

Convening notice

Combined Shareholders' Meeting
Tuesday, April 29, 2025 at 10:30 am

At Châteaufort' City George V
28, avenue George V
75008 Paris



→ **United States**

Rexel proudly contributed interior lighting solutions for the iconic Sphere venue in Las Vegas.

REXEL

a world of energy

Summary

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MESSAGE FROM AGNÈS TOURAINE, CHAIRWOMAN OF THE BOARD OF DIRECTORS

Dear Shareholders,

I am pleased to invite you to Rexel's Combined Shareholders' Meeting, a privileged moment for communication, decision-making and exchange with the Group's management.

Rxel's Annual Shareholders' Meeting will take place on April 29, 2025. The Group's results, strategic roadmap and outlook will be presented to you, and we will be happy to answer your questions. You will then be asked to vote on the resolutions detailed in this Convening notice.

You can take part in and vote at the Annual Shareholders' Meeting:

- **either online via our e-voting website** (www.sharinbox.societegenerale.com), where you will find details on the different voting options available to you;
- **or by physically attending it**
Tuesday, April 29, 2025, at 10:30 a.m.
(gates will open at 9:30 a.m) at Châteaufort City George V
28, avenue George V
75008 Paris
Metro stations : Alma – Marceau or George V
Parking Alma – George V (in front of 19 avenue George V);
- **or by post/mail or by proxy.**

You can also watch the Meeting live, since the Shareholders' Meeting will be broadcast online at www.rexel.com.

I count on your participation and thank you for your trust.

Agnès Touraine

Chairwoman of the Board of Directors



→ Canada

Rexel equipped a major dairy processing plant with a fault-tolerant control system for seamless operations.



Rexel at a glance

Message from Guillaume Texier

Chief Executive Officer of Rexel



“Key to all of these accomplishments is the dedication and expertise of our teams, who are fully mobilized to deliver the products, services and solutions our customers need.”

In 2024, Rexel delivered a robust financial performance in a tougher macro environment than many had expected – offering a clear demonstration of the company’s increased resilience, as our Power Up strategy continues to drive the transformation of the business.

The European construction downturn, along with an electrification slowdown, commodity product deflation and geopolitical uncertainty were among the headwinds our industry faced. In this context, Rexel achieved extremely solid results:

- Full-year sales amounted to 19.3 billion euros, up +0.7% on a reported basis. Rexel performed better than the market at -2.4% same-day sales and ended the year with positive momentum. Our prospects are particularly strong in North America, which now accounts for 44% of Group sales as we steadily continue to increase our presence.
- Profitability matched our revised guidance, with the EBITA margin coming in at 5.9% – much higher than in 2016 and 2020, when market conditions put similar pressure on pricing and volumes. The persistent profitability of our model reflects the progress so far on our strategic plan.
- Our cash conversion, based on free cash flow before interest and tax, stood at an impressive 76%, an all-time record outside Covid, and significantly above full-year and mid-term guidance. This was largely the result of our disciplined inventory management, credit monitoring and capex control.

Finally, we demonstrated great agility in executing structural cost reductions in response to the tougher macro environment. We accelerated cost-saving and optimization projects across our UK branch network, as well as in our German supply chain and Austrian sales force. These initiatives will deliver lasting profitability uplift, reinforced by additional measures to come.

Our strong overall performance enables us to maintain our dividend at 1.20 euros per share for 2024, despite challenging market conditions, in line with our payout policy of more than 40% of recurring net income (54% this year). In a further sign of our commitment to delivering consistently high returns for shareholders, we executed another €100 million in share buybacks during the year.

Behind the financials, what is also significant is the market share gains we were able to achieve in key geographies such as North America and France. These are structural wins, secured with our determined commitment to operational excellence, digitalization and other investments that add value for customers.

Key to all of these accomplishments is the dedication and expertise of our teams, who are fully mobilized to deliver the products, services and solutions our customers need.

With more than 27,000 employees and 1,950 branches across 19 countries, we remain committed to providing exceptional service every day. We know that our highly motivated staff are key to our success.

Employee satisfaction and motivation remain very strong; 80% of those responding to our latest staff survey feel that Rexel has a clear vision. Our new Skill Up learning platform, launched company-wide, is already proving its worth, helping our people to stay ahead of the curve in a fast-changing world. We also held our first ever RISE internal innovation awards, designed to encourage and stimulate our problem-solving mindsets. This first edition saw employees from all markets submit a total of 150 ideas for projects to boost our business.

The past year has seen clear progress on all key pillars of the Power Up strategy we introduced in 2022 and updated at our Capital Markets Day last June:

Growth through targeted acquisitions: In 2024, we acquired three major assets, enabling us to consolidate our core business and reinforce our position in profitable adjacent markets. In the US, the performance and integration of Talley, a leading supplier of wireless communications infrastructure and products, is running ahead of expectations and increasing our strategic exposure to the datacom market. The addition of Electrical Supplies Inc. has also strengthened our footprint in Florida under the Mayer banner. And in France, Itesa has made Rexel a top distributor in the growing B2B video surveillance and security products market. Altogether we completed more than 500 million euros in value-creative acquisitions in 2024, contributing for +2.9% to our sales growth for the year.

Investment in technology: Our digital channels last year accounted for a 32% share of sales, or 6 billion euros, making Rexel one of the biggest B2B digital players. This milestone reflects our commitment to ongoing investment in technology as key driver of both productivity and value-add for customers. Recent developments include the multi-market launch of a new mobile app offering powerful search and user-friendly features to facilitate and expedite customers' access to the products they need. We are also further leveraging AI, through tools such as our Carbon Tracker and EcoScore product ratings to help customers make more informed decisions in line with sustainability goals. This is key to our commitment to accelerating the energy transition.

Sustainability progress: We are steadily advancing towards our own environmental targets. Rexel's concrete steps to reduce its carbon footprint, backed by transparent *reporting* on progress, recently earned us a CDP "A" rating. We also received SBTi approval of our expanded sustainability strategy, including a reconfirmed -60% target for Scopes 1 and 2 emissions, and a new -35% target for Scope 3. The revised and expanded Scope 3 target reflects changes in our organization as well as improvements in environmental data and calculation methods; we can now include emissions from manufacturing and transportation in our product-by-product emissions calculations, as well as those arising from final product use. This latest SBTi approval lends credibility to our ambitious strategy, as we aim for net-zero emissions by 2050.

Access to training and education is another area in which the company continued to demonstrate its deep commitment to sustainability in 2024, *via* the Rexel Foundation and its support for projects designed to prepare young jobseekers to enter the workforce and contribute to the energy transition. The foundation signed a partnership with *Les Écoles de Production*, a network of vocational training schools in France, to scale our initiatives.

Overall, we are entering 2025 with good momentum. We anticipate stable to slightly positive same-day sales growth, a current adjusted EBITA margin at c. 6% and free cash flow conversion at c. 65%. We will continue to benefit from our increasing exposure to the North American market, where there are signs of increasing willingness to invest. And while we are more cautious about Europe, a continued easing of interest rates can be expected to support a construction recovery, likely in the second half. The pricing environment should also be more positive in 2025, with possible additional support from US tariffs.

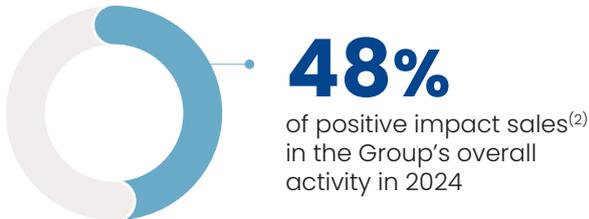
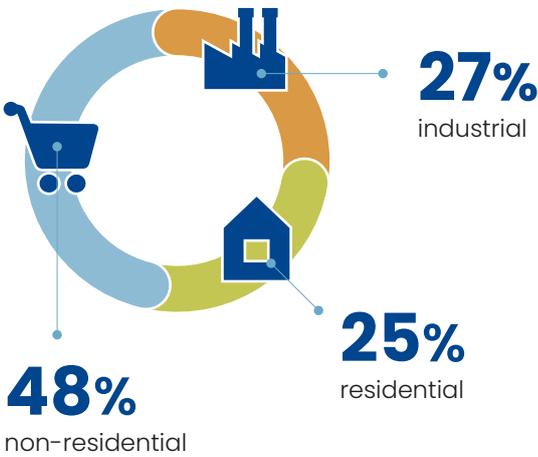
All of the accomplishments outlined above, including our resilient 2024 financial performance, leave me highly confident that we are on track to achieve our medium-term goals. As we continue to deliver on our value-creative strategy, the leadership team and I would like to take this opportunity to thank you – shareholders, customers, employees and all other stakeholders – for your steadfast commitment to Rexel.

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Group key figures

as of 12/31/2024

Breakdown of sales by end-market

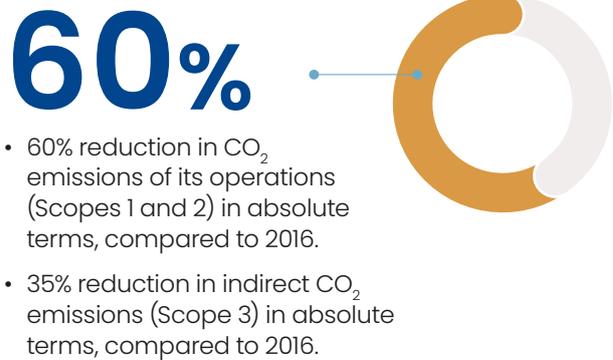


Digital sales



- More than €6bn** digital sales
- 88 million** visits to our websites each year
- 820,000** customers with a web account
- 45 million** order lines on our web platforms

2030 greenhouse gas (GHG) emissions reduction targets, approved by the SBTi⁽¹⁾

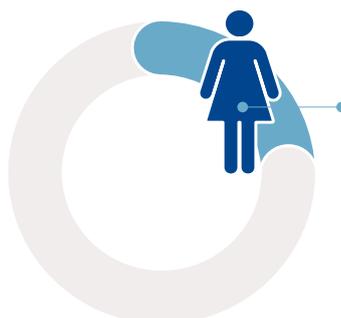


(1) Science Based Targets initiative.
(2) Positive impact sales are not established as per Green European Taxonomy definition.
(3) Measured on 98% of direct purchases.



27,710

employees received training in 2024



30%

Share of women among Group executives (vs 28% in 2023)

Power Up Midterm ambitions

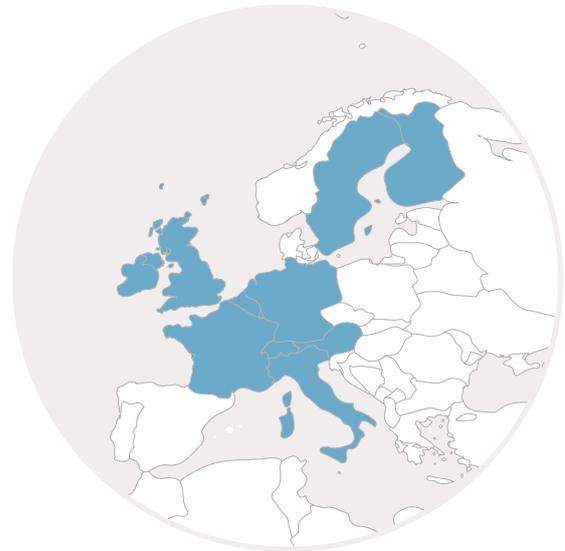
Mid-term ambitions have been announced on June 2024 through the “Power Up” strategic plan

Power Up Midterm ambitions



Global footprint

as of 12/31/2024



Group

19
countries

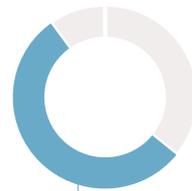
€19.3^{bn}
in sales

+1,950
branches

+ 27,600*
employees



Europe



49%
of sales

+1,060
branches

+ 14,700*
employees

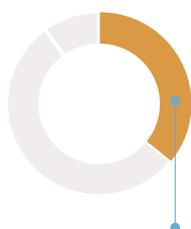
13 countries

- Austria,
- Belgium,
- Finland,
- France,
- Germany,
- Ireland,
- Italy,
- Luxembourg,
- Netherlands,
- Slovenia,
- Sweden,
- Switzerland,
- United Kingdom

* including permanent and non-permanent employees without sick log-term sick leave.



North America



- Canada,
- United States

44%
of sales

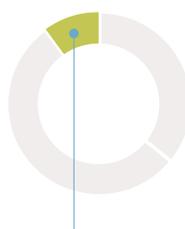
+ 640
branches

+ 9,600*
employees

2 countries



Asia-Pacific



- Australia,
- New Zealand,
- China,
- India

7%
of sales

+ 230
branches

+ 2,400*
employees

4 countries

* including permanent and non-permanent employees without sick long-term sick leave.

2024 results in line

2024 sales of

€19,285.1m

Up +0.7% on a reported basis

- Same-day sales down (2.4)% in FY 2024; improving trends quarter after quarter
 - Q4 sales of €4,893.1m, down (0.5)% on a same-day basis (up +1.0% on an actual-day basis) thanks to positive momentum in North America, up +3.6%
 - Continued market share gains boosted by best-in-class services which includes digitalization
- Active acquisitions strategy contributing for +2.9% to FY 24 sales growth
- **FY 24 current adjusted EBITA margin at 5.9%**, demonstrating resilience in a difficult macro environment
 - Structural cost actions combined with rapid cost adaptation (FTE down (2.7)% versus volume down (1.5)% yoy), to mitigate impact of sales decline on our profitability
- **Digital sales now above €6bn in 2024**, making Rexel one of the largest digital BtB players
 - Digital sales growth contributed to outperformance and productivity gains
 - Digital sales penetration at 32% of sales in Q4 24, up +232 bps
- **FY 24 operating income of €845.9 million** (vs €1,216.6 million in FY 23), including exceptional items (French Competition Authority fine for €124 million against which Rexel has lodged an appeal, Goodwill impairment, acquisitions costs); net income of €341.0 million
- Free cash flow conversion well above guidance at 76%, confirming our cash-generative model
- Attractive return to shareholders: proposed dividend for 2024 of €1.20 per share, for a 54% payout ratio, based on recurring net income of €662.3 million in 2024 (vs €823.3 million in 2023)
- Executing our capital allocation strategy with a healthy balance sheet: indebtedness ratio at 1.83x
 - Share buyback: €100m shares repurchased in 2024; €300m since mid-2022
 - M&A: more than €500m of value creative acquisitions completed in 2024
 - Portfolio management: disposal of Rexel business in New Zealand, signed on February 1st, as a result of the continuous strategic review of our portfolio
- **2025 outlook:** Stable to slightly positive same-day sales growth, current adjusted EBITA margin at c. 6% and free cash flow conversion at c. 65% (excluding the €124m fine from the French Competition Authority to be paid in 2025)
- Confirmation of Rexel's medium-term ambitions, driven by solid electrification trends, market outperformance, further transformation of the business model and acceleration of savings programs

Profitability

Current adjusted EBITA margin at

5.9%

in 2024, down -98 bps compared to 2023

In a declining environment reflected by a (1.9)% actual-day sales evolution in 2024 with volume and selling prices both negative, profitability was resilient, as reflected by the current adjusted EBITA margin of 5.9%, compared to 6.8% in 2023.

Compared to the previous cycles, Rexel demonstrated its capacity to adapt its cost base in a declining sales environment. This was notably achieved through productivity initiatives, with headcount reduction accelerating in the course of 2024 to reach (2.7)% at end-December 24 (vs end-December 23), exceeding the volume decline of (1.5)%. Overall, opex declined by 1.1% (excluding depreciation) despite an opex inflation of 2.4%.

The change in current adjusted EBITA margin in 2024 can be explained as follows:

- **Europe** was down -151 bps at 5.8% of sales, resulting from negative operating leverage combined with pricing pressure, notably on Solar activity, and increased a more competitive environment, partly mitigated by cost adaptation and accelerated strategic transformation action plans.
- **North America** was down a limited -42 bps at 7.0% of sales, thanks to improved sales momentum in H2 and strict opex discipline.
- **Asia-Pacific** was down -136 bps at 1.6% of sales, notably reflecting a more competitive environment in the region and deflation in China.
- **Corporate costs** stood at €(35)m in 2024, compared to €(44)m in 2023.

As a result, current adjusted EBITA stood at €1,131.7m (vs. €1,347.2m in 2023 on a comparable base) and current EBITA stood at €1,139.3m (including a positive one-off copper effect of €7.6 million).

Net income

Net income of

€341.0 million

in 2024

Recurring net income of

€662.3 million

Operating income in the year stood at €845.9m (vs €1,216.6m in 2023).

- Amortization of intangible assets resulting from purchase price allocation amounted to €(35.7) (vs. €(24.3)m in 2023)
- Other income and expenses amounted to a net charge of €(257.7)m (vs. a net charge of €(45.1)m in 2023) and notably included:
 - €(124.0)m related to the fine imposed by the French Competition Authority, against which Rexel has lodged an appeal, to be paid in 2025

- €(54.8)m in goodwill & intangible assets impairment notably in Germany and UK
- €(33.1)m in restructuring mostly in Europe and integration costs
- €(22.0)m of asset impairment following the classification of New Zealand as an asset held for sale (disposal completed on February 1, 2025)
- €(14.3)m in fair value adjustment for earn-out on Talley
- €(9.8)m in acquisition costs

Net financial expenses in the year amounted to €(207.7)m (vs. €(167.7)m in 2023), and can be broken down as follows:

- €(141.5) million from financial costs compared to €(112.0) million in 2023, reflecting higher interest rates and gross debt. The effective interest rate increased to 4.35% in 2024 from 3.66% in 2023
- €(66.2) million from interest on lease liabilities in 2024 vs €(55.6) million in 2023

Income tax in the year represented a charge of €(297.2)m (vs. €(274.2) in 2023).

