

AFEP-MEDEF Guidelines:

Compensation of members of Rexel's Management Board

Compensation of corporate officers of Rexel

At its March 16, 2010 meeting, the Supervisory Board, based on the recommendation of the Compensation Committee, approved as follows the compensation package for the financial year 2010 of **Mr. Jean-Charles Pauze**, Chairman of the Management Board:

- a gross annual fixed compensation amounting to €795,600 (+2% compared to 2009),
- a hardship allowance for travel in France and abroad in a gross amount of €170,000 (no variation since 2005),
- an annual variable target-based portion which may reach 120% of the gross annual fixed compensation, if 100% of the targets are met. If achievements exceed 100% of the targets, the variable bonus may exceed 120%, capped at 130% of the gross annual fixed compensation. This variable bonus is based for 75% on financial criteria and for 25% on qualitative criteria.

At its February 9, 2010 meeting, the Supervisory Board, based on the recommendation of the Compensation Committee, approved as follows the compensation package for the financial year 2010 of **Mr. Michel Favre**, member of the Management Board:

- a gross annual fixed compensation amounting to €439,890 (+2.3% compared to 2009),
- an annual variable target-based portion which may reach a nominal value of 60% of the gross annual fixed compensation; if 100% of the targets are met. If financial results achieved exceed 100% of the targets, the variable bonus may reach 126.4% of the nominal value. This variable bonus is based for 60% on financial criteria and for 40% on qualitative criteria.

At its February 9, 2010 meeting, the Supervisory Board, based on the recommendation of the Compensation Committee, approved as follows the compensation package for the financial year 2010 of **Mr. Pascal Martin**, member of the Management Board:

- a gross annual fixed compensation amounting to €435,120 (+3.6% compared to 2009),
- an annual variable target-based portion which may reach a nominal value of 60% of the gross annual fixed compensation; if 100% of the targets are met. If financial results achieved exceed 100% of the targets, the variable bonus may reach 128.6% of the nominal value. This variable bonus is based for 65% on financial criteria and for 35% on qualitative criteria.

At its February 9, 2010 meeting, the Supervisory Board, based on the recommendation of the Compensation Committee, approved as follows the compensation package for the financial year 2010 of **Mr. Jean-Dominique Perret**, member of the Management Board and Latin America Group Delegate:

- a gross annual fixed compensation under his corporate office and his base employment contract amounting to €279,840 (+5.6% compared to 2009),
- an annual variable target-based portion which may reach a nominal value of 55% of the gross annual fixed compensation; if 100% of the targets are met (compared to 50% in 2009). If financial results achieved exceed 100% of the targets, the variable bonus may reach 128.6% of the nominal value. This variable bonus is based for 65% on financial criteria and for 35% on qualitative criteria.

In 2009, no salary increases were granted to Rexel's corporate officers.

Allocation of free shares to Rexel's corporate officers

On May 11, 2010, under the authorization of the May 20, 2009 Shareholders' Meeting, the Management Board, based on the recommendation of the Compensation Committee and upon the authorization of the Supervisory Board, decided to proceed with the allocation of free shares to principal Group executives including corporate officers. These free shares granted to corporate officers are subject to a two year presence condition and to performance criteria covering the entire allocation.

■ Performance conditions :

- ▶ EBITDA margin increase over 2 years,
 - ▶ EBITDA level,
 - ▶ Net debt / EBITDA ratio
 - ▶ Possibility of reaching 130% of the nominal amount allocated in the event of the outperformance of indicators – the individual figures below include the possibility of the outperformance of indicators.
- Number of free shares allocated to Mr. Jean-Charles Pauze: 78,708
 - Number of free shares allocated to Mr. Michel Favre: 35,581
 - Number of free shares allocated to Mr. Pascal Martin: 46,255
 - Number of free shares allocated to Mr. Jean-Dominique Perret: 39,910

In 2009, no free shares were allocated to the corporate officers of Rexel. In 2009, free shares have been allocated to Mr. Michel Favre, in his capacity as employee. Mr. Michel Favre was appointed as corporate officer further to the allocation of free shares.