

REXEL - COMBINED SHAREHOLDERS MEETING - 25 MAY 2016

VOTING RESULTS

Ordinary resolutions

N°	Resolution	FOR		AGAINST		ABSTENTION		VOID		TOTAL VOTES	VOTE RESTRICTIONS
		Votes	%	Votes	%	Votes	%	Votes	%		
1	<i>Approval of the annual financial statements for the financial year ended 31 December 2015</i>										
1		203,291,722	99.97	55,812	0.03	16,640	< 0.01			203,364,174	0
2	<i>Approval of the consolidated financial statements for the financial year ended 31 December 2015</i>										
2		203,348,889	99.99	6,926	< 0.01	8,359	< 0.01			203,364,174	0
3	<i>Allocation of the results for the financial year ended 31 December 2015 and distribution of an amount of €0.40 per share deducted from the "issue premium" account</i>										
3		201,048,899	98.87	2,303,531	1.13	11,744	< 0.01			203,364,174	0
4	<i>Authorization of agreements referred to in articles L.225-38 et seq. of the French Commercial Code</i>										
4		203,327,649	99.99	9,211	< 0.01	16,506	< 0.01			203,353,366	10,808
5	<i>Authorization of the undertakings made to the benefit of Mr. Rudy Provoost in case of termination of, or change in, his duties referred to in article L.225-42-1 of the French Commercial Code</i>										
5		198,392,169	97.67	4,739,273	2.33	16,567	< 0.01			203,148,009	216,165
6	<i>Authorization of the undertakings made to the benefit of Mrs. Catherine Guillouard in case of termination, or change in, her duties referred to in article L.225-42-1 of the French Commercial Code</i>										
6		198,596,995	97.67	4,739,747	2.33	16,624	< 0.01			203,353,366	10,808
7	<i>Opinion on the elements of compensation due or granted for the financial year 2015 to Mr. Rudy Provoost, Chairman and Chief Executive Officer</i>										
7		196,087,399	96.43	7,259,623	3.57	17,152	< 0.01			203,364,174	0
8	<i>Opinion on the elements of compensation due or granted for the financial year 2015 to Mrs. Catherine Guillouard, Deputy Chief Executive Officer</i>										
8		196,148,771	96.46	7,198,339	3.54	17,064	< 0.01			203,364,174	0

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		Votes	%	Votes	%	Votes	%	Votes	%		
9	<i>Renewal of the term of office of Mr. Thomas Farrell as director</i>										
	9	201,784,984	99.23	1,570,687	0.77	8,503	< 0.01			203,364,174	0
10	<i>Approval of the cooption of Mrs. Elen Phillips as director</i>										
	10	202,514,153	99.59	841,575	0.41	8,446	< 0.01			203,364,174	0
11	<i>Renewal of the term of office of Mrs. Elen Phillips as director</i>										
	11	202,514,719	99.59	840,691	0.41	8,764	< 0.01			203,364,174	0
12	<i>Approval of the cooption of Mrs. Marianne Culver as director</i>										
	12	202,513,281	99.59	841,898	0.41	8,995	< 0.01			203,364,174	0
13	<i>Renewal of the term of office of Mrs. Marianne Culver as director</i>										
	13	202,530,641	99.60	816,725	0.40	16,808	< 0.01			203,364,174	0
14	<i>Appointment of a new Statutory Auditor of the Company</i>										
	14	203,204,034	99.93	151,684	0.07	8,456	< 0.01			203,364,174	0
15	<i>Appointment of a new alternate Statutory Auditor of the Company</i>										
	15	198,702,342	97.71	4,649,290	2.29	12,542	< 0.01			203,364,174	0
16	<i>Authorization to be granted to the Board of Directors to carry out transactions on the Company's shares</i>										
	16	203,064,421	99.86	282,647	0.14	17,106	< 0.01			203,364,174	0

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Extraordinary resolutions

N°	Resolution	FOR		AGAINST		ABSTENTION		VOID		TOTAL VOTES	VOTE RESTRICTIONS
		Votes	%	Votes	%	Votes	%	Votes	%		
17	<i>Authorization to be granted to the Board of Directors to carry out a share capital decrease by cancellation of shares</i>										
	17	202,828,980	99.75	518,166	0.25	17,028	< 0.01			203,364,174	0
18	<i>Authorization to be granted to the Board of Directors to grant performance shares to the employees and to the corporate officers of the Company and its subsidiaries</i>										
	18	144,634,487	71.13	58,717,187	28.87	12,500	< 0.01			203,364,174	0
19	<i>Authorization to be granted to the Board of Directors to grant free shares to the employees and to the corporate officers of the Company and its subsidiaries subscribing to a Group shareholding plan</i>										
	19	200,304,512	98.50	3,046,915	1.50	12,747	< 0.01			203,364,174	0
20	<i>Delegation of authority to the Board of Directors to decide upon the issuance of ordinary shares or securities that are equity securities giving access to other equity securities or giving right to the allocation of debt securities, or of securities giving access to equity securities to be issued, with cancellation of the shareholders' preferential subscription right for the benefit of certain categories of beneficiaries in order to allow the implementation of employee shareholding transactions</i>										
	20	199,823,729	98.27	3,527,734	1.73	12,711	< 0.01			203,364,174	0
21	<i>Powers to carry out legal formalities</i>										
	21	203,344,881	99.99	7 355	< 0.01	11,938	< 0.01			203,364,174	0