- The tax rate stood at 46.6% in 2024, due to non-deductible other expenses (including the competition authority fine in France and goodwill impairment) and deferred tax assets write-offs.

- The normative tax rate stood at 26.2% in 2024, excluding one-offs.

As a result, **net income** in the year stood at €341.0 million (vs. €774.7 million in 2023) and recurring net income amounted to €662.3 million in 2024 (vs €823.3 million in 2023).

Financial structure

Free cash-flow before interest and tax of

€916.5 million

in 2024

Indebtedness ratio of

1.83x

at December 31, 2024

In 2024, free cash flow before interest and tax reached €916.5 million (vs. €996.4 million in 2023), representing a free cash flow conversion rate (EBITDA_AL into FCF before interest and taxes) of 76%. It included:

- EBITDA_AL of €1,204.3 million including €(311.3) million of lease payments in 2024.
- Operating cash flow stood at €1,008.0 million notably including €(173.0) million of other operating revenue and costs, of which €(124)m fine from the French Competition Authority to be paid in 2025.
- An outflow of €(55.8) million from the change in pensions obligations (vs €(21.3) million in 2023) due to an accelerated contribution to the UK pension funds of €36m (GBP30m).
- An inflow of €34.3 million from change in working capital (compared to an outflow of €(187.1) million in 2023) The change in trade working capital was an outflow of €(15.5) million.
 - On a constant basis, trade WCR stood at 14.2% of sales in 2024, stable compared to the prior year (14.1% in 2023);
 - The change in non-trade working capital was an inflow of €49.8 million, including €124m for the fine received from the French competition authority to be paid in 2025.

- A lower level of net capital expenditure (*i.e.* €(125.8) million vs. €(153.3) million in 2023). Gross capex represented 0.7% of sales, a similar level to that of 2023, with continued investment in automated supply chain solutions and digital.

Below FCF before interest and tax, the cash flow statement took into account:

- €(129.6) million in net interest paid in 2024 (vs €(101.3) million paid in 2023);
- €(281.0) million in income tax paid in the year, compared to €(327.4) million paid in 2023;
- €(550.1) million in financial investment including earn-out;
- €(357.2) million in dividends paid in 2024 based on 2023 earnings (€1.20 per share);
- €(99.8) million in share buybacks;
- €(19.0) million in currency effects during the year (vs €10.4 million in 2023).

At December 31, 2024:

- **Net financial debt** increased by €522.3 million year-on-year to €2,483.9 million (vs €1,961.5 million at December 31, 2023), resulting from our active capital allocation (notably M&A, dividend payment and share buyback). It includes an estimation of the earn-out negotiated on Itesa and Talley and a put option on Mavisun, based on current development, for €123.8m.
- **The indebtedness ratio (Net financial debt/ EBITDA_AL)**, as calculated under the Senior Credit Agreement terms, stood at 1.83x.

Proposed dividend for 2024 at €1.20 per share

Rexel will propose to Shareholders to maintain the dividend at €1.20 per share, to be paid fully in cash. This represents a payout of 54% of the Group's recurring net income, in line with Rexel's policy of paying out at least 40% of recurring net income.

This dividend, payable in cash on May 16, 2025 (detachment date on May 14), is subject to the approval of the Annual Shareholders' Meeting to be held in Paris on April 29, 2025.

Active portfolio management in 2024 with 3 acquisitions and 1 disposal

In 2024, with the completion of 3 acquisitions, Rexel confirmed its strong capability to integrate acquisitions and rapidly create value, through bolt-on operations and acquisitions of adjacent activities.

- In June, Rexel acquired Talley, a leading distributor of wireless infrastructure products and solutions in the United States, strongly reinforcing its exposure to the fast-growing data usage trends (circa \$360m of sales, 300+ employees).
 - Talley delivered outstanding performance, well above expectation, during the first year of integration
 - Double-digit sales growth and high-single digit current adjusted Ebita margin, well above initial ambitions
 - Synergies expectations at c. 3% of acquired sales
 - Rapid geographical expansion into Rexel's territories
- In July, Rexel completed the acquisition of Electrical Supplies Inc in the US, reinforcing its position in Florida (c. \$60m of sales, three branches and 93 FTE).

- In October, Rexel closed the acquisition of Itesa, creating a leader in the Security and Communication business, through a strong presence in the alarm and video segments (15 branches, 2023 turnover of €78 million, 158 employees).

In addition, Rexel is accelerating the reshaping of its portfolio in order to refocus operations and management time on countries/businesses, having the potential to contribute to the Group's mid-term goals.

- Rexel sold its New Zealand operations on February 1 to Ten Oaks Group, an American investment company. Rexel generated €95m in 2024 through a network of 47 branches and 1 Distribution Center. Rexel does not consider having the critical size in the country, where profitability was below Group average.

ESG: Delivering on CO₂ emission reduction – New Scope 3 ambition to consider the full product lifecycle throughout the value chain

In 2024, we have delivered on our CO₂ reduction objectives on scope 1&2 and scope 3.

- Our scope 1&2 emissions were reduced by c. 8% in 2024, resulting notably from an active reduction of our own emissions through electrification of our facilities and renewable energy
 - Well on track to reach our 2030 ambition to reduce Scope 1&2 by 60% (vs. 2016 base)

- Our scope 3 emissions were reduced by 8% in 2024.
 - The scope 3 objectives have been redefined, to better consider the full environmental impact along the value chain vs a scope limited to the use of products sold previously
 - Our scope 3 ambition, under the new definition, is to reduce emission by 35% in 2030 and to keep our ambitious net zero target in 2050. These objectives have been validated by the SBTi.

Outlook

In 2025, we anticipate contrasted trends between the different regions, more specifically:

- Accelerating growth in North-America with
 - Activity potentially benefiting from increased industrial investment and reshoring
 - Favorable trends from datacenter construction, especially in the US Southeast, as well as from the recovery of residential construction, mostly in the Northwest
- Continued soft environment in Western Europe in H1 with pluses and minuses
 - Positive market share gains in most countries
 - Residential and non-residential construction benefiting from lower interest-rate environment, with effects mostly in H2
 - Lack of confidence and political uncertainties in several countries
 - Electrification trends still weak short-term, but with easier comparison base
- Pricing environment slightly supportive, with US tariffs impact still uncertain and not included in the guidance.

In this contrasted environment, the priority will be to offset the cost inflation headwind and preserve our profitability, notably thanks to:

- The full-year effect of 2024 cost-reduction action plans
- New 2025 savings actions kicking in

In this context, Rexel's expectations for full-year 2025 are as follows:

- Stable to slightly positive same-day sales growth
- Current adjusted EBITA margin⁽¹⁾ at c. 6%
- Free cash flow conversion⁽²⁾ at c. 65%, excluding the €124m fine from the French Competition Authority, to be paid in 2025

Rexel's medium-term ambitions remain unchanged with the acceleration of self-help actions offsetting the temporary market softness in Western Europe:

- Sales growth potential of between 5% and 8%, with targeted M&A representing between 2% and 3%
- Current adjusted EBITA margin above 7%
- High-single-digit growth in Earnings Per Share (EPS)
- An average conversion rate of 65% of EBITDAaL into Free Cash Flow before interest and tax

(1) Excluding (i) amortization of PPA and (ii) the non-recurring effect related to changes in copper-based cable prices.

(2) FCF Before interest and tax/EBITDAaL.

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➔ **Netherlands**

Rexel helped transform vacant offices into sustainable, energy-efficient and future-proof commercial properties.

A modern office interior with a large orange circle overlay. The office features a wooden desk with a computer monitor, keyboard, and mouse. A black office chair is positioned in front of the desk. The ceiling has exposed concrete beams and large silver ducts. A hanging plant is visible on the left. The orange circle contains the text "Company results over the last five years" in white, bold font, with a thin white horizontal line below it.

Company results over the last five years

Company results over the last five years

	JANUARY 1 TO DECEMBER 31				
(in euros)	2020	2021	2022	2023	2024
SHARE CAPITAL AT YEAR END					
a) Share capital	1,522,125,530	1,528,582,455	1,517,066,325	1,503,601,175	1,491,165,345
b) Number of issued shares	304,425,106	305,716,491	303,413,265	300,720,235	298,233,069
c) Number of convertible bonds	—	—	—	—	—
INCOME STATEMENT INFORMATION					
a) Sales, excluding sales taxes	1,437,674	4,027,503	1,668,824	1,950,825	1,218,872
b) Net income before taxes, depreciation and provisions	(44,758,027)	(84,032,760)	10,532,400	446,510,238	436,738,082
c) Income taxes	(46,428,531)	(22,918,786)	(11,238,176)	(16,412,732)	(20,153,901)
d) Net income	(6,783,866)	(53,245,790)	22,789,276	428,897,365	455,747,601
e) Amount distributed	139,577,760	230,061,984	362,298,467	357,171,446	354,462,706 ⁽ⁱ⁾
EARNINGS PER SHARE					
a) Earnings per share after taxes but before depreciation and provisions	0.01	(0.02)	0.14	1.54	1.53
b) Earnings per share after taxes, depreciation and provisions	(0.02)	(0.17)	0.08	1.43	1.53
c) Amount paid per share	0.46	0.75	1.20	1.20	1.20 ⁽ⁱ⁾
EMPLOYEE					
a) Number of employees	—	—	—	—	—
b) Total remuneration	—	—	—	—	—
c) Total social charges and other employee related expenses	—	—	—	—	—

(i) Proposed distribution to be voted at the Annual General Meeting April 29, 2025.

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→ Sweden

Rexel partnered with the Swedish Football Association to make 59 football stadiums more energy efficient.



Corporate governance

1. Board of Directors

In accordance with Rexel’s by-laws, the Board of Directors is made up of a minimum of 5 members and a maximum of 15 members. This number is established subject to the exceptions provided for by law in the event of a merger.

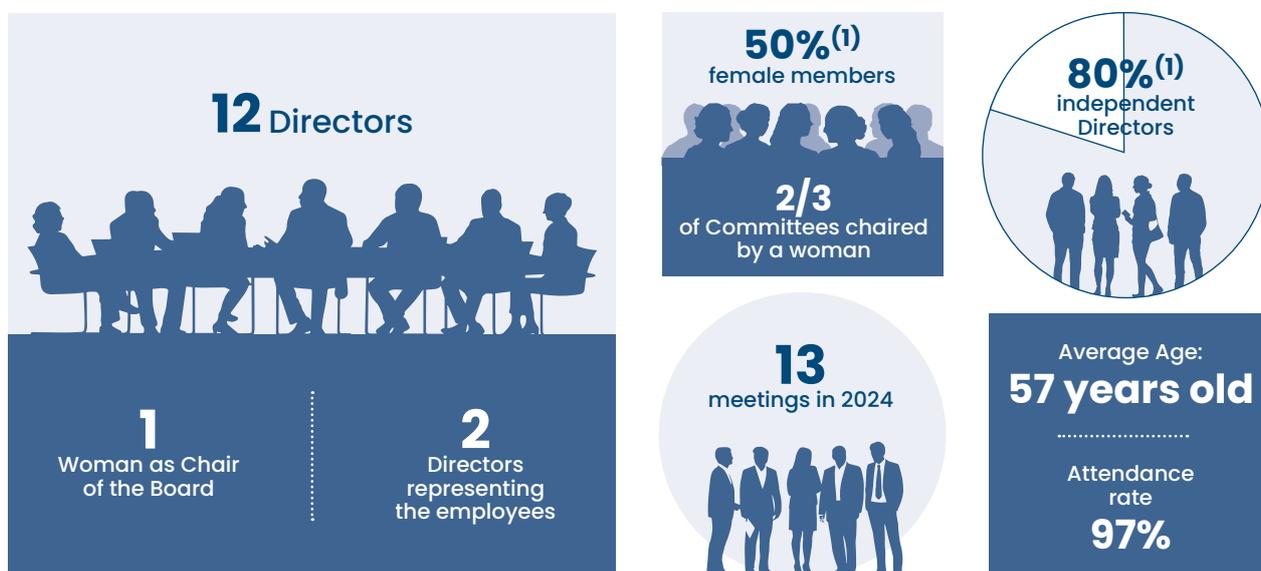
The Directors are appointed for a maximum term of 4 years.

The Board of Directors is renewed in quarters, rounded to the higher whole number every year. This allow it to be fully renewed every four years.

As at December 31, 2024, the Board of Directors was made up of 12 Directors, including two Directors representing the employees.

Excluding the Directors representing the employees, the Board of Directors had:

- 80% of independent members (i.e. 8 members out of 10); and
- 50% of female members (i.e. 5 females out of 10).



(1) Excluding the Directors representing the employees.

Guillaume Texier is the CEO of Rexel since September 1, 2021.

Committees

The Committees are responsible for providing the Board of Directors with their opinions, proposals or recommendations. Their powers are strictly advisory and they discharge their duties under the Board of Directors' responsibility.

The three Committees of the Board of Directors are the following: the Audit and Risk Committee, the Nomination, governance and CSR Committee and the Compensation Committee.



(1) Excluding the Directors representing the employees.

Summary table of the membership of the Board of Directors

The table below summarizes the membership of the Board of Directors as at December 31, 2024:

NAME	DUTIES WITHIN THE BOARD OF DIRECTORS OF REXEL	GENDER	NATIONALITY	AGE	INDEPENDENCE	OTHER DUTIES OF BOARD MEMBER HELD IN LISTED COMPANIES	MEMBERSHIP OF A COMMITTEE			DATE OF FIRST APPOINTMENT	DATE OF EXPIRY OF TERM OF OFFICE	YEARS OF PRESENCE	NUMBER OF SHARES
							AUDIT AND RISK COMMITTEE	NOMINATION, GOVERNANCE AND CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	COMPENSATION COMMITTEE				
DIRECTOR													
Agnès Touraine	Chairwoman	Female	French	69	Yes	Yes	●	●	●	February 10, 2017 ⁽¹⁾	2026 Shareholders' Meeting	7	8,712
François Auque	Vice-President Chairman of the Audit and Risk Committee	Male	French	68	Yes	Yes	■			May 23, 2019	2026 Shareholders' Meeting	5	3,000
Marcus Alexanderson	Director	Male	Swedish	49	No	No	●	●		May 15, 2017	2025 Shareholders' Meeting	7	5,000
Steven Borges	Director	Male	US	56	Yes	No			●	April 20, 2023	2027 Shareholders' Meeting	1	1,000
Brigitte Cantaloube	Director Chairwoman of the Compensation Committee	Female	French	57	Yes	No		●	■	February 12, 2020	2028 Shareholders' Meeting	4	1,800
Barbara Dalibard	Director Chairwoman of the Nomination, Governance and Corporate Social Responsibility Committee	Female	French	66	Yes	Yes		■	●	December 3, 2021	2026 Shareholders' Meeting	3	2,400
Antoine Hermelin ⁽³⁾	Director representing the employees	Male	French	41	-	No			●	April 13, 2023	2028 Shareholders' Meeting	2	4,867
Toni Killebrew ⁽⁴⁾	Director representing the employees	Female	US	46	-	No		●		19 novembre 2020	2028 Shareholders' Meeting	4	0
Éric Labaye ⁽²⁾	Director	Male	French	63	Yes	No	●			April 30, 2024	2028 Shareholders' Meeting		1,000
Maria Richter	Director	Female	US and Panama	70	Yes	Yes	●	●		May 22, 2014	2025 Shareholders' Meeting	10	6,500
Guillaume Texier	Director	Male	French	51	No	Yes				April 22, 2021, effective September 1, 2021	2025 Shareholders' Meeting	3	45,000
Catherine Vandenborre ⁽²⁾	Director	Female	Belgian	54	Yes	Yes	●			April 30, 2024	2028 Shareholders' Meeting		1,000

● Committee member ■ Committee chairman

(1) In her capacity as Director, Agnès Touraine has been Chairwoman of the Board of Directors since September 1, 2023.

(2) Appointed at the Annual Shareholders' Meeting of April 30, 2024, Éric Labaye and Catherine Vandenborre have therefore not yet served a full year on the Board of Directors.

(3) Antoine Hermelin was reappointed effective from April 30, 2024 by the most representative trade union in France, pursuant to the provisions of paragraph 71 of article 14 of the by-laws of Rexel and Articles L.225-27-1 and L.22-10-7 of the French Commercial Code. In accordance with the provisions of the AFEP-MEDEF Code, the Directors representing the employees are not taken into account in the calculation of the independence rate of the Board of Directors and Committees. In accordance with article 14 of the by-laws, the Directors representing the employees are not required to hold a minimum number of shares of the Company.

(4) Toni Killebrew was reappointed effective from April 30, 2024 by the European Works Council, pursuant to the provisions of paragraph 71 of article 14 of the by-laws of Rexel and Articles L.225-27-1 and L.22-10-7 of the French Commercial Code. In accordance with the provisions of the AFEP-MEDEF Code, the Directors representing the employees are not taken into account in the calculation of the independence rate of the Board of Directors and Committees. In accordance with article 14 of the by-laws, the Directors representing the employees are not required to hold a minimum number of shares of the Company.

