

Paris, May 11, 2016

SHAREHOLDERS' MEETING OF MAY 25, 2016

ADDITIONAL INFORMATION FOR SHAREHOLDERS

As part of the resolutions submitted to shareholders at the General Meeting of 25 May 2016 and in order to facilitate the understanding of shareholders, a number of additional information or clarification is provided below, mainly regarding compensation of corporate officers and the grant of performance shares¹.

1. Advisory vote on the elements of compensation due or granted for the financial year 2015 to the CEO and to the Deputy CEO

1.1 Regarding the compensation policy set by the Board of Directors

As stated in part 3.2 of the 2015 Reference Document, the compensation policy for corporate officers is designed to position the fixed annual compensation of corporate officers at the median of their reference market and to propose a more dynamic short-term target variable compensation and long-term target variable compensation, both of which are integrally subject to demanding performance conditions. By this notion of "dynamic", the Board of Director intends to position the target short and long terms variable pay between the median and the third quartile of their reference market (panel of French and European companies of similar industries and size in terms of sales, number of employees and market capitalization).

Consistent with this policy, the weight of the target annual short term variable compensation of the Deputy-CEO has evolved steadily since taking office in order to be more in line with this positioning.

In addition, the number of performance shares granted to corporate officers, reviewed regularly (every 2/3 years) also aims to position this element of compensation at this level of their reference market (between the median and the third quartile), while ensuring some stability over time of the envelope granted. Moreover the dual limit introduced in 2015 (awards granted to corporate officers may not exceed 10% of the total grant and the annual value of the performance shares granted to the corporate officers may not exceed 100% of their respective target cash compensation - fixed compensation and target variable pay) also ensures a cap in number and value regardless of changes in their reference market.

1.2 Regarding 2015 variable compensation

For ease of reading for our shareholders, the tables below show the maximum that could reach the 2015 variable compensation of corporate officers (similar to that already disclosed for the 2016 variable compensation). We have also presented the tables with the variable compensation to be paid with respect to 2015 for ease of reading.

¹ See also parts 3.2 et 9 of the 2015 Reference document

▪ **2015 Variable compensation of Rudy Provoost, CEO**

Reminder of the 2015 variable compensation structure

2015 target variable compensation in percentage of fixed compensation	Financial part of the target variable compensation	Individual part of the 2015 target variable compensation	Maximum of financial part	Maximum of individual part	Maximum of the 2015 target variable compensation	Maximum of 2015 variable compensation in respect of the 2015 fixed compensation	Maximum of the 2015 variable compensation (with activation of the overperformance mechanism)	Maximum 2015 variable compensation in respect of 2015 fixed compensation (with activation of the overperformance mechanism)
110%	75%	25%	112.5%	25%	137.5%	15125%	200%	220%

Achievement of 2015 variable compensation

2015 target variable compensation in percentage of fixed compensation	2015 target variable compensation in €	Financial part of the 2015 target variable compensation	Individual part of the 2015 target variable compensation	2015 result of financial part	2015 result of individual part	Global achievement in percentage of 2015 target variable compensation	Amount in € to be paid in respect of 2015 variable compensation
110%	963,05	75%	25%	2160%	80%	36.20%	348,624

▪ **2015 Variable compensation of Catherine Guillouard, Deputy-CEO**

Reminder of the 2015 variable pay structure

2015 target variable compensation in percentage of fixed compensation	Financial part of the target variable compensation	Individual part of the 2015 target variable compensation	Maximum of financial part	Maximum of individual part	Maximum of the 2015 target variable compensation	Maximum of 2015 variable compensation in respect of the 2015 fixed compensation	Maximum of the 2015 variable compensation (with activation of the overperformance mechanism)	Maximum 2015 variable compensation in respect of 2015 fixed compensation (with activation of the overperformance mechanism)
80%	65%	35%	97.5%	35%	132.5%	1,06	200%	160%

Achievement of 2015 variable compensation

2015 target variable compensation in percentage of fixed compensation	2015 target variable compensation in €	Financial part of the 2015 target variable compensation	Individual part of the 2015 target variable compensation	2015 result of financial part	2015 result of individual part	Global achievement in percentage of 2015 target variable compensation	Amount in € to be paid in respect of 2015 variable compensation
80%	380	65%	35%	2160%	100%	49.04%	186,352

As a reminder, in light of a highly competitive environment, Rexel discloses ex-post the value of targets of the short and long terms variable compensation of corporate officers.

2. Allotment of performance shares

2.1 Regarding the level of capital used

The cap of 1.4% of the Company's share capital for a period of 26 months which is subject to shareholders vote is based on the number of employees of the Group, the organization and strategic issues. This is a major historical tool for recognizing and mobilizing teams to successfully drive main changes needed for the development of the Group, in a highly competitive environment.

The Board of Directors monitors closely the capital dilution related to the grant of performance shares. Thus, the envelope of capital subject to shareholders' approval in 2015 was reduced from 2.5% to 1.4%. Furthermore, the Board of Directors intends for the duration of the authorization to maintain the level of capital used over the last two years (2014 and 2015), i.e. a target of 0.6% of the share capital in respect of the grant of performance shares. As a reminder, the capital consumed in 2013 was higher than this practice (0.94% of share capital), mainly due to the ability to outperform of the 2013 plans (which has not been reached and that was removed for the following plans) and the exceptional doubling of the number of beneficiaries in order to recognize more operational populations across the organization.

2.2 On the performance conditions proposed in 2016

The performance conditions of the 2016 plan have been adjusted to be strictly in line with the financial ambitions of the group communicated during the "Capital Markets Day" in early 2016 (see table on page 300 of the 2015 Reference Document).

It should be noted that the value of targets (disclosed ex-post, in light of a highly competitive environment with a non-listed main competitor, in order to preserve the interest of the group and of the investors):

- Will be those as defined in the 2016 Mid-Term Plan (PMT) which covers the 2016/2020 period;
- Will be validated by the Board of Directors in June 2016;
- Meet the targets set within the 2020 global strategy as communicated on 11 February 2016.

Regarding EBITA in value growth and organic sales growth criteria, the average variation over 3 years will be assessed over the period 2015-2018 (for the 2016 plan). Concerning the ratio of free cash flow before interests and tax to EBITDA criterion, its average will be assessed over the period 2016, 2017, 2018 (for the 2016 plan).