/06/11	31/12/11
Covenant	4.90x	4.75x	4.75x	4.50x	4.25x	3.90x	3.50x	3.50x

Appendix 5: H1 08 pro forma & reconciliation between Rexel stand-alone and pro forma

EUR million Constant and Adjusted	H1 08	H1 07	Var H1 08 / H1 07
Sales *Same number of days*	6,861.9	6,675.8	+2.8% *+3.0%*
Adjusted gross profit ***as a % of sales***	1,668.7 ***24.3%***	1,615.2 ***24.2%***	+3.3%
Operating expenses	(1,324.0)	(1,286.2)	+2.9%
Adjusted EBITA ***as a % of sales***	350.5 ***5.1%***	333.7 ***5.0%***	+5.0%

H1 08 In millions of euros	Rexel	Retained Hagemeyer entities and Sonepar Sweden	Other restatements related to these operations	Pro forma
Sales	5,990.9	871.0		6,861.9
Adjusted Gross profit	1,465.4	203.3		1,668.7
As a % of sales	*24.5%*	*23.3%*		*24.3%*
Operating expenses (including depreciation)	(1,126.1)	(194.9)	(3.0)	(1,324.0)
EBITDA	381.1	19.7		400.8
As a % of sales	*6.4%*	*2.3%*		*5.8%*
EBITA	335.0	11.9	(3.0)	343.9
As a % of sales	*5.6%*	*1.4%*		*5.0%*
Adjusted EBITA	**335.2**	**15.3**	**-**	**350.5**
As a % of sales	***5.6%***	***1.8%***		***5.1%***
Other income & expenses	77.8	(14.2)	-	63.6
Operating income	412.8	(2.3)	(3.0)	407.5
Share of income from associates	-	0.6	-	0.6
Net financial expenses	(83.0)	(0.3)	(11.1)	(94.4)
Pre-tax income	329.7	(2.0)	(14.1)	313.7
Income tax	(70.4)	7.4	(2.6)	(65.6)
Net income	259.4	5.4	(16.7)	248.1

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Appendix 6: Pro forma sales and EBITA by geographic area

Geographic area In million €	H1 08	Var H1 08 / H1 07 Constant[1]	Q2 08	Var Q2 08 / Q2 07 Constant[1]	Q1 08	Var Q1 08 / Q1 07 Constant[1]
Europe	4,022.1	3.1%	2,057.0	1.7%	1,965.1	4.9%
of which						
France	1,247.0	2.6%	629.6	1.9%	617.4	3.4%
United Kingdom	618.4	0.3%	302.6	(0.7)%	315.8	1.3%
Germany	415.2	8.3%	214.5	5.7%	200.7	11.4%
Scandinavia	477.2	10.0%	250.9	9.9%	226.3	10.2%
North America	2,140.6	0.5%	1,087.5	(0.2)%	1,053.1	1.2%
Asia - Pacific	448.4	8.5%	246.1	8.7%	202.3	8.2%
ACE and others	250.8	15.4%	135.9	11.2%	114.9	16.5%
Group total	6 861.9	3.0%	3 526.5	1.9%	3 335.4	4.2%

[1] At constant scope of consolidation and exchange rates and, for sales, at same number of days

EUR million H1 08	Europe	North America	Asia Pacific	Other	Total
Sales	4,022.1	2,140.6	448.4	250.8	6,861.9
Adjusted gross profit	1,015.2	468.1	111.1	74.3	1,668.7
as a % of sales	*25.2%*	*21.9%*	*24.8%*	*29.6%*	*24.3%*
Adjusted EBITA	211.3	105.5	31.1	2.6	350.5
as a % of sales	***5.3%***	***4.9%***	***6.9%***	***1.0%***	***5.1%***

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