■ Skills matrix of the Directors:

	INTERNATIONAL MANAGEMENT EXPERIENCE	FINANCE	SERVICES/ ENERGY SECTOR	DISTRIBUTION SECTOR	DIGITAL
DIRECTORS					
Marcus Alexanderson	✓	✓		✓	
François Auque	✓	✓			✓
Steven Borges	✓		✓	✓	
Brigitte Cantaloube	✓		✓		✓
Barbara Dalibard	✓		✓		✓
Antoine Hermelin			✓	✓	✓
Toni Killebrew	✓		✓	✓	
Éric Labaye	✓		✓		✓
Maria Richter	✓	✓		✓	
Guillaume Texier	✓	✓		✓	
Agnès Touraine	✓			✓	✓
Catherine Vandendorre	✓	✓	✓		

Directors' skills in the area of ESG, and in particular impacts, risks and opportunities, are detailed in paragraph 4.1.3.1 "The role of administrative,

management and supervisory bodies (GOV-1)" of the 2024 Universal Registration Document.

2. Information on the candidates whose renewal to the Board of Directors is submitted to the Combined Shareholders' Meeting of Shareholders of April 29, 2025

The director roles of Marcus Alexanderson and Guillaume Texier will conclude at the end of the Shareholders' Meeting. Therefore, it is proposed for Shareholders' approval, through the eleventh resolution for Marcus Alexanderson and the twelfth resolution for Guillaume Texier, to renew their mandates as directors for a term of 4 years.

Additionally, in accordance with Article 14.2 of Rexel's Bylaws and the unanimous decision of the Board of Directors on February 12, 2025, Agnès Touraine's role as a director will be terminated early at the conclusion of the Shareholders' Meeting. This early termination

facilitates a staggered renewal of the Board of Directors, allowing for one-quarter of the members to be renewed each year, thereby implementing a staggered renewal process for the mandates of the Board members.

Consequently, it is proposed for Shareholders' approval to renew Agnès Touraine's mandate as a director for a term of 4 years.

The three proposed renewals will enable the company to continue benefiting from the expertise of these three directors.

MARCUS ALEXANDERSON

(49 years old)

Professional address:
Cevian Capital
Engelbrektsgatan, 5
114 32 Stockholm – Sweden

Number of Rexel shares held:
5,000

Experience and expertise

Director, Member of the Audit and Risk Committee and member of the Nomination, Governance and Corporate Social Responsibility Committee

Marcus Alexanderson was co-opted as Director by the Board of Directors on May 15, 2017, to replace Pier-Luigi Sigismondi. His co-option as well as the renewal of his term of office were approved by the Shareholders' Meeting of May 24, 2018. The renewal of his directorship was subsequently approved in advance by the Shareholders' Meeting of April 22, 2021.

Marcus Alexanderson is a Swedish citizen.

He is a partner of Cevian Capital AB, an investment advisor to Cevian Capital, an investment fund managing EUR 13 billion of assets and investing in listed European companies. He joined Cevian Capital at its founding in 2002 and is co-responsible for the investment and active shareholding businesses of Cevian. Previously, Marcus Alexanderson was an investment analyst with AB Cutos (Sweden).

Marcus Alexanderson holds a Master of Science in Economics and Business Administration from the Stockholm School of Economics.

Term of office

First appointment:
 May 15, 2017 (co-option)

Current term of office:
 From April 22, 2021 until the Shareholders' Meeting deciding on the accounts for the financial year ended December 31, 2024

Titles and other duties exercised in French and foreign companies during the last five financial years

Titles and duties within the Rexel Group:

Current:

- In France**
- Director of Rexel
 - Member of Rexel's Audit and Risk Committee
 - Member of Rexel's Nomination, Governance and Corporate Social Responsibility Committee

Abroad
 –

Over the last five financial years:

- In France**
- Member of Rexel's Compensation Committee

Abroad
 –

Titles and duties outside the Rexel Group:

Current:

In France
 –

Abroad

- Partner of Cevian Capital AB (Sweden – non-listed company)

Over the last five financial years:

In France
 –

Abroad
 –

Reason for the proposed appointment of the Director:

The Board of Directors considered that Marcus Alexanderson's profile, professional background and international, financial and strategic skills were strong assets for the renewal of his term of office as director. The Board also considered that Marcus Alexanderson did not meet all the conditions to be considered an independent director.

GUILLAUME TEXIER

(51 years old)

Professional address:
Rexel
13, boulevard du Fort de Vaux
75017 Paris – France

Number of Rexel shares held:
45,000

Experience and expertise

Director, Chief Executive Officer

Guillaume Texier has been a Director of Rexel since September 1, 2021.

Guillaume Texier is a French citizen.

He started his career in the French Government where he was notably Advisor to the ministers in charge of ecology and industry.

Guillaume Texier joined Saint-Gobain in 2005, where he was successively Group Planning and Strategy Director, Managing Director of CertainTeed Gypsum in Canada, Managing Director of CertainTeed Roofing in the United States, Managing director of the Ceramic Materials activity worldwide, Group Chief Financial Officer between 2016 and 2018, and Senior Vice-President, CEO of France, Southern Europe, Middle East and Africa Region where he managed all Saint-Gobain's activities in the region, including building materials distribution and manufacturing of glass, gypsum, insulation, mortars, for a scope representing approximately €12 billion in revenue in 2020 and employing over 40,000 people.

He has also been Director of Veolia since 2016 as well as chairman of the Accounts and Audit Committee and member of the Research, Innovation and Sustainable Development Committee and member of the Purpose of the Company Committee.

He is a graduate of the *École Polytechnique* and of *Mines Paris Tech*.

Term of office

First appointment:

April 22, 2021, with effect from September 1, 2021

Current term of office:

From September 1, 2021 until the Shareholders' Meeting deciding on the accounts for the financial year ending December 31, 2024

Titles and other duties exercised in French and foreign companies during the last five financial years

Titles and duties within the Rexel Group:

Current:

- In France*
- Director of Rexel
 - CEO of Rexel
 - Director of Rexel France

Abroad

- Director and Chairman of Rexel USA
- Chairman and CEO of Rexel North America Inc.

Over the last five financial years:

In France

–

Abroad

–

Titles and duties outside the Rexel Group:

Current:

In France

- Member of the Board of Directors, Chairman of the Accounts and Audit Committee, member of the Research, Innovation and Sustainable Development Committee and member of the Purpose of the Company Committee of Veolia (France – listed company)

Abroad

–

Over the last five financial years:

In France

- CEO France, South Europe, Middle-East, Africa of Saint-Gobain (France – listed company)
- President of the Institut Mines-Telecom Atlantique (France, Public entity, non-listed)

Abroad

–

Reason for the proposed appointment of the Director:

The renewal of Guillaume Texier's mandate is proposed in light of his knowledge of the Company and its sector, his international experience, and his necessary involvement in the decision-making process, particularly regarding strategy, without undermining the separation of the roles of Chairman of the Board and Chief Executive Officer. The Board also determined that Guillaume Texier did not meet all the criteria to be considered an independent director due to his position as Chief Executive Officer of Rexel.

AGNÈS TOURAINE

(69 years old)

Professional address:
Rexel
13, Boulevard du Fort de Vaux
75017 Paris – France

Number of Rexel shares held:
8,712

Experience and expertise

Chairwoman of the Board of Directors, Member of the Audit and Risk Committee, of the Nomination, Governance and Corporate Social Responsibility Committees and of the Compensation Committee

Agnès Touraine was co-opted as Director by the Board of Directors on February 10, 2017 in replacement of Marianne Culver.

Her co-optation was approved by the Shareholders' Meeting of May 23, 2017.

The renewal of her term of office was approved by anticipation by the Shareholders' Meeting of May 23, 2019, and subsequently by the Shareholders' Meeting of April 21, 2022.

She was appointed as Chairwoman of the Board of Directors upon the meeting of the Board of Directors of July 27, 2023. She started her duties as Chairwoman of the Board of Directors on September 1, 2023.

Agnès Touraine is a French citizen.

She is also the CEO and founder of Act III Consultants, a consultancy firm dedicated to digital transition. Previously, she acted as Chairwoman and CEO of Vivendi Universal Publishing after having spent 10 years at Groupe Lagardère and 4 years at McKinsey. She is a Director of GBL and SNCF, and of the Supervisory Board of Tarkett. She previously acted as non-executive Director of Cable&Wireless Plc (UK), Neopost, Darty Plc and Proximus. She is also a member of the Board of various non-profit organizations such as IDATE and the French American Foundation.

Agnès Touraine was also Chairwoman of the IFA (*Institut Français des Administrateurs*) until May 2019.

She is a graduate in law of Sciences-Po Paris and of Columbia University Business School (MBA).

Term of office

First appointment:
 February 10, 2017 (co-option)

Current term of office:
 From April 21, 2022 until the Shareholders' Meeting deciding on the accounts for the financial year ending December 31, 2025

Titles and other duties exercised in French and foreign companies during the last five financial years

Titles and duties within the Rexel Group:

Current:

In France

- Chairwoman of the Board of Directors of Rexel
- Member of Rexel's Compensation Committee
- Member of Rexel's Nomination, Governance and Corporate Social Responsibility Committee
- Member of Rexel's Audit and Risk Committee

Abroad

–

Over the last five financial years:

In France

- Vice-President of Rexel's Board of Directors / Senior Independent Director
- Chairwoman of Rexel's Nomination, Governance and Corporate Social Responsibility Committee
- Chairwoman of Rexel's Compensation Committee

Abroad

–

Titles and duties outside the Rexel Group:

Current:

In France

- Member of the Supervisory Board of 21Partners (France – non-listed)
- Member of the Supervisory Board of the French American Foundation (France – association, non-listed)
- Director of SNCF (France – non-listed company)

Abroad

- Director and Chairwoman of the Audit Committee of GBL (Belgium – listed company)

Over the last five financial years:

In France

- Chairwoman of the IFA (*Institut Français des Administrateurs, France* – association, non-listed)
- Member of the Supervisory Board of Tarkett (France – listed company)

Abroad

- Director of Darty Plc (United Kingdom – listed company)
- Director of Keesing (The Netherlands – non-listed company)
- Director of Proximus (Belgium – listed company)

Reason for the proposed appointment of the Director:

The Board of Directors considered that the quality of Agnès Touraine's involvement in her role as an independent director and Chairwoman of the Board of Directors, her knowledge of the Company and of social and environmental issues, as well as her expertise in digital transformation, were key assets for the renewal of her directorship. The Board also considered that Agnès Touraine fulfilled all the conditions to be considered an independent director.

3. Information of the other members of the Board of Directors

3.1 Biographies of other Board members

FRANÇOIS AUQUE

(68 years old)

Professional address:
77, rue Madame
75006 Paris – France

Number of Rexel shares held:
3,000

Experience and expertise

Director and Chairman of the Audit and Risk Committee

François Auque has been a Director and Chairman of the Audit and Risk Committee of Rexel since May 23, 2019. Previously, he was appointed as Observer of Rexel on October 24, 2018 with a view to proposing his candidacy as Director, replacing Fritz Froehlich. He was appointed as Deputy Chairman of the Board of Directors on July 27, 2023, effective September 1, 2023.

François Auque is a French citizen.

He is a partner at InfraVia Capital Partners.

He was Chairman of the Airbus Ventures Investment Committee from July 2016 to September 2018. Previously, for 16 years, he headed the Space Division of the Airbus Group as a member of the Group Executive Committee.

Previously, he was Chief Financial Officer of Aerospatiale Matra after having been Chief Financial Officer and Corporate Executive Vice-President of Aerospatiale from 1991 to 2000. He began his career at the French Court of Auditors (Cour des Comptes), then joined the Suez Group and Credisuez.

He has been a member of various Boards of Directors: Dassault Aviation, Arianespace, GIFAS, Starsem (Russia), MBDA, OneWeb (United Kingdom/United States), Seraphim Space Fund (United Kingdom) and Chairman of the Board of Bordeaux École de Management.

François Auque is a graduate of *École des hautes études commerciales* (HEC), *Sciences-Po Paris* and *École nationale d'administration* (ENA).

Term of office

First appointment:

May 23, 2019

Current term of office:

From April 21, 2022 until the Shareholders' Meeting deciding on the accounts for the financial year ended December 31, 2025

Titles and other duties exercised in French and foreign companies during the last five financial years

Titles and duties within the Rexel Group:

Current:

- In France*
- Deputy Chairman of the Board of Directors of Rexel
 - Chairman of the Audit and Risk Committee of Rexel

Abroad

–

Over the last five financial years:

- In France*
- Observer of the Board of Directors and of the Audit and Risk Committee of Rexel

Abroad

–

Titles and duties outside the Rexel Group:

Current:

- In France*
- Partner at InfraVia Capital Partners
 - Director of Airbus Defence and Space Holding SAS (France – non-listed company)

Abroad

- Director and Member of the Audit Committee of CyberArk (United States – listed company)
- Director of Aerospacelab (Belgium – non-listed company)

Over the last five financial years:

In France

–

Abroad

- Chairman of the Board of Directors of VividQ (United Kingdom – non-listed company)

STEVEN BORGES

(56 years old)

Professional address:
Rexel
13, Boulevard du Fort de Vaux
75017 Paris – France

Number of Rexel shares held:
1,000

Experience and expertise

Director, Member of the Compensation Committee

Steven Borges was appointed as a Director by the Shareholders' Meeting of April 20, 2023.

Steven Borges is a US citizen.

Steven Borges is currently Executive Vice-President and Chief Operating Officer of Diversified Manufacturing Services at Jabil Inc, a global player in the production of electronic products. He joined Jabil Inc. in 1993 and has held positions of increasing seniority within the company's sales, production and supply chain departments over his 30-year career. Prior to his current role, he was Executive Vice-President and Chief Executive Officer of the Regulated Industries division, with additional responsibilities in additive manufacturing.

He is also a Member of the Board of Trustees at Johns Hopkins All Children's Hospital.

Steven Borges is a graduate of Fitchburg State College.

Term of office

First appointment:

April 20, 2023

Current term of office:

From April 20, 2023 until the Shareholders' Meeting deciding on the accounts for the financial year ending December 31, 2026

Titles and other duties exercised in French and foreign companies during the last five financial years

Titles and duties within the Rexel Group:

Current:

In France

- Director of Rexel
- Member of the Compensation Committee of Rexel

Abroad

–

Over the last five financial years:

In France

–

Abroad

–

Titles and duties outside the Rexel Group:

Current:

In France

–

Abroad

- Executive Vice-President and Chief Operating Officer of the Diversified Manufacturing Services branch at Jabil Inc. (United States, listed company)

Over the last five financial years:

In France

–

Abroad

- Executive Vice-President and Chief Operating Officer of the Regulated Industries and Healthcare Division branches at Jabil Inc. (United States, listed company)

BRIGITTE CANTALOUBE

(57 years old)

Professional address:
Rexel
13, Boulevard du Fort de Vaux
75017 Paris – France

Number of Rexel shares held:
1,800

Experience and expertise

Director, Chairwoman of the Compensation Committee, member of the Nomination, Governance and Corporate Social Responsibility Committee

Brigitte Cantaloube was co-opted as Director by the Board of Directors on February 12, 2020, in replacement of Thomas Farrell. Her co-option as well as the renewal of her term of office were approved by the Shareholders' Meeting of June 25, 2020.

Brigitte Cantaloube is a French citizen.

She was PSA Group's Chief Digital Officer from February 2016 to November 2017, in charge of leading the Group's digital transformation. She previously held various executive positions within the Yahoo! group, including Vice-President and Chief Commercial Officer in charge of the EMEA region from 2014 to 2016, Managing Director of Yahoo! France from 2009 to 2014 and General Manager from 2006 to 2009.

Brigitte Cantaloube began her career with the L'Expansion group (1992-2006), where she held various executive positions, including Sales Director in charge of *La Vie Financière* magazine (1996-1999), Director of Partnerships and Marketing for the Internet department (2000-2002) and Sales Director of *L'Express* (2003-2006).

She holds a master's degree in management from EDHEC Lille.

Term of office

First appointment:
 February 12, 2020 (co-option)

Current term of office:
 From April 30, 2024, until the Shareholders' Meeting deciding on the accounts for the financial year ending December 31, 2027

Titles and other duties exercised in French and foreign companies during the last five financial years

Titles and duties within the Rexel Group:

Current:

- In France**
- Director of Rexel
 - Chairwoman of Rexel's Compensation Committee
 - Member of Rexel's Nomination, Governance and Corporate Social Responsibility Committee

Abroad
 –

Over the last five financial years:

- In France**
- Member of Rexel's Audit and Risk Committee

Abroad
 –

Titles and duties outside the Rexel Group:

Current:

In France
 –

Abroad
 –

Over the last five financial years:

In France
 –

Abroad
 –

BARBARA DALIBARD

(66 years old)

Professional address:
Rexel
13, Boulevard du Fort de Vaux
75017 Paris – France

Number of Rexel shares held:
2,400

Experience and expertise

Director, Chairwoman of the Nomination, Governance and Corporate Social Responsibility Committee and member of the Compensation Committee

Barbara Dalibard was co-opted as a Director by the Board of Directors on December 3, 2021 to replace Herna Verhagen, who resigned, for the remainder of her predecessor's term of office, *i.e.* until the Shareholders' Meeting of April 22, 2022. Her co-option and the renewal of her term of office as Director were approved by the Shareholders' Meeting of April 21, 2022.

Barbara Dalibard is a French citizen.

Barbara Dalibard was Chief Executive Officer and member of the Board of Directors of SITA (*Société Internationale de Télécommunication Aéronautique*) from 2016 to 2021. She has held various duties in several companies in the new technology industry.

Barbara Dalibard has also spent most of her career at Orange, where she held various management positions, including that of CEO of Orange Business Services. She was also CEO of SNCF Voyageurs and chaired or was a member of the Board of Directors of several international subsidiaries of SNCF (Voyages sncf.com, NTV, Eurostar). She was a member of the Board of Directors of Société Générale and a member of the Supervisory Board of Wolters Kluwer and is currently Chairman of the Supervisory Board of Michelin.

Barbara Dalibard is an alumna of the École normale supérieure, an associate professor of mathematics, a graduate engineer of the *École nationale supérieure des télécommunications* (ENST) and an honorary general engineer of the *Corps des Mines*. She is an officer of the *Légion d'honneur*, an officer of the *Ordre du mérite*, a member of Académie des technologies and an honorary doctor of *École Polytechnique de Montréal*.

Term of office

First appointment:
 December 3, 2021 (co-option)

Current term of office:
 From April 21, 2022 until the Shareholders' Meeting called to approve the financial statements for the year ending December 31, 2025

Titles and other duties exercised in French and foreign companies during the last five financial years

Titles and duties within the Rexel Group:

Current:

- In France**
- Director of Rexel
 - Chairwoman of Rexel's Nomination, Governance and Corporate Social Responsibility Committee
 - Member of the Compensation Committee of Rexel

Abroad
 –

Over the last five financial years:

In France
 –

Abroad
 –

Titles and duties outside the Rexel Group:

Current:

- In France**
- Chairman of the Supervisory Board of Michelin (France – listed company)
 - Member of the Supervisory committee of Castillon (France – non-listed company)

Abroad
 –

Over the last five financial years:

- In France**
- Member of the Board of Directors of the Institut Polytechnique de Paris (public entity – not listed)
- Abroad**
- Chief Executive Officer and Director of SITA (Switzerland – non-listed company)

ANTOINE HERMELIN

(41 years old)

Professional address:

Rexel
13, Boulevard du Fort de Vaux
75017 Paris – France

Number of Rexel shares held:

4,867

(In accordance with Article 14 of the by-laws, the Director representing the employees does not have to hold a minimum number of shares of the Company)

Experience and expertise

Director representing the employees, member of the Compensation Committee

Antoine Hermelin was appointed as a director representing employees on April 13, 2023 by the most representative trade union organization in France, in accordance with the provisions of paragraph 7.1 of Article 14 of Rexel's bylaws and Articles L.225-27-1 and L.22-10-7 of the French Commercial Code. The position of director representing employees was previously held by Julien Bonnel, who left the Group on February 17, 2023.

Antoine Hermelin is a French citizen.

He is Head of Category Management at Rexel France, which he joined in 2006. He began his career in sales positions, as a branch salesman, traveling salesman, point-of-sale manager and connected-home market development manager. He then moved to head office, where he held a number of data and digital-related positions, including Head of Personalization and Customer Journey.

Antoine Hermelin holds a "BTS" in Industrial Automation Maintenance.

Term of office

First appointment:

April 13, 2023

Current term of office:

From April 30, 2024 until the Shareholders' Meeting deciding on the accounts for the financial year ending December 31, 2027

Titles and other duties exercised in French and foreign companies during the last five financial years

Titles and duties within the Rexel Group:

Current:

In France

- Director of Rexel
- Member of Rexel's Compensation Committee

Abroad

–

Over the last five financial years:

In France

–

Abroad

–

Titles and duties outside the Rexel Group:

Current:

In France

–

Abroad

–

Over the last five financial years:

In France

–

Abroad

–

TONI KILLEBREW

(46 years old)

Professional address:
Rexel Gulf Central Region
2965 Commodore Drive
Carrollton
TX 75007 – United States

Number of Rexel shares held:

–

(In accordance with Article 14 of the by-laws, the Director representing the employees does not have to hold a minimum number of shares of the Company)

Experience and expertise

Director representing the employees, member of the Nomination, Governance and Corporate Social Responsibility Committee

Toni Killebrew was appointed as a Director representing the employees by the European Works Council on November 19, 2020.

Toni Killebrew is a US Citizen.

Toni Killebrew joined Rexel as part of the acquisition of GE Supply in 2006, under the Global Sales Organization. She has held progressive positions in Sales, Operations, Procurement, and Mergers & Acquisitions since that time. Toni was recently promoted to VP Sales Operations, Rexel USA Gulf Region.

Toni Killebrew holds a Bachelor of Science in Business Management from the University of Evansville and an MBA in Finance from the Kelley School of Business at Indiana University.

Term of office

First appointment:

November 19, 2020

Current term of office:

From April 30, 2024, until the Shareholders' Meeting deciding on the accounts for the financial year ending December 31, 2027

Titles and other duties exercised in French and foreign companies during the last five financial years

Titles and duties within the Rexel Group:

Current:

- In France*
- Director of Rexel
 - Member of Rexel's Nomination, Governance and Corporate Social Responsibility Committee

Abroad

- Vice-President Sales Operations – Rexel USA Gulf Region

Over the last five financial years:

In France

–

Abroad

- Merger & Acquisition Director, Rexel USA Gulf Region
- Vice-President Operations, Procurement & Safety, Rexel USA Gulf Region

Titles and duties outside the Rexel Group:

Current:

In France

–

Abroad

–

Over the last five financial years:

In France

–

Abroad

–

ÉRIC LABAYE

(63 years old)

Professional address:

**IDEL Partners
176, avenue Charles de Gaulle
92200 Neuilly-sur-Seine**

Number of Rexel shares held:

1,000

Experience and expertise

Director, Member of the Audit and Risk Committee

Éric Labaye is a French citizen. He is Chairman and co-founder of IDEL Partners, a consulting firm specialized in business transformation.

From 2018 to 2023, Éric Labaye was Chairman and President of École Polytechnique, as well as of Institut Polytechnique de Paris from its creation in 2019.

Previously, he was a Senior Partner at McKinsey, which he joined in 1985, serving international companies in the high-tech and industrial sectors. Éric Labaye was Managing Partner of the French office, member of the Global Executive Committee in charge of Knowledge and Communication, and Chairman of the McKinsey Global Institute (MGI). He was also a member of McKinsey's Global Board of Directors for 9 years.

Since April 2024, he is the Chairman of the Supervisory Committee for Future Investments (CSIA) in France. He is also a member of the Board of Directors of Generation France, Anticipations, the International Advisory Board of ESSEC, the International Advisory Board of the University of Waterloo and the Strategic Council of the School of Public Affairs at Sciences Po. He was a member of the Commission "Release growth in France" and the French Economic Commission.

Éric Labaye is a graduate of École Polytechnique and Télécom Paris, and holds an MBA from INSEAD.

Term of office

First appointment:

April 30, 2024

Current term of office:

From April 30, 2024, until the Shareholders' Meeting deciding on the accounts for the financial year ending December 31, 2027

Titles and other duties exercised in French and foreign companies during the last five financial years

Titles and duties within the Rexel Group:

Current:

In France

- Director of Rexel
- Member of Rexel's Audit and Risk Committee

Abroad

–

Over the last five financial years:

In France

–

Abroad

–

Titles and duties outside the Rexel Group:

Current:

In France

- Chairman and co-founder at IDEL Partners
- Member of the Board of Directors of Generation France (France, association – unlisted)
- Member of the Board of Directors of Anticipations (France, association – unlisted)

Abroad

–

Over the last five financial years:

In France

- Chairman and President at Institut Polytechnique de Paris
- Chairman and President at École Polytechnique

Abroad

–

MARIA RICHTER

(70 years old)

Professional address:
Rexel
13, Boulevard du Fort de Vaux
75017 Paris – France

Number of Rexel shares held:
6,500

Experience and expertise

Director, Member of the Audit and Risk Committee and Member of the Nomination, Governance and Corporate Social Responsibility Committee

Maria Richter was co-opted as Director by the Board of Directors on May 22, 2014, to replace Roberto Quarta. Her co-option and the renewal of her directorship was approved by the Shareholders' Meeting of May 27, 2015. The renewal of her term of office was further approved by anticipation by the Shareholders' Meeting of May 24, 2018, and subsequently by the Shareholders' Meeting of April 22, 2021.

Maria Richter is a dual citizen of the Republic of Panama and the United States.

A former investment banker, she sits as a non-executive Director on public and private company boards. From 2003 to July 2014, she was a Non-Executive Director of National Grid plc and Chairwoman of its Finance Committee and a member of its Audit Committee and Appointments Committee. From 2008 to 2024, she was a Director of Bessemer Trust, a US wealth management company and a member of its Compensation Committee. From January 1, 2015 to May 2024, she also served as a Non-Executive Director of Anglo Gold Ashanti plc. She is no longer a member of the Audit and Risk Committee of Anglo Gold Ashanti plc. from mid-2023. She also served as a chairwoman of the company's Human Resources & Compensation Committee and was a member of the Nomination and Governance Committee and the Social, Ethics and Sustainability Committee. From September 2017 to September 2019, she also served as non-executive Director of Barclays Bank plc. She began her career as an attorney for law firm Dewey Ballantine (1980-1985) before joining The Prudential (1985-1992) where she held a number of executive positions, notably as a Vice-President of Prudential Power Funding Associates. She joined Salomon Brothers (1992-1993) as Vice-President and then joined Morgan Stanley (1993-2002) as Executive Director and Head of Independent Power and Structured Finance and later became Managing Director and Head of South America Investment Banking and Managing Director of Corporate Finance Retail.

Maria Richter has a Bachelor of Arts degree from Cornell University and a Juris Doctor degree from Georgetown University Law Center.

Term of office

First appointment:

May 22, 2014

Current term of office:

From April 22, 2021 until the Shareholders' Meeting deciding on the accounts for the financial year ending December 31, 2024

Titles and other duties exercised in French and foreign companies during the last five financial years

Titles and duties within the Rexel Group:

Current:

- In France**
- Director of Rexel
 - Member of Rexel's Audit and Risk Committee
 - Member of Rexel's Nomination, Governance and Corporate Social Responsibility Committee

Abroad
 –

Over the last five financial years:

- In France**
- Member of Rexel's Compensation Committee

Abroad
 –

Titles and duties outside the Rexel Group:

Current:

- In France**
 –
- Abroad**
 –

Over the last five financial years:

In France
 –

Abroad

- Non-executive Director and member of the Risk Committee and Compensation Committee of Barclays Bank plc (United Kingdom – listed company)
- Member of the Audit and Risk Committee of Anglo Gold Ashanti plc
- Director and member of the Compensation Committee of Bessemer Trust (United States – non-listed company)
- Non-executive Director, chairwoman of Compensation Committee and a member of the Nomination and Governance Committee and the Social, Ethics and Sustainability Committee of Anglo Gold Ashanti plc (United Kingdom – listed company)

CATHERINE VANDENBORRE

(54 years old)

Professional address:

Clos du Champ de Bourgeois, 11
1330 Rixensart, Belgique

Number of Rexel shares held:

1,000

Experience and expertise

Director, Member of the Audit and Risk Committee

Catherine Vandendorre is a Belgian citizen. She started her career at Coopers & Lybrand in 1993 as in the Auditing Department. She then joined the *Office Central de Crédit Hypothécaire* as Controller in the banking sector.

In 1999, Catherine Vandendorre joined Elia Group, where she successively held the positions of Head of Accounting and Finance and Head of Internal Audit and Programme Management.

In 2006, she became CEO of Belpex, a power exchange. In 2010, she joined the Executive Committee of APX-ENDEX, an Anglo-Dutch gas and electricity company based in Amsterdam.

Catherine Vandendorre returned in 2012 to Elia Group as Chief Corporate Affairs, then Chief Financial Officer, and finally Chief Executive Officer Ad Interim, a position she has held since September 2023.

Catherine Vandendorre is a graduate of the *Université Catholique* of Louvain, the *École Supérieure des Sciences Fiscales* of Bruxelles, the *Université Saint-Louis* of Bruxelles, Insead and Singularity University.

Term of office

First appointment:

April 30, 2024

Current term of office:

From April 30, 2024, until the Shareholders' Meeting deciding on the accounts for the financial year ending December 31, 2027

Titles and other duties exercised in French and foreign companies during the last five financial years

Titles and duties within the Rexel Group:

Current:

In France

- Director of Rexel
- Member of Rexel's Audit and Risk Committee

Abroad

–

Over the last five financial years:

In France

–

Abroad

–

Titles and duties outside the Rexel Group:

Current:

In France

–

Abroad

- Chief Executive Officer Ad Interim of Elia Group (Belgium – listed company)
- Chairwoman of the Audit Committee and Independent Director of Proximus (Belgium – listed company)

Over the last five financial years:

In France

–

Abroad

- Independent Director of SN Airholding (Belgium – non-listed company)
- General Affairs Director, Elia Group (Belgium – listed company)
- Finance Director, Elia Group (Belgium – listed company)

3.2 Board and Committee attendance

	BOARD OF DIRECTORS		AUDIT AND RISK COMMITTEE		NOMINATION, GOVERNANCE AND CORPORATE SOCIAL RESPONSIBILITY COMMITTEE		COMPENSATION COMMITTEE	
	NUMBER OF MEETINGS	ATTENDANCE RATE	NUMBER OF MEETINGS	ATTENDANCE RATE	NUMBER OF MEETINGS	ATTENDANCE RATE	NUMBER OF MEETINGS	ATTENDANCE RATE
DIRECTORS								
Agnès Touraine	13/13	100%	6/6	100%	5/5	100%	5/5	100%
François Auque	12/13	92%	6/6	100%	—	—	—	—
Marcus Alexanderson	13/13	100%	6/6	100%	5/5	100%	—	—
Steven Borges ⁽¹⁾	13/13	100%	3/3	100%	—	—	3/3	100%
Brigitte Cantaloube	13/13	100%	—	—	5/5	100%	5/5	100%
Barbara Dalibard	13/13	100%	—	—	5/5	100%	5/5	100%
Antoine Hermelin	13/13	100%	—	—	—	—	5/5	100%
Toni Killebrew	13/13	100%	—	—	5/5	100%	—	—
Maria Richter	12/13	92%	6/6	100%	5/5	100%	—	—
Éric Labaye ⁽²⁾	10/10	100%	3/3	100%	—	—	—	—
Catherine Vandendorre ⁽²⁾	8/10	80%	3/3	100%	—	—	—	—
Guillaume Texier	13/13	100%	—	—	—	—	—	—
DIRECTORS HAVING LEFT THEIR OFFICE DURING THE YEAR ENDED DECEMBER 31, 2024								
François Henrot ⁽³⁾	3/3	100%	3/3	100%	—	—	2/2	100%
Average rate		97%		100%		100%		100%

(1) Steven Borges left the Audit and Risk Committee on April 30, 2024 and joined the Compensation Committee on the same date.

(2) Éric Labaye and Catherine Vandendorre were appointed directors by the Shareholders' Meeting of April 30, 2024.

(3) François Henrot's term of office expires at the close of the Annual General Meeting on April 30, 2024.

4. Executive Management

The General Management of Rexel is exercised by a Chief Executive Officer, Guillaume Texier, since September 1, 2021. This management structure results from the Board of Directors' decision to separate the roles of Chairman of the Board and Chief Executive Officer. At the Board meeting on February 12, 2025, it was decided to renew in advance Guillaume Texier's

mandate as Chief Executive Officer for a period of four years, effective following the General Meeting on April 29, 2025.

Any additional information regarding Guillaume Texier is available on page 120 of the 2024 universal registration document.

5. Compensation policy applicable to corporate officers for the 2025 financial year (*ex-ante* vote)

The compensation policy for Directors and corporate officers submitted to the vote of the shareholders at the 2025 Shareholders' Meeting (resolutions 5, 6 and 7) is presented in full in section 3.2.1 "Compensation policy applicable to corporate officers for financial year 2025 subject to Shareholders' approval (Article L.22-10-8 of

the French Commercial Code)" of the 2024 Universal Registration Document (pages 122 to 149).

The main features of the compensation policy are as follows:

■ Directors

In accordance with the compensation policy that is determined for the duration of the term of office, the compensation of the directors has been unchanged for the 2025 financial year and is composed of the following items:

DESCRIPTION	AMOUNT
Fixed annual compensation	The annual gross fixed compensation of directors was maintained at €40,000. This fixed compensation is determined for the whole term of office. For the Deputy Chairman and Senior Independent Director of the Board of Directors: a fixed portion of €100,000.
Variable annual compensation	The variable compensation is maintained at €8,000 per Committee meeting, up to a maximum amount of €40,000 per member. For the Deputy Chairman and Senior Independent Director of the Board of Directors: the fixed portion remains identical, <i>i.e.</i> , €40,000.
Deferred variable compensation	Directors do not benefit from any deferred variable compensation.
Multi-annual variable compensation	Directors do not benefit from any multi-annual variable compensation.
Exceptional compensation	Directors do not benefit from any exceptional compensation.
Benefits of any kind	Directors do not benefit from any benefit in kind.
Long-term compensation: performance share allocation	Directors do not benefit from any long-term compensation.
Severance indemnity	Directors do not benefit from any severance indemnity.
Non-compete indemnity	Directors do not benefit from any non-compete indemnity.
Supplemental retirement scheme	Directors do not benefit from any supplemental retirement scheme.
Compensation as Committee Chairman	The directors who chair the Audit and Risk Committee, the Nomination, Governance and Corporate Social Responsibility Committee and the Compensation Committee receive additional annual compensation of €25,000, €15,000 and €15,000 respectively. The Deputy Chairman and Senior Independent Director of the Board of Directors does not receive compensation in connection with the chairmanship of a Committee.
Travel Allowance	Directors coming from a different continent to attend the Board of Directors meetings are entitled to a fixed travel allowance of €2,500 per stay.

■ **Agnès Touraine, Chairwoman of the Board of Directors**

DESCRIPTION	AMOUNT
Fixed annual compensation	Agnès Touraine's gross annual fixed compensation amounts to €400,000, further to the decision of the Board of Directors of July 27, 2023, effective September 1, 2023.
Variable annual compensation	Agnès Touraine does not benefit from any variable annual compensation.
Deferred variable compensation	Agnès Touraine does not benefit from any deferred variable compensation.
Multi-annual variable compensation	Agnès Touraine does not benefit from any multi-annual variable compensation.
Exceptional compensation	Agnès Touraine does not benefit from any exceptional compensation.
Benefits of any kind	Agnès Touraine benefits from health care coverage identical to that of the Group's employees.
Long-term compensation: performance share allocation	Agnès Touraine does not benefit from any other long-term compensation.
Severance indemnity	Agnès Touraine does not benefit from any severance indemnity.
Non-compete indemnity	Agnès Touraine does not benefit from any non-compete indemnity.
Supplemental retirement scheme	Agnès Touraine does not benefit from any supplemental retirement scheme.

■ **Guillaume Texier, Chief Executive Officer**

Compensation policy for the Chief Executive Officer, applicable from January 1, 2025 to April 28, 2025

FIXED ANNUAL COMPENSATION	
DESCRIPTION	AMOUNT
Fixed annual compensation	The fixed annual compensation is set to €800,000.

VARIABLE ANNUAL COMPENSATION

Guillaume Texier's target annual variable compensation is set at 120% of his gross fixed annual compensation.

Variable compensation for 2025 is made up of 70% financial criteria and 30% non-financial criteria. The financial criteria may reach a maximum of 150% if the financial results exceed 100% of the financial criteria set. The individual portion of the variable compensation is capped at 100% achievement.

The maximum variable compensation may not exceed 162% of the fixed compensation.

The financial criteria are: volume-adjusted gross margin (40%), adjusted EBITA in volume terms (40%) and average operating working capital as a percentage of sales (20%).

The non-financial criteria are: strategy and digital (25%), ESG (25%), operational excellence (25%) and talents (25%).

DESCRIPTION	AMOUNT
The annual variable compensation is made up of two parts:	The target variable compensation is set at 120% of the gross fixed annual compensation for the duration of the mandate.
• Financial Objectives:	
– Target portion: 70% of annual variable target compensation	Target value: 120% of fixed compensation
70% x 960,000 = €672,000	120% x 800,000 = €960,000
– Maximum share 70% x 150% = 105% of annual variable target compensation x 960,000 = €1,008,000	Maximum value: 162% of fixed compensation
	(1,008,000 + 288,000) / 800,000 = 162%
• Non-financial Objectives:	
– Target portion: 30% of annual variable target compensation	
30% x 960,000 = €288,000	
– Maximum share 30% x 100% = 30% of annual variable target compensation x 960,000 = €288,000	

Financial targets⁽¹⁾

FINANCIAL CRITERIA	WEIGHT	MINIMUM	TARGET	MAXIMUM
Adjusted margin in volume terms ⁽²⁾	40%	Payment of the first euro if the result reaches 95% target	100% payout if result reaches 100% target	Payout limited to 150% if result reaches 105% target
Adjusted EBITA in volume terms ⁽²⁾	40%	50% payment if the result reaches 95% target	100% payout if result reaches 100% target	Payout limited to 150% if result reaches 105% target
Average operating working capital requirement as a percentage of sales	20%	50% payment at the achievement of 95% of the objective	100% payout if result reaches 100% target	Payout limited to 150% if result reaches 105% target
Total⁽³⁾	100%	Calculation on a linear basis between the points		

(1) The criteria and the expected level of achievement are determined on an annual basis by the Board of Directors. The financial criteria are disclosed at the start of the financial year. The expected level of achievement and the performance reached are disclosed *ex-post* in the 2024 Universal Registration Document. This *ex-post* disclosure is justified by the desire to protect the Group's interests by not disclosing *ex-ante* indications on its strategy that could be exploited by its competitors.

(2) The financial criteria for EBITA and Gross Margin are referred to as adjusted, as they are adjusted for the non-recurring effect of changes in copper prices. As a reminder, the non-recurring effect is the effect of changes in the price of copper on inventories. There is no adjustment to EBITA, nor to Gross Margin, for the so-called recurring effect of copper, *i.e.*, the impact of the variation in copper prices on sales.

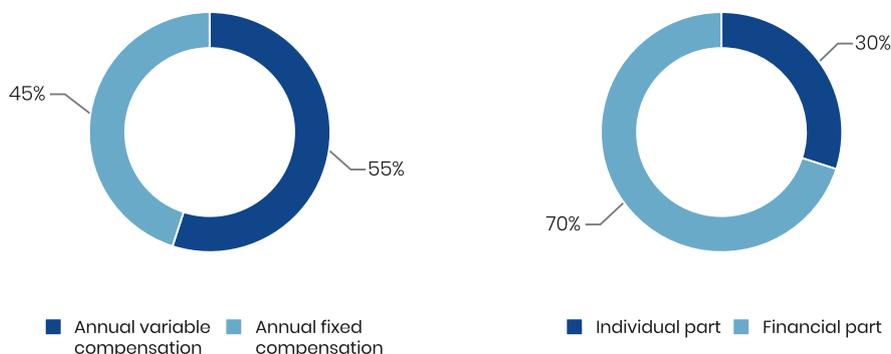
(3) As a reminder, and in line with previous years, in the event of outperformance, payments are capped at 150%. Demanding trigger thresholds will be communicated *ex-post*.

Non-financial targets⁽¹⁾

NON-FINANCIAL CRITERIA	WEIGHT	DESCRIPTION ⁽¹⁾
ESG	25%	<ul style="list-style-type: none"> 5% Reduction of Rexel's carbon footprint on scopes 1 and 2 in line with SBTi trajectory Roll out scope 3 plans to new countries Answer to the "environmentally responsible company" question of the Satisfaxion survey to remain >80% despite less favorable context
Operational excellence	25%	<ul style="list-style-type: none"> Deliver productivity plan in every countries according to dedicated KPIs Focus on specific regions with objectives based on KPIs
Strategy and Digital	25%	<ul style="list-style-type: none"> Reinforce Rexel AI foundation and accelerate its impact on financial performance Progress digital penetration Accelerate the Company's growth and transformation of the Company through a dynamic portfolio strategy Consolidate and enrich Rexel "equity story"
Talents	25%	<ul style="list-style-type: none"> Satisfaxion engagement to remain >80% despite challenging environment Define a top management succession planning for specific countries Continue to recruit talents to prepare the new generation of executives
Total	100%	

(1) Non-financial criteria are communicated at the beginning of the financial year, based on precise, concrete and measurable objectives. The expected level of achievement and the performance achieved are communicated *ex-post* in the Universal Registration Document. This *ex-post* communication is justified by the desire to protect the Group's interests by not communicating *ex-ante* indications of its strategy that could be exploited by its competitors. As a reminder, and in line with previous years, in the event of outperformance, payments are capped at 100%.

Assuming that all of the objectives detailed above are achieved, the maximum fixed and variable annual compensation from January 1 to April 28, 2025 or, in application of the applicable compensation policy, would be as follows:



FIXED COMPENSATION 2025 IN € (EUROS)	VARIABLE COMPENSATION 2025 TARGET AS A PERCENTAGE OF FIXED COMPENSATION	VARIABLE COMPENSATION 2025 TARGET IN € (IN EUROS)	FIXED AND VARIABLE COMPENSATION 2025 TARGET IN € (IN EUROS)	FINANCIAL PART OF TARGET VARIABLE COMPENSATION IN % AND €	INDIVIDUAL PART OF THE VARIABLE COMPENSATION TARGET IN % AND €	MAXIMUM ATTAINMENT OF THE FINANCIAL PART	MAXIMUM ATTAINMENT OF INDIVIDUAL PART	MAXIMUM ATTAINMENT OF VARIABLE COMPENSATION 2025 IN % OF TARGET AND IN €	MAXIMUM VARIABLE COMPENSATION IN 2025 AS A % OF FIXED COMPENSATION AND IN €
800,000	120%	960,000	1,760,000	70% 672,000	30% 288,000	150% 1,008,000	100% 288,000	135% 1,296,000	162% 1,296,000

EXCEPTIONAL COMPENSATION

The compensation policy provides for the possibility of paying exceptional compensation under the limited conditions set out in the section “Exceptional compensation” in paragraph 3.2.1.4 “Compensation policy applicable to the Chief executive officer for the 2025 financial year” of the 2024 Universal Registration Document.

RECRUITMENT INDEMNITY

The compensation policy provides for the possibility of paying a compensation on taking up a new duty, proportional to the losses actually incurred by the executive on changing duty, and in particular on the annual variable component and long-term compensation.

VALUATION OF BENEFITS IN KIND

Guillaume Texier profits from benefits in kind, including the provision of a company car (in accordance with the policy applicable to Rexel executives).

LONG-TERM VARIABLE COMPENSATION

The Board of Directors considers that share-based schemes, which also benefit other key corporate functions, are particularly well suited to the duty of executive corporate mandate holder. They correspond to the level of responsibility of this duty and its ability to contribute directly to the long-term performance of the company, in line with the interests of the shareholders.

Allocations to Guillaume Texier are subject in their entirety to performance criteria assessed over periods of at least 3 years. These shares are also allocated subject to a condition of presence for a term of 3 years. Consequently, the vesting period is 3 years, with no additional holding period.

In addition, allocation is subject to two specific limits in terms of value and number of securities:

- the annual value of the performance shares allocated to the Chief Executive Officer in respect of a given year may not exceed 100% of his fixed and variable annual compensation target for that year (as defined in the section "Long-term variable compensation" in paragraph 3.2.1.4 "Compensation policy applicable to the Chief Executive Officer for the 2025 financial year - (Say on Pay Ex-ante)" of the 2024 Universal Registration Document); and
- the number of securities allocated to corporate mandate holders may not exceed 10% of the total number of performance shares allocated to all beneficiaries.

The Chief Executive Officer is subject to a minimum retention obligation of 20% of the securities acquired in connection with these provisions until he ceases to hold office.

DESCRIPTION	AMOUNT
Allocation of shares subject to stringent performance criteria assessed over a period of 3 years (corresponding to the vesting period) and condition of presence, with no additional holding period.	Maximum number of shares that may be allocated: 10% of the total allocation to all beneficiaries (within the overall limit of the percentage of share capital authorized by the Shareholders' Meeting of April 30, 2024) ⁽¹⁾ . Maximum value of shares at allocation: 100% of Guillaume Texier's fixed and variable annual target compensation.

(1) This represents a maximum of 0.14% of share capital over a 26-month period, with a maximum limit of 1.4% over the same period.

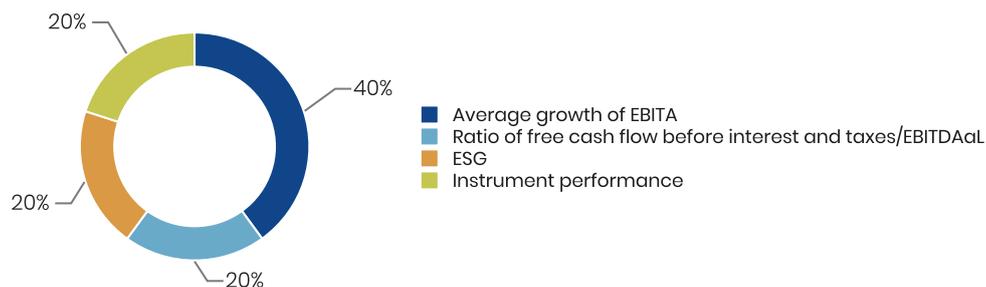
Performance criteria

CRITERIA	WEIGHT	TRIGGERING THRESHOLD	TARGET	MAXIMUM	COMMENTS
Average EBITA growth 2024-2027	40%	Vesting equal to 50% if the average reaches 85% of the target	Vesting equal to 100% if target achieved	Vesting equal to 115% if the average is greater than or equal to 125% of the target	Linear calculation between points
Average between years 2025, 2026 and 2027 of the ratio of free cash flow before interest and taxes/EBITDA _{al}	20%	Vesting equal to 50% if average reaches 90% of the target	Vesting equal to 100% if target achieved	Vesting equal to 115% if the average is greater than or equal to 120% of the target	Linear calculation between points
ESG Index - 4 criteria to capture the deployment of the ESG roadmap	20%	Vesting equal to 50% if the trigger threshold is reached	Vesting equal to 100% if target achieved	Vesting equal to 115% if the limit is reached	Linear calculation between points
Relative performance of the Rexel share compared to the SBF 120 GR index ⁽¹⁾	20%	Vesting equal to 50% if the performance of Rexel's security is equal to the performance of the SBF 120 GR index	Vesting equal to 100% if the Rexel security outperforms the SBF 120 GR index by 5%	Vesting equal to 150% if the Rexel security outperforms the SBF 120 GR index by 10%	Linear calculation between points
	100%	The completion percentage is weighted by the weight of each performance condition to obtain a total weighted percentage. The total number after weighting may not exceed 100% of the initial allocation			

(1) The criterion of the relative performance of Rexel's security compared with the SBF 120 GR index has replaced the TSR criterion previously applied on the basis of a panel of selected companies. This change is explained by the difficulty in establishing and developing a representative panel of companies comparable to Rexel (notably in terms of geographies, strategic challenges, digital conversion in the sale of products and services). The SBF 120 GR index, of which Rexel is a member, better integrates some of these parameters. The weighting of this criterion, the trigger threshold, the target and the maximum acquisition have been defined according to a structure comparable to that of the TSR criterion previously applied, in line with market practices.

Corporate governance

CRITERIA	WEIGHT	TARGET
Reduction of carbon footprint – Scopes 1 and 2	40%	15%
Reduction of carbon footprint – Scope 3		2.8%
Percentage of females on management bodies	20%	33%
Reduction in the frequency of workplace accidents	20%	-15%
Employee satisfaction survey: high level of recommendation of the Group as a "good place to work"	20%	83%
		= 100%



SEVERANCE PACKAGE AND/OR NON-COMPETE CLAUSE

Guillaume Texier may be entitled to a severance package in respect of the termination of his duties as Chief Executive Officer, under the conditions set out in the section entitled "Severance package and/or compensation for non-compete" in paragraph 3.2.1.4 "Compensation policy applicable to the Chief Executive Officer for the 2025 financial year" of the 2024 Universal Registration Document.

The Board of Directors considered that Guillaume Texier would not be eligible for a non-compete indemnity profit in respect of his corporate mandate.

SUPPLEMENTARY PENSION PLAN

Guillaume Texier profits from the collective medium-term savings scheme (article 82 of the French general tax code). The amount of the annual contribution is based on a reference compensation approved by the Shareholders' Meeting.

This compensation consists of two elements:

- the fixed compensation actually paid during the year concerned, whereas;
- the variable compensation actually paid during the year in question, up to a maximum of 80% of the fixed salary actually paid during the previous year.

The amount of the annual contribution is then determined by implementation of a progressive scale linked to the annual Social Security limit.

Compensation policy for the Chief Executive Officer, applicable from April 29, 2025 to December 31, 2025

FIXED ANNUAL COMPENSATION	
DESCRIPTION	AMOUNT
Fixed annual compensation	The fixed annual compensation is set to €830,000.

ANNUAL VARIABLE COMPENSATION	
Guillaume Texier's target variable annual compensation is set at 130% of his gross fixed annual compensation.	
Variable compensation for 2025 comprises 70% financial targets and 30% non-financial targets. The financial targets may reach a maximum of 150%, if the financial results exceed 100% of the financial targets set. The individual portion of variable compensation is capped at 100% of completion.	
Maximum variable compensation may therefore not exceed 176% of fixed compensation.	
The financial targets are: adjusted gross margin by volume (40%), adjusted EBITA by percentage of the sales (40%) and average operating working capital as a percentage of sales (20%).	
The non-financial objectives are: strategy and digital (25%), ESG (25%), operational excellence (25%), and talent (25%).	

DESCRIPTION	AMOUNT
The annual variable compensation is made up of two parts:	The target variable compensation is set at 130% of the gross fixed annual compensation for the duration of the mandate.
• Financial Objectives:	
– Target portion: 70% of annual variable target compensation $70\% \times 1,079,000 = \text{€}755,300$	Target value: 130% of fixed compensation $130\% \times 830,000 = \text{€}1,079,000$
– Maximum share 70% x 150% = 105% of annual variable target compensation x 1,079,000 = €1,132,950	Maximum value: 176% of fixed compensation $(1,132,950 + 323,700) / 830,000 = 176\%$
• Non-financial Objectives:	
– Target portion: 30% of annual variable target compensation $30\% \times 1,079,000 = \text{€}323,700$	
– Maximum share 30% x 100% = 30% of annual variable target compensation x 1,079,000 = €323,700	

Financial targets⁽¹⁾

FINANCIAL CRITERIA	WEIGHT	MINIMUM	TARGET	MAXIMUM
Adjusted gross margin by volume ⁽²⁾	40%	Payment of the first euro if the result reaches 95% target	Payment at 100% if result reaches 100% of target	Payment capped at 150% if result reaches 105% of target
Adjusted EBITA ⁽²⁾ by % of sales	40%	Payment at 50% if result reaches 95% of target	Payment at 100% if result reaches 100% of target	Payment capped at 150% if result reaches 105% of target
Average operating working capital requirement as a percentage of sales	20%	Payment at 50% if result reaches 95% of target	Payment at 100% if result reaches 100% of target	Payment capped at 150% if result reaches 105% of target
Total⁽³⁾	100%	Linear calculation between points		

(1) The criteria and the level of completion whereas are defined annually by the Board of Directors. Financial criteria are communicated at the beginning of the year. The level of completion whereas and the performance achieved are communicated *ex-post* in the universal registration document. This *ex-post* disclosure is evidenced by the desire to protect the Group's interests by not disclosing *ex-ante* indications of its strategy which could be operation (s) by its competitors.

(2) The financial criteria of EBITA and Gross Margin are referred to as adjusted, as they are adjusted for the non-recurring effect of variations in copper prices. As a reminder, the non-recurring effect is the effect of changes in the price of copper in inventories. Neither EBITA nor Gross Margin are adjusted for the so-called recurring effect of copper, *i.e.* the impact of changes in copper prices on sales.

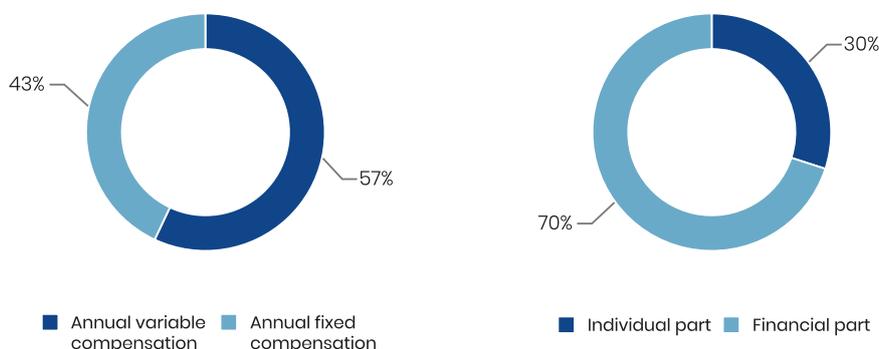
(3) As a reminder, and in line with previous years, in the event of out performance, payments are capped at 150%. Trigger thresholds will be communicated *ex-post*.

Non-financial targets⁽¹⁾

NON-FINANCIAL CRITERIA	WEIGHT	DESCRIPTION ⁽¹⁾
ESG	25%	<ul style="list-style-type: none"> 5% Reduction of Rexel's carbon footprint on scopes 1 and 2 in line with SBTi trajectory Roll out scope 3 plans to new countries Answer to the "environmentally responsible company" question of the Satisfaxion survey to remain >80% despite less favorable context
Operational excellence	25%	<ul style="list-style-type: none"> Deliver productivity plan according to dedicated KPIs Focus on specific regions with objectives based on KPIs
Strategy and Digital	25%	<ul style="list-style-type: none"> Reinforce Rexel AI foundation and accelerate its impact on financial performance Progress digital penetration Accelerate the Company's growth and transformation of the Company through a dynamic portfolio strategy Consolidate and enrich Rexel "equity story"
Talents	25%	<ul style="list-style-type: none"> Satisfaxion engagement to remain >80% despite challenging environment Define a top management succession planning for specific countries Continue to recruit talents to prepare the new generation of executives
Total	100%	

(1) Non-financial criteria are communicated at the beginning of the year, based on precise, concrete and measurable objectives. The level of completion whereas and the performance achieved are communicated *ex-post* in the Universal Registration Document. This *ex-post* disclosure is evidenced by the desire to protect the Group's interests by not disclosing *ex-ante* indications of its strategy which could be operation (s) by its competitors. As a reminder, and in line with previous years, in the event of out performance, payments are capped at 100%.

Assuming that all of the objectives detailed above are achieved, the maximum fixed and variable annual compensation from April 29 to December 31, 2025 or, in application of the applicable compensation policy, would be as follows:



FIXED COMPENSATION 2025 IN € (EUROS)	VARIABLE COMPENSATION 2025 TARGET AS A PERCENTAGE OF FIXED COMPENSATION	VARIABLE COMPENSATION 2025 TARGET IN € (IN EUROS)	FIXED AND VARIABLE COMPENSATION 2025 TARGET IN € (IN EUROS)	FINANCIAL PART OF TARGET VARIABLE COMPENSATION IN % AND €	INDIVIDUAL PART OF THE VARIABLE COMPENSATION TARGET IN % AND €	MAXIMUM ATTAINMENT OF THE FINANCIAL PART	MAXIMUM ATTAINMENT OF INDIVIDUAL PART	MAXIMUM ATTAINMENT OF VARIABLE COMPENSATION 2025 IN % OF TARGET AND IN €	MAXIMUM VARIABLE COMPENSATION IN 2025 AS A % OF FIXED COMPENSATION AND IN €
830,000	130%	1,079,000	1,909,000	70%	30%	150%	100%	135%	176%
				755,300	323,700	1,132,950	323,700	1,456,650	1,456,650

EXCEPTIONAL COMPENSATION

The compensation policy provides for the possibility of paying exceptional compensation under the restrictive conditions described in section "Exceptional compensation" of paragraph 3.2.1.4 "Compensation policy applicable to the Chief Executive Officer for the 2025 financial year" of the 2024 Universal Registration Document.

RECRUITMENT INDEMNITY

The compensation policy provides for the possibility of paying a recruitment indemnity proportional to the loss actually incurred by the executive when changing duties, and in particular on the annual variable portion and long-term compensation.

BENEFITS OF ANY KIND

Guillaume Texier receives benefits in kind consisting of a company car *inter alia* (in accordance with the policy applicable to Rexel's managers).

LONG-TERM VARIABLE COMPENSATION

The Board of Directors considers that share allocation mechanisms, that also benefit to other keys functions in the company, are particularly adapted to the duties of executive corporate officer. They reflect the level of responsibility of these duties and their capacity to contribute directly to the long-term performance of the company in line with the interests of the shareholders.

The shares allotted to Guillaume Texier are fully subject to performance criteria assessed over periods of at least 3 years.

These shares are also allotted subject to a presence criterion of 3 years. As a result, the vesting period is 3 years, with no further retention period.

Furthermore, the allotment is limited by two specific caps in value and in number of shares:

- the annual value of the performance shares granted to the Chief Executive Officer in respect of a financial year may not exceed 100% of his annual fixed and variable target compensation for that financial year (as defined in section "Long-term variable compensation" of paragraph 3.2.1.4 "Compensation policy applicable to the Chief Executive Director for the financial year 2025" of the 2024 Universal Registration Document); and
- the number of shares allotted to the corporate officers cannot exceed 10% of the total performance shares allotted to all of the beneficiaries.

The Chief Executive Officer has a lock-up obligation in respect of 20% of the shares vested in connection with these schemes until the termination of his/her duties.

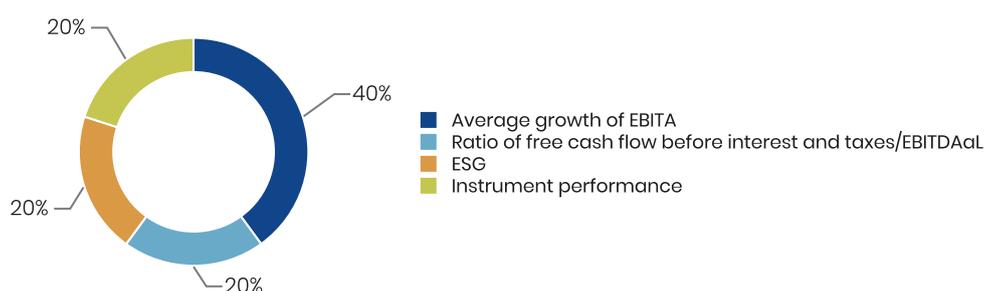
DESCRIPTION	AMOUNT
Allotments of shares fully subject to demanding performance criteria assessed over a period of 3 years (corresponding to the vesting period) and condition of presence, without additional retention period.	<p>Maximum number of shares that may be allocated: 10% of the total amount allocated to all beneficiaries (within the overall limit of the percentage of share capital authorized by the Shareholders' Meeting of April 30, 2024)⁽¹⁾.</p> <p>Maximum value of the shares at grant: 100% of the annual target fixed and variable compensation of Guillaume Texier.</p>

(1) *i.e.*, a maximum of 0.14% of the share capital over a period of 26 months, for a maximum limit of 1.4% over the same period..

Performance criteria					
CRITERIA	WEIGHT	TRIGGERING THRESHOLD	TARGET	MAXIMUM	COMMENTS
Average growth of EBITA 2024-2027	40%	50% of shares vest if the average performance reaches 85%	100% of shares vest if the target is reached	115% of shares vest if the average performance reaches at least 125% of target	Calculation on a linear basis between the points
Average between years 2025, 2026 and 2027 of the ratio of free cash flow before interest and taxes/EBITDAaL	20%	50% of shares vest if the average performance reaches 90%	100% of shares vest if the target is reached	115% of shares vest if the average performance reaches at least 120% of target	Calculation on a linear basis between the points
ESG index - 4 criteria to capture the ESG roadmap roll out	20%	Vesting equal to 50% if the trigger threshold is reached	100% of shares vest if the target is reached	Acquisition is equal to 115% if cap is reached	Calculation on a linear basis between the points
Relative performance of the Rexel share compared to the SBF 120 GR ⁽ⁱ⁾ index	20%	Vesting equal to 50% if the performance of the Rexel share is equal to the performance of the SBF 120 GR index	Vesting equal to 100% if the performance of the Rexel share outperforms the SBF 120 GR index by 5%	Vesting equal to 150% if the performance of the Rexel share outperforms the SBF 120 GR index by 10%	Calculation on a linear basis between the points
100%		The performance level of each criterion is combined with the weight of each criterion in order to obtain a weighted global level of performance. In any case, said global level is limited to 100% of the initial allotment			

(i) The relative performance criterion of the Rexel share compared to the SBF 120 GR index has replaced the previously determined TSR criterion based on a panel of selected companies. This change is due to the difficulty to establish and update a representative panel of companies comparable to Rexel (in particular from a geographical, strategic challenges, digital transformation in product and services sales point of view). The SBF 120 GR index, which Rexel is part of, better integrates some of these criteria. The weighting of this criterion, the triggering threshold, the target and maximum vesting have been determined based on a comparable structure to that of the TSR criterion previously used, in line with market practices.

CRITERIA	WEIGHT	TARGET
Reduction of carbon footprint – Scopes 1 and 2	40%	15%
Reduction of carbon footprint – Scope 3		2.8%
Percentage of females on management bodies	20%	33%
Reduction in the frequency of workplace accidents	20%	-15%
Employee satisfaction survey: high level of recommendation of the Group as a "good place to work"	20%	83%
		= 100%



SEVERANCE AND/OR NON-COMPETE CLAUSE

Guillaume Texier may be entitled to a severance package upon termination of his duties as Chief Executive Officer under the conditions set out in the section "Severance package and/or compensation for non-competition" in paragraph 3.2.1.4 "Compensation policy applicable to the Chief Executive Officer for the 2025 financial year" of the 2024 Universal Registration Document.

The Board of Directors considered that Guillaume Texier would not be eligible for a non-compete indemnity in respect of his corporate office.

SUPPLEMENTAL RETIREMENT SCHEME

Guillaume Texier benefits from the collective medium-term savings scheme (Article 82 of the French General Tax Code). The amount of the annual contribution is calculated on the basis of a reference compensation approved by the Shareholders' Meeting.

This reference compensation is made up of two items:

- the fixed compensation effectively paid during the financial year under consideration; and
- the variable compensation effectively paid during the financial year in question, up to a maximum of 80% of the fixed salary effectively paid during the previous financial year.

The amount of the annual contribution is then determined by applying a progressive scale linked to the annual Social Security limit.

6. Compensation of corporate officers for the 2024 financial year (*ex-post* vote)

In accordance with Article L.22-10-9, I of the French Commercial Code, the components of the remuneration due or awarded to Agnès Touraine, Chairwoman of the Board of Directors, and to Guillaume Texier, Chief Executive Officer, are subject to a vote by the shareholders at the 2025 General Meeting (resolutions 9 and 10).

The information referred to in Article L.22-10-9, I of the French Commercial Code (8th resolution) relates in particular to remuneration components (fixed, variable, exceptional), benefits of any kind, share allocation plans, severance pay, non-competition commitments and pension and similar commitments. They are presented in section 3.2.2 "Compensation of corporate officers for the 2024 financial year (Articles

L.22-10-9, I and L.22-10-34, II of the French Commercial Code)", from page 149 to page 165 of the 2024 universal registration document.

The above-mentioned remuneration components of Agnès Touraine, Chairwoman (9th resolution) and Guillaume Texier, Chief Executive Officer (10th resolution), are presented in the report of the Board of Directors, reproduced on pages 62 to 83 of this notice of meeting and included below.

A full presentation can be found in section 3.2.2 "Compensation of corporate officers for the 2024 financial year (Articles L.22-10-9, I and L.22-10-34, II of the French Commercial Code)", from page 149 to page 165, of the 2024 universal registration document.

Fixed, variable and exceptional items making up the total compensation and benefits of any kind paid during financial year 2024 or awarded in respect of financial year 2024 to Agnès Touraine, Chairwoman of the Board of Directors, submitted for approval by the shareholders at the Shareholders' Meeting (ninth resolution):

Agnès Touraine (Non-executive Chairwoman of the Board of Directors) for the financial year ended December 31, 2024

COMPENSATION ITEMS PAID OR ALLOCATED SUBMITTED TO THE VOTE	AMOUNT OR ACCOUNTING VALUATION		PRESENTATION
	AMOUNT ALLOCATED IN RESPECT OF FINANCIAL YEAR 2024	AMOUNT PAID DURING FINANCIAL YEAR 2024	
Fixed annual compensation	€400,000	€400,000	The Board of Directors has determined the fixed annual compensation of Agnès Touraine at €400,000, in compliance with the compensation policy.
Variable annual compensation	Not applicable		Agnès Touraine does not benefit from any variable annual compensation.
Deferred variable compensation	Not applicable		Agnès Touraine does not benefit from any deferred variable compensation.
Multi-annual variable compensation	Not applicable		Agnès Touraine does not benefit from any multi-annual variable compensation.
Exceptional compensation	Not applicable		Agnès Touraine does not benefit from any exceptional compensation.
Benefits of any kind	Health insurance		Agnès Touraine benefits from a health insurance plan.
Valuation of the long-term compensation: allocation of performance shares	Not applicable		Agnès Touraine does not benefit from any long-term compensation item.
Severance indemnities	Not applicable		Agnès Touraine does not benefit from any severance indemnity.
Non-compete indemnity	Not applicable		Agnès Touraine does not benefit from any non-compete indemnity.
Supplemental retirement plan	Not applicable		Agnès Touraine does not benefit from any supplemental retirement plan.

Fixed, variable and exceptional items making up the total compensation and benefits of all kinds paid during financial year 2024 or allocated in respect of financial year ended December 31, 2024, to Guillaume Texier as Chief Executive Officer, submitted to the shareholders' approval at the Shareholders' Meeting (tenth resolution):

Guillaume Texier (Chief Executive Officer) for the financial year ended December 31, 2024

COMPENSATION ITEMS PAID OR ALLOCATED SUBMITTED TO THE VOTE	AMOUNT OR ACCOUNTING VALUATION		PRESENTATION
	AMOUNT ALLOCATED IN RESPECT OF FINANCIAL YEAR 2024	AMOUNT PAID DURING FINANCIAL YEAR 2024	
Fixed annual compensation	€800,000	€800,000	See paragraph 3.2.2.4 "Summary tables relating to compensation paid or allocated to the corporate officers" of the 2024 Universal Registration Document.
Variable annual compensation	€359,712	€974,304	<p>The gross variable annual compensation in respect of the financial year ended on December 31, 2024 determined by the Board of Directors of February 12, 2025, amounts to €359,712.</p> <p>The variable compensation consisted of 70% financial objectives and 30% non-financial objectives. The financial performance percentage reached 18.60% and the non-financial performance was 81.50%.</p> <p>This amount thus corresponds to 37.5% of the target variable compensation (the target variable compensation was determined at 120% of the fixed annual compensation), <i>i.e.</i> 45% of the fixed compensation for the relevant period.</p> <p>For details on the calculation of the variable compensation for 2024, please see paragraph 3.2.2.3 "Compensation and other benefits paid or allocated to Guillaume Texier, Chief Executive Officer", of the 2024 Universal Registration Document.</p> <p>In accordance with the provisions of Article L.22-10-34 of the French Commercial Code, the payment of the 2024 variable compensation is subject to the approval of the Shareholders' Meeting of April 29, 2025.</p>
Pluriannual variable compensation	Not applicable		Guillaume Texier does not benefit from any pluri-annual variable compensation in respect to his corporate office.
Exceptional compensation	Not applicable		Guillaume Texier does not benefit from any exceptional compensation in respect of his corporate office.
Valuation of benefits in kind	€44,784		<p>Guillaume Texier received benefits in kind including the provision of a company car (€9,744) as well as the GSC benefit (€35,010).</p> <p>See paragraph 3.2.2.3 "Compensation and other benefits paid or allocated to Guillaume Texier, Chief Executive Officer" of the 2024 Universal Registration Document.</p>

Guillaume Texier (Chief Executive Officer) for the financial year ended December 31, 2024

COMPENSATION ITEMS PAID OR ALLOCATED SUBMITTED TO THE VOTE	AMOUNT OR ACCOUNTING VALUATION		PRESENTATION
	AMOUNT ALLOCATED IN RESPECT OF FINANCIAL YEAR 2024	AMOUNT PAID DURING FINANCIAL YEAR 2024	
Valuation of long-term compensation: grant of performance shares	€1,757,308 <i>(valuation based on the IFRS 2 fair value used for the consolidated financial statements, i.e. €20.04 for 2024)</i>		<p>In accordance with the authorization granted by the Rexel General Shareholders' Meeting of April 30, 2024, the Board of Directors decided on April 30, 2024 to grant Rexel performance shares.</p> <p>In this context, 87,690 shares, fully subject to performance conditions, were granted to Guillaume Texier in 2024.</p> <p>This number of shares is the maximum number that can be acquired in the event of outperformance of the performance criteria and corresponds to a maximum acquisition percentage of 100%, or €1,760,000 based on the fixed and variable annual compensation for 2024.</p> <p>The specific limits on allocations for company officers have been respected:</p> <ul style="list-style-type: none"> the annual value of the performance shares granted is less than 100% of the target fixed and variable annual compensation for said financial year (i.e. €1,760,000); and the number of shares awarded to Guillaume Texier is less than 10% of the total envelope of shares awarded to all beneficiaries. <p>The definitive acquisition of the shares awarded to Guillaume Texier is entirely subject to conditions of presence and performance assessed over a period of three years as described in the applicable remuneration policy.</p>
Severance indemnity	Not applicable		Guillaume Texier would be eligible for severance package in respect of his term of office, capped at 18 months' reference monthly compensation.
Non-compete indemnity	Not applicable		Guillaume Texier is not entitled to any non-compete indemnity in respect of his office.
Supplemental retirement plan	€199,642		<p>In accordance with the compensation policy adopted by the Board of Directors at its meeting of February 14, 2024 and approved by the Shareholders' Meeting of April 30, 2024, Guillaume Texier was paid an annual bonus linked to the supplementary pension plan (art. 82) for an amount of €199,642.</p> <p>See paragraph 3.2.2.3 "Compensation and other benefits paid or allocated to Guillaume Texier, Chief Executive Officer" of the 2024 Universal Registration Document.</p>

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→ china

Rexel's digital solutions helped a leading can manufacturer optimize its energy management system at its production plants and headquarters.



**Agenda of
the Combined
Shareholders'
Meeting of
April 29, 2025**

1. Resolutions submitted to the Ordinary Shareholders' Meeting

- Approval of the financial statements for the financial year ended December 31, 2024;
- Approval of the consolidated financial statements for the financial year ended December 31, 2024;
- Allocation of net result for the financial year ended December 31, 2024, distribution of €1.20 per share from net profit;
- Approval of agreements governed by articles L.225-38 *et seq.* of the French Commercial Code;
- Approval of the compensation policy applicable to the Chairman of the Board of Directors for financial year 2025, as provided for in article L.22-10-8 of the French Commercial Code;
- Approval of the compensation policy applicable to directors for the 2025 financial year, as provided for in article L.22-10-8 of the French Commercial Code;
- Approval of the compensation policy applicable to the Chief Executive Officer for the 2025 financial year, as provided for in article L.22-10-8 of the French Commercial Code;
- Approval of the information required under article L.22-10-9, I of the French Commercial Code for the financial year ended December 31, 2024;
- Approval of the fixed, variable and exceptional items of the total compensation and benefits of any kind paid or granted in respect of the 2024 financial year to Mrs Agnès Touraine, Chairwoman of the Board of Directors;
- Approval of the fixed, variable and exceptional items of the total compensation and benefits of any kind paid or granted in respect of the 2024 financial year to Guillaume Texier, Chief Executive Officer;
- Renewal of Marcus Alexanderson's term of office as director;
- Renewal of Guillaume Texier's term of office as director;
- Renewal of Agnès Touraine's term of office as director;
- Authorization for the Board of Directors to trade in the Company's shares.

2. Resolutions submitted to the Extraordinary Shareholders' Meeting

- Authorization to be granted to the Board of Directors to decrease share capital by cancelling shares;
- Delegation of authority to be granted 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 upholding of the shareholders' preferential subscription right;
- Delegation of authority to be granted to the Board of Directors to decide upon the issuance by way of public offering - other than the offers referred to in article L.411-2, 1° of the French Monetary and Commercial Code - 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;
- Delegation of authority to be granted to the Board of Directors to decide upon the issuance by way of public offering referred to in Article L.411-2, 1° of the French Monetary and Financial Code, 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;
- Delegation of authority to be granted to the Board of Directors in view of increasing the amount of the issuances carried out with upholding or cancellation of the preferential subscription right of the shareholders, pursuant to the sixteenth, seventeenth and eighteenth resolutions;
- Delegation of powers to be granted to the Board of Directors to decide to issue ordinary shares or securities conferring access to the share capital of the Company within the limit of 10% of the share capital with cancellation of the preferential subscription right of the shareholders, in consideration for contributions in kind granted to the Company;
- Authorization to be granted to the Board of Directors to increase the share capital by issuing ordinary shares or securities that are equity securities conferring access to other equity securities of the Company or giving entitlement to the allotment of debt securities, or securities conferring access to equity securities to be issued, with cancellation of preferential subscription rights in favor of members of a savings plan;
- Delegation of authority to the Board of Directors to issue ordinary shares or share equivalents conferring access to other equity securities or entitling their holders to the allotment of debt securities, or securities conferring access to equity securities to be issued, with cancellation of the shareholders' preferential subscription rights for certain categories of beneficiaries, to allow employee shareholding transactions;
- Delegation of authority to be granted to the Board of Directors to decide to increase the share capital by incorporation of premiums, reserves, profits or other items that may be capitalized;
- Modification of Article 17 of the Company's bylaws regarding proceedings for deliberation of the Board of Directors; and
- Power to carry out legal formalities.



→ Sweden

Rexel provided solar energy solutions and savings to a housing complex in Umeå.

An aerial photograph of a city in winter, with snow on the roofs and ground. A large, semi-transparent orange circle is overlaid on the right side of the image. The text 'Combined Shareholders' Meeting of April 29, 2025' is written in white, bold, sans-serif font within the orange circle. A thin white horizontal line is positioned below the text.

Combined Shareholders' Meeting of April 29, 2025

1. Report of the Board of Directors to the Combined Shareholders' Meeting of April 29, 2025

To the Shareholders,

The Combined Meeting of the Shareholders of Rexel, a French *société anonyme*, having its registered office at 13, boulevard du Fort de Vaux, 75017 Paris (“Rexel” or the “Company”) has been convened by the Board of Directors on April 29, 2025 at 10:30 a.m. at Châteaufort City George V, 28, avenue George V,

75008 Paris, in order to resolve upon the draft resolutions presented hereinafter (the “Shareholders' Meeting”).

In this report, we present you with the motives behind each of the resolutions being put to the vote at the Shareholders' Meeting.

1. Course of business

The Rexel Group considers itself to be one of the world's leading distributors of low- and ultra-low voltage electrical supplies by 2024, in terms of sales and number of branches. As of December 31, 2024, it operated in 19 countries, mainly in three geographic regions: Europe, North America and Asia-Pacific.

The Rexel Group serves three end-markets in which it supplies electrical equipment. It is involved in construction, extension, renovation and upgrading projects:

- the residential market, which includes homes, complexes, Real Estate Assets and public housing;
- the tertiary market, which encompasses stores, healthcare establishments, schools, offices, hotels, public facilities as well as energy power plants, public networks and transport infrastructures; and
- the industrial market, which includes factories and other industrial sites.

For the financial year ended December 31, 2024, the Group's performance is as follows:

- sales amounted to €19,285.1 million, down (2.4)% on a constant and same-day basis;
- the current Adjusted EBITA margin was at 5.9%, with current adjusted EBITA of €1,131.7 million;
- indebtedness ratio of 1.83x basis points; and
- free cash flow before interest and tax conversion is 76% (calculated on EBITDA_{adj}).

The Group's net income for 2024 is a profit of €341.0 million, and recurring net income is down by (19.6)%.

A dividend distribution of €1.20 per share is submitted for shareholder approval.

Details of the Company's course of business and financial position for the financial year ended December 31, 2024 are provided in the Company's 2024 universal registration document.

2. Resolutions submitted to the Ordinary Shareholders' Meeting

2.1 Approval of the annual and consolidated financial statements (first and second resolutions)

The first and second resolutions submit for shareholder approval the Company's annual and consolidated financial statements for the financial year ended December 31, 2024, as approved by the Board of Directors.

The financial statements show a profit of €455,747,601.23.

The consolidated financial statements show a profit of €341 million.

Pursuant to the provisions of Article 223 quater of the French General Tax Code, the first resolution also submits for shareholder approval the amount of charges and expenses referred to in Article 39-4 of the French General Tax Code, which are not deductible from income. For the financial year ended December 31, 2024, these charges and expenses amounted to €13,134.30. These expenses and charges correspond to an income tax expense of €3,391.93.

We invite you to approve these resolutions.

2.2 Allocation of results, distribution of a dividend of €1.20 per share (third resolution)

Subject to the annual and consolidated financial statements as presented by the Board of Directors being approved by the shareholders, the third resolution submits to the approval of the shareholders the following allocation of results for the financial year ended December 31, 2024 and the following distribution:

Origin of amounts to be allocated:

• Results for the financial year 2024	€455,747,601.23
• Previous carry forward at December 31, 2024	€21,347,361.63
Total	€477,094,962.86

Allocation of results:

• To the legal reserve (5%)	€22,787,380.06
• To the dividend distribution	€354,462,705.60
• Carried forward	€99,844,877.20
Total	€477,094,962.86

It is proposed to pay to each of the shares comprising the share capital and conferring rights to distribution, an amount of €1.20.

Proposed distribution: €354,462,705.60

Deducted from:

Distributable income at December 31, 2024	€354,462,705.60
Carry forward account at December 31, 2024	€0

For the last three financial years, the amounts distributed to shareholders were as follows:

	2023	2022	2021
Amount distributed per share	€1.20 ⁽¹⁾	€1.20	€0.75
Number of shares eligible	297,642,872	301,915,389	306,749,312
Total distribution	€357,171,446.40	€362,298,466.80	€230,061,984

(1) Amount(s) eligible for the 40% tax allowance available to individuals domiciled in France for tax purposes, as indicated in article 158-3-2° of the French General Tax Code.

We invite you to approve this resolution.

As a consequence, after the aforementioned distribution, the "carry forward" account would amount to €99,844,877.20.

The right to this distribution will be detached from the share on May 14, 2025 and the distribution will be paid on May 16, 2025.

The total distribution of €354,462,705.60 will have been determined on the basis of a number of shares making up the share capital of 298,233,069 shares at December 31, 2024 and a number of shares held by the Company of 2,847,481 shares at that same date.

In the event of a sale of shares between the date of the Shareholders' Meeting and the payment date, distribution rights will be acquired by the shareholder owning the shares on the day before the detachment date.

The proposed distribution is in line with Rexel's policy of distributing at least 40% of its recurring net profit, reflecting the Rexel group's confidence in its structural ability to generate significant cash flow throughout the cycle.

Shareholders are also informed that, subject to possible adjustments related to the variations referred to in the above paragraph, the distribution will be treated for tax purposes as €1.20 per share of income from taxable movable property, subject to income tax at the flat rate of 12.8% for individual shareholders resident in France. At the shareholder's option, dividends may be subject to the progressive income tax scale, in which case they will be eligible for a 40% allowance under article 158-3-2° of the French General Tax Code. In any case, shareholders are advised to consult their usual tax advisor to review their specific situation.

2.3 Related-party agreements (fourth resolution)

The fourth resolution concerns the approval of agreements governed by Articles L.225-38 *et seq.* of the French Commercial Code, *i.e.* "related-party" agreements that have been authorized by the Board of Directors prior to their conclusion.

In accordance with the provisions of Article L.225-40 of the French Commercial Code, these agreements have been the subject of a report by the Company's Statutory Auditors and are subject to approval by the Company's Shareholders' Meeting.

New related-party agreement(s)

During the financial year ended December 31, 2024, no new related-party agreements were entered into.

Agreements continuing into the financial year ended December 31, 2024

During the financial year ended December 31, 2024, no agreements entered into in prior years continued.

We therefore invite you to approve this resolution.

2.4 Approval of the compensation policy applicable to the Chairman of the Board of Directors, the Directors and the Chief Executive Officer for the 2025 financial year, as referred to in Article L.22-10-8 of the French Commercial Code (fifth to seventh resolutions)

In accordance with Article L.22-10-8 of the French Commercial Code, the compensation policy applicable to the Chairman of the Board of Directors, the Directors and the Chief Executive Officer is described in section 3.2.1. "Compensation policy applicable to corporate officers for financial year 2025 submitted for shareholder approval (article L.22-10-8 of the French Commercial Code)" of the Company's universal registration document for the financial year ended December 31, 2024.

This paragraph outlines the principles of the Group's compensation policy, as well as the principles and criteria for determining, allocating and granting the various items of compensation, currently defined by function.

We invite you to approve the compensation policy applicable to the Chairman of the Board of Directors, the Directors and the Chief Executive Officer for the 2025 financial year.

2.5 Approval of the information required under article L.22-10-9, I of the French Commercial Code for the financial year ended December 31, 2024 (eighth resolution)

Pursuant to Article L.22-10-34, I of the French Commercial Code, the eighth resolution submits for shareholder approval the information referred to in Article L.22-10-9, I of the French Commercial Code for the financial year ended December 31, 2024.

In particular, this information concerns compensation (fixed, variable and exceptional), benefits of any kind, share allotment plans, severance pay, non-compete commitments and pension and similar commitments.

The above information is detailed in paragraph 3.2.2. "Compensation of corporate officers for financial year 2024 (Articles L.22-10-9, I and L.22-10-34 II, of the French Commercial Code)" of the Company's universal registration document for the financial year ended December 31, 2024.

We invite you to approve this resolution.

2.6 Approval of the fixed, variable and exceptional items of the total compensation and benefits of any kind paid or granted in respect of the financial year ended December 31, 2024 to executive corporate officers (ninth and tenth resolutions)

Pursuant to Article L.22-10-34, II of the French Commercial Code, the ninth and tenth resolutions submit for shareholder approval the fixed, variable and exceptional items of total compensation and

benefits of any kind paid or granted in respect of the financial year ended December 31, 2024 to Mrs. Agnès Touraine, Chairwoman of the Board of Directors, and to Mr. Guillaume Texier, Chief Executive Officer.

The compensation items concerned are: (i) the fixed portion, (ii) the annual variable portion and, where applicable, the multi-year variable portion with the objectives contributing to the determination of this variable portion, (iii) exceptional compensation and (iv) benefits of any kind.

The compensation items referred to above are detailed in paragraph 3.2.2 "Compensation of corporate officers for the 2024 financial year (Articles L.22-10-9, I and L.22-10-34, II of the French Commercial Code)" of the Company's universal registration document for the financial year ended December 31, 2024, and are summarized below.

Compensation and options/shares allotted during the last two financial years

<i>(in €)</i>	2024	2023 (from September 1)
AGNÈS TOURAINE		
Compensation allocated in respect of the financial year	400,000	133,333 ⁽¹⁾
Valuation of the options allocated during the financial year	N/A	N/A
Valuation of the performance shares allocated during the year	N/A	N/A
Total	400,000	133,333

(1) After *prorata* adjustment of the amount of €400,000 corresponding to the fixed annual compensation for the period from September 1, 2023 to December 31, 2023.

<i>(in €)</i>	2024	2023
GUILLAUME TEXIER		
Compensation allocated in respect of the financial year	1,204,496	1,819,088
Valuation of the options allocated during the financial year	N/A	N/A
Valuation of the performance shares allocated during the year ⁽¹⁾	1,757,308	1,758,540
Recruitment allowance	N/A	N/A
Retirement plan (Art. 82)	199,642	196,790
Total	3,161,446	3,774,418

(1) Valuation based on the IFRS2 fair value recorded for the consolidated financial statements (€20.07 for 2024).

Gross compensation over the last two financial years summary table

<i>(in €)</i>	2024		2023	
	COMPENSATION ALLOCATED IN RESPECT OF THE FINANCIAL YEAR	COMPENSATION PAID DURING THE FINANCIAL YEAR	COMPENSATION ALLOCATED IN RESPECT OF THE FINANCIAL YEAR	COMPENSATION PAID DURING THE FINANCIAL YEAR
AGNÈS TOURAINE				
Fixed compensation	400,000	400,000	133,333 ⁽¹⁾	133,333 ⁽¹⁾
Variable compensation	N/A	N/A	N/A	N/A
Activity compensation	N/A	N/A	N/A	N/A
Benefits in kind	N/A	N/A	N/A	N/A
Total	400,000	400,000	133,333	133,333

(1) After *prorata* adjustment of the amount of €400,000 corresponding to the fixed annual compensation for the period from September 1, 2023 to December 31, 2023.

(in €)	2024		2023	
	COMPENSATION ALLOCATED IN RESPECT OF THE FINANCIAL YEAR	COMPENSATION PAID DURING THE FINANCIAL YEAR	COMPENSATION ALLOCATED IN RESPECT OF THE FINANCIAL YEAR	COMPENSATION PAID DURING THE FINANCIAL YEAR
GUILLAUME TEXIER				
Fixed compensation	800,000	800,000	800,000	800,000
Variable compensation	359,712	974,304	974,304	1,219,190
Activity compensation	N/A	N/A	N/A	N/A
Benefits in kind	44,784	44,784	44,784	44,784
Recruitment allowance	N/A	N/A	N/A	N/A
Retirement plan (Art. 82)	199,642	199,642	196,790	196,790
Total	1,404,138	2,018,730	2,015,878	2,260,764

We invite you to approve the compensation package for the financial year ended December 31, 2024 for Mrs. Agnès Touraine, Chairwoman of the Board of

Directors and for Guillaume Texier, Chief Executive Officer.

2.7 Renewals of Directors' terms of office (eleventh to thirteenth resolutions)

2.7.1 Renewal of Marcus Alexanderson's term of office (eleventh resolution)

Marcus Alexanderson's term of office will expire at the close of the Shareholders' Meeting.

for the financial year ending December 31, 2028, to be held in 2029.

Consequently, the eleventh resolution submits for shareholder approval the renewal of Marcus Alexanderson's term of office as director. This renewal would be for a term of four years, until the Shareholders' Meeting called to approve the financial statements

The renewal of Marcus Alexanderson is proposed in view of his knowledge of the Company, shareholding issues and its involvement in the Company's various governance bodies.

Details of the duties of Marcus Alexanderson are shown below:

MARCUS ALEXANDERSON

(49 years old)

Professional address:
Cevian Capital
Engelbrektsgatan, 5
114 32 Stockholm – Suède

Number of Rexel shares held:
5,000

Experience and expertise

Director, Member of the Audit and Risks Committee and member of the Nomination, Governance and Corporate Social Responsibility Committee

MMarcus Alexanderson was co-opted as Director by the Board of Directors on May 15, 2017, to replace Pier-Luigi Sigismondi. His co-option as well as the renewal of his term of office were approved by the Shareholders' Meeting of May 24, 2018. The renewal of his directorship was subsequently approved in advance by the Shareholders' Meeting of April 22, 2021.

Marcus Alexanderson is a Swedish citizen.

He is a Partner of Cevian Capital AB, an investment advisor to Cevian Capital, an investment fund managing EUR 13 billion of assets and investing in listed European companies. He joined Cevian Capital at its founding in 2002 and is co-responsible for the investment and active shareholding businesses of Cevian. Previously, Marcus Alexanderson was an investment analyst with AB Cutos (Sweden).

Marcus Alexanderson holds a Master of Science in Economics and Business Administration from the Stockholm School of Economics.

Term of office

First appointment:
 May 15, 2017 (co-option)

Current term of office:
 From April 22, 2021 until the Shareholders' Meeting deciding on the accounts for the financial year ended December 31, 2024

Titles and other duties exercised in French and foreign companies during the last five financial years

Titles and duties within the Rexel Group:

Current:

- In France*
- Director of Rexel
 - Member of Rexel's Audit and Risks Committee
 - Member of Rexel's Nomination, Governance and Corporate Social Responsibility Committee

Abroad

–

Over the last five financial years:

- In France*
- Member of Rexel's Compensation Committee

Abroad

–

Titles and duties outside the Rexel Group:

Current:

In France

–

Abroad

- Partner of Cevian Capital AB (Sweden – non-listed company)

Over the last five financial years:

In France

–

Abroad

–

We invite you to approve this resolution.

2.7.2 Renewal of Guillaume Texier's term of office (twelfth resolution)

Guillaume Texier's term of office will expire at the close of the Shareholders' Meeting.

for the financial year ending December 31, 2028, to be held in 2029.

Consequently, the twelfth resolution submits for shareholder approval the renewal of Guillaume Texier's term of office as director. This renewal would be for a term of four years, until the Shareholders' Meeting called to approve the financial statements

The renewal of Guillaume Texier is proposed in view of his knowledge of the Company and of its business sector, his international experience and his involvement in the Company's various governance bodies.

Details of the duties of Guillaume Texier are shown below:

GUILLAUME TEXIER

(51 years old)

Professional address:

Rexel
13, boulevard du Fort de Vaux
75017 Paris – France

Number of Rexel shares held:

45,000

Experience and expertise

Director, Chief Executive Officer

Guillaume Texier has been a Director of Rexel since September 1, 2021.

Guillaume Texier is a French citizen.

He started his career in the French Government where he was notably Advisor to the ministers in charge of ecology and industry.

Guillaume Texier joined Saint-Gobain in 2005, where he was successively Group Planning and Strategy Director, Managing Director of CertainTeed Gypsum in Canada, Managing Director of CertainTeed Roofing in the United States, Managing director of the Ceramic Materials activity worldwide, Group Chief Financial Officer between 2016 and 2018, and Senior Vice-President, CEO of France, Southern Europe, Middle East and Africa Region where he managed all Saint-Gobain's activities in the region, including building materials distribution and manufacturing of glass, gypsum, insulation, mortars, for a scope representing approximately €12 billion in revenue in 2020 and employing over 40,000 people.

He has also been Director of Veolia since 2016 as well as chairman of the Accounts and Audit Committee and member of the Research, Innovation and Sustainable Development Committee and member of the Purpose of the Company Committee.

He is a graduate of the *École Polytechnique* and of *Mines Paris Tech*.

Term of office

First appointment:

April 22, 2021, with effect from September 1, 2021

Current term of office:

From September 1, 2021 until the Shareholders' Meeting deciding on the accounts for the financial year ending December 31, 2024

Titles and other duties exercised in French and foreign companies during the last five financial years

Titles and duties within the Rexel Group:

Current:

- In France*
- Director of Rexel
 - CEO of Rexel
 - Director of Rexel France

Abroad

- Director and Chairman of Rexel USA
- Chairman and CEO of Rexel North America Inc.

Over the last five financial years:

In France

–

Abroad

–

Titles and duties outside the Rexel Group:

Current:

In France

–

Abroad

- Member of the Board of Directors, Chairman of the Accounts and Audit Committee, member of the Research, Innovation and Sustainable Development Committee and member of the Purpose of the Company Committee of Veolia (France – listed company)

Over the last five financial years:

In France

- CEO France, South Europe, Middle-East, Africa of Saint Gobain (France – listed company)
- President of the Institut Mines-Telecom Atlantique (France, Public entity, non-listed)

Abroad

–

We invite you to approve this resolution.

2.7.3 Renewal of Agnès Touraine's term of office (thirteenth resolution)

Agnès Touraine's term of office will expire at the close of the Shareholders' Meeting in accordance with the provisions of Article 14.2 of the Company's bylaws, according to which the Board of Directors shall be renewed in quarters, rounded to the higher whole number every year so that it is fully renewed every four years.

Consequently, the thirteenth resolution submits for shareholder approval the renewal of Agnès Touraine's term of office as director. This renewal would be for

Details of the duties of Agnès Touraine are shown below:

a term of four years, until the Shareholders' Meeting called to approve the financial statements for the financial year ending December 31, 2028, to be held in 2029.

The renewal of Agnès Touraine's term of office is proposed in view of her knowledge of the Company and its social, environmental and governance issues, her expertise in the field of digital transformation but also her involvement in the Company's various governance bodies.

AGNÈS TOURAINE

(69 years old)

Professional address:

Rexel
13, Boulevard du Fort de Vaux
75017 Paris – France

Number of Rexel shares held:

8,712

Experience and expertise

Chairwoman of the Board of Directors, Member of the Audit and Risk Committee, of the Nomination, Governance and Corporate Social Responsibility Committees and of the Compensation Committee

Agnès Touraine was co-opted as Director by the Board of Directors on February 10, 2017 in replacement of Marianne Culver.

Her co-option was approved by the Shareholders' Meeting of May 23, 2017.

The renewal of her term of office was approved by anticipation by the Shareholders' Meeting of May 23, 2019, and subsequently by the Shareholders' Meeting of April 21, 2022.

She was appointed as Chairwoman of the Board of Directors upon the meeting of the Board of Directors of July 27, 2023. She started her duties as Chairwoman of the Board of Directors on September 1, 2023.

Agnès Touraine is a French citizen.

She is also the CEO and founder of Act III Consultants, a consultancy firm dedicated to digital transition. Previously, she acted as Chairwoman and CEO of Vivendi Universal Publishing after having spent 10 years at Groupe Lagardère and 4 years at McKinsey. She is a Director of GBL and SNCF. She previously acted as non-executive Director of Cable&Wireless Plc (UK), Neopost, Darty Plc and Proximus. She is also a member of the Board of various non-profit organizations such as IDATE and the French American Foundation.

Agnès Touraine was also Chairwoman of the IFA (*Institut Français des Administrateurs*) until May 2019.

She is a graduate in law of *Sciences-Po Paris* and of Columbia University Business School (MBA).

Term of office

First appointment:

February 10, 2017 (co-option)

Current term of office:

From April 21, 2022 until the Shareholders' Meeting deciding on the accounts for the financial year ending December 31, 2025

Titles and other duties exercised in French and foreign companies during the last five financial years

Titles and duties within the Rexel Group:

Current:

In France

- Chairwoman of the Board of Directors of Rexel
- Member of Rexel's Compensation Committee
- Member of Rexel's Nomination, Governance and Corporate Social Responsibility Committee
- Member of Rexel's Audit and Risk Committee

Abroad

–

Over the last five financial years:

In France

- Vice-President of Rexel's Board of Directors / Senior Independent Director
- Chairwoman of Rexel's Nomination, Governance and Corporate Social Responsibility Committee
- Chairwoman of Rexel's Compensation Committee

Abroad

–

Titles and duties outside the Rexel Group:

Current:

In France

- Member of the Supervisory Board of 21Partners (France – non-listed)
- Member of the Supervisory Board of the French American Foundation (France – association, non-listed)
- Director of SNCF (France – non-listed company)

Abroad

- Director and Chairwoman of the Audit Committee of GBL (Belgium – listed company)

Over the last five financial years:

In France

- Chairwoman of the IFA (*Institut Français des Administrateurs*, France – association, non-listed)
- Member of the Supervisory Board of Tarkett (France – listed company)

Abroad

- Director of Darty Plc (United Kingdom – listed company)
- Director of Keesing (The Netherlands – non-listed company)
- Director of Proximus (Belgium – listed company)

We invite you to approve this resolution.

2.8 Authorization to trade in the Company's shares (fourteenth resolution)

The fourteenth resolution proposes that the Shareholders' Meeting authorize the Board of Directors to repurchase the Company's shares within the limits determined by the Company's shareholders and in accordance with legal and regulatory provisions.

In particular, the authorization may be used (i) to ensure market liquidity, (ii) to meet obligations relating to share subscription option grants, bonus share grants or other grants, allocations or sales of shares to employees or corporate officers of the Company or an associated company, and to carry out any hedging transactions relating to such transactions, under the conditions stipulated by the market authorities and at the times when the Board of Directors or the person acting on behalf of the Board of Directors acts, (iii) to cover commitments in respect of rights with cash settlement based on a positive change in the Rexel share price granted to employees and corporate officers of the Company or an associated company, (iv) to retain and subsequently deliver shares in the Company in exchange or as payment in connection with external growth transactions, the delivery of shares in connection with external growth transactions, (v) the delivery of shares on the exercise of rights attached to securities, (vi) the cancellation

of all or part of the shares repurchased, and (vii) the implementation of any other practice that is or may become permitted or recognized by law or by the AMF, or any other purpose that complies with applicable regulations.

The authorization that may be granted to the Board of Directors includes restrictions on the maximum repurchase price (€35), the maximum amount allocated to the repurchase plan (€250 million), and the number of shares that may be repurchased (10% of the Company's share capital at the time of purchase) or used in connection with an external growth transaction (5% of the Company's share capital). In addition, the Company may not at any time hold more than 10% of its share capital.

The Board of Directors may not, without the prior authorization of the Shareholders' Meeting, continue to implement its share repurchase plan from the time a third party makes a public offer for the Company's shares until the end of the offer period.

This authorization would be granted for a period of 18 months and would cancel the unused portion of the authorization previously granted.

We invite you to approve this resolution.

3. Resolutions submitted to the Extraordinary Shareholders' Meeting

3.1 Authorization to be granted to the Board of Directors to reduce share capital by canceling shares (fifteenth resolution)

We propose that you authorize the Board of Directors to reduce share capital by cancelling all or part of the shares acquired under any share repurchase plan authorized by the Company's Shareholders' Meeting for this purpose.

Reductions in share capital carried out by the Board of Directors under this authorization would be limited

to 10% of the Company's share capital at the date of cancellation for periods of 24 months.

This authorization would be granted for a period of 18 months.

We invite you to approve this resolution.

3.2 Financial authorizations (sixteenth to twenty-third resolutions)

The Company's Shareholders' Meeting regularly grants the Board of Directors the necessary authority or powers to issue ordinary shares and/or securities, with upholding or cancellation of shareholders' preferential subscription rights, in order to meet the Rexel Group's financing requirements.

Accordingly, the Extraordinary Shareholders' Meetings of April 20, 2023 and April 30, 2024 granted the Board of Directors the delegations of authority and authorizations shown in the table attached as **Annex I** to this report, it being noted that said table specifies

the cases and conditions in which some of these delegations and authorizations were used.

We remind you that in the event of the issuance of ordinary shares and/or securities, the Company intends to give preference to transactions with shareholders' preferential subscription rights.

However, special circumstances may justify the waiver of shareholders' preferential subscription rights, in line with their interests. For example, the Company could seize opportunities offered by the financial markets, particularly in view of their current situation.

The Company could also involve the Rexel group's employees in its development, in particular through an issuance of securities reserved for them or the allocation of free shares. The Company could issue securities underlying securities issued by the Company or subsidiaries of the Rexel group. The waiver of preferential subscription rights would also allow the Company to carry out public exchange offerings or acquisitions paid for entirely in securities. Lastly, the issuance of securities could be used to compensate contributions in kind of financial securities that are not traded on a regulated or equivalent market.

These delegations and authorizations may not be used during a public tender offer for the Company's shares initiated by a third party, except with the prior

authorization of the Shareholders' Meeting. This restriction would not apply to share issuances reserved for employees or free share issuances.

We also remind you that the maximum amount of all capital increases (excluding capital increases through the capitalization of premiums, reserves, profits or other amounts, and excluding bonus share issues) would be €750 million, or 150 million shares, representing approximately 49.88% of the Company's share capital and voting rights. The maximum amount of all capital increases with cancellation of the preferential subscription right (excluding capital increases reserved for employees or bonus share issues) would be €150 million, or 30 million shares, representing approximately 9.98% of the Company's share capital and voting rights. In addition, the maximum amount of debt securities that may be issued may not exceed €1 billion or the equivalent value in euros of this amount on the date of the decision to issue.

Finally, the Board of Directors wishes to submit to the vote of shareholders the renewal of authorizations to issue financial securities to the Group's corporate officers and employees, in connection with employee shareholding plans. The draft resolutions submitted to the vote of the Shareholders' Meeting concerning financial authorizations are set out below.

3.2.1 Issuance of securities with upholding of the preferential subscription rights of shareholders (sixteenth resolution)

The sixteenth resolution aims at granting to the Board of Directors a delegation of authority to increase the share capital, with upholding of the shareholders' preferential subscription rights.

The issuances would be reserved for shareholders of the Company who would be granted a preferential subscription right. These transactions would therefore have a limited dilutive impact for existing shareholders, who may decide to participate in the transaction or to sell their rights on the market.

The transactions would concern the issuance of ordinary shares, of securities that are equity securities giving access, immediately or in the future, to other equity securities or giving right, immediately or in the future, to the allotment of debt securities, and/or of securities giving access, immediately or in the future,

to equity securities to be issued. The securities issued may be equity securities or debt securities.

Share capital increases carried out pursuant to this delegation of authority may not exceed a maximum nominal amount of €750 million (*i.e.*, 150 million shares of a nominal value of €5). The maximum amount of all the share capital increases (excluding share capital increases by mean of capitalization of reserves or premiums and allotment of free shares) may not exceed this amount of €750 million.

The maximum nominal amount of the debt issuances that may be carried out pursuant to this authorization may not exceed a total amount of €1 billion. The maximum amount of all the debt issuances may not exceed this total amount of €1 billion.

The subscription price of the shares and/or securities that may be issued pursuant to this delegation would be determined by the Board of Directors, in accordance with applicable legal and regulatory provisions. This delegation could not be used during the period of a public offer on the securities of the Company initiated by a third party, except with the prior authorization of the Shareholders' Meeting.

This delegation of authority would be granted for a term of 26 months and would cancel, as of the date of the Shareholders' Meeting, any prior authorization with the same purpose, as regards the unused portion of these delegations.

We suggest that you approve this resolution.

3.2.2 Issuance of securities by way of public offering with cancellation of the preferential subscription right of shareholders, other than the offers referred to in article L.411-2, 1° of the French Monetary and Financial Code (seventeenth resolution)

The seventeenth resolution aims at granting to the Board of Directors a delegation of authority to increase the share capital, with upholding of the shareholders' preferential subscription rights, by way of public offering, other than the offers referred to in article L.411-2, 1° of the French Monetary and Financial Code.

The issuances would be opened to the public and would have a dilutive impact for existing shareholders who would be considered as all the other investors. The Board of Directors may nevertheless grant a (non-tradeable) priority to the existing shareholders.

This delegation of authority may also be used as compensation for the contribution of securities carried out in connection with a public exchange offer in respect of the shares of the Company or of another company admitted to trading on a regulated market. In this context, the Board of Directors would determine, in particular, the exchange ratios and, if required, the amount of the cash bonus to be paid.

The transactions would concern the issuance of ordinary shares, of securities that are equity securities giving access, immediately or in the future, to other equity securities or giving right, immediately or in the future, to the allotment of debt securities, and/or of securities giving access, immediately or in the future, to equity securities to be issued. The securities issued may be equity securities or debt securities. The access to the share capital of the company would be materialized, in particular, by the conversion or exchange of a security or the presentation of a warrant.

Share capital increases carried out pursuant