

REXEL LAUNCHES THE *OPPORTUNITY 10* EMPLOYEE SHARE PURCHASE PLAN

Rexel, the leading distributor worldwide of electrical supplies, announces the launch of a new employee share purchase plan, through which it is offering its employees in France and internationally the opportunity to acquire shares in the company through a reserved capital increase.

Named *Opportunity 10*, this offering will be open to nearly 80 % of the Group's employees, covering 12 countries. 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 1, 2010.

Eligible employees will be able to purchase shares at a price of € 9.85 per share, a subscription price equal to 80% of the average opening price of the Rexel share on Euronext Paris over the 20 trading days preceding the decision of Rexel's Management Board to proceed with the offering. The terms of the offering are detailed below.

Opportunity 10 is the second share purchase plan proposed by Rexel to its employees since its listing on the stock exchange in 2007. This offering is aimed at associating Rexel's teams more closely with the Group's performance and increasing their stake in its share capital.

With this offering, Rexel is building on the initiatives undertaken in 2010 to improve employee benefits and to encourage employee participation. These initiatives include:

- The implementation of a comprehensive benefits program in 11 countries,
- The launch of local meetings to discuss ethics within the Group, following up on ethics principles initiated in 2007.

Rexel, a global leader in the distribution of electrical supplies, serves three main end markets: industrial, commercial and residential. The Group operates in 34 countries, with a network of some 2,200 branches, and employs 28,000 people. Rexel's sales were €11.3 billion in 2009. Its majority 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 integrated in the following indices: NEXT 150, SBF 120, and CAC Mid 100.

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

CONTACTS

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MAIN TERMS AND CONDITIONS OF THE OFFERING

ISSUER

REXEL (the “**Company**”)

Registered office: 189-193, boulevard Maiesherbes, 75017 Paris

Share capital: € 1,298,357,285.00

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

Shares traded on Euronext Paris (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

Authorization of the capital increase reserved for employees: Shareholders’ General Meeting dated of May 20, 2010.

Decisions of the Management Board:

- August 31, 2010 (decision determining the subscription price for all countries other than the USA and the calendar) and
- September 10, 2010 (decision determining the price for the USA).

Eligible employees of the Group may subscribe shares in the offering directly or through employee shareholding funds (“*fonds communs de placement d’entreprise*”) established under a Company group savings plan (either a French *plan d’épargne groupe* (“**PEG**”) or an international *plan d’épargne groupe* (“**PEGI**”)).

TERMS OF SUBSCRIPTION

Eligible employees: Employees of participating Group companies that have joined 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, 2009 and the last day of the subscription period (i.e. September 27, 2010) and remaining an employee of one of these companies on September 27, 2010 (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 13, 2010 to September 27, 2010 (inclusive).

Maximum number of shares that may be issued: Capital increase limited to 1.5 % of the share capital of the Company, i.e. 3,895,071 shares, corresponding to a nominal increase in the Company’s share capital of nearly € 19,475,355.

Subscription price: The subscription price is equal to 80 %* 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 August 31, 2010 decision of the Management Board that decided to launch the offering (the “**Subscription Price**”). The Subscription Price fixed by the Management Board is thus equal to € 9.85 per share.

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 0.6 % 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 an FCPE.

Creation and listing of the shares: The settlement-delivery of the shares subscribed in *Opportunity 10* is expected to occur before the end of the year 2010. The new shares will bear dividend entitlement (*jouissance*) as of January 1, 2010 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, 2015 inclusive, except in the occurrence of early exit events as set forth by applicable regulations.

Delivery of the free shares: The free shares should be delivered on July 1, 2015, subject to satisfaction of the conditions of the plan.

* 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 eve of the opening of the subscription period (September 10, 2010) and the Subscription Price.

INTERNATIONAL LEGEND

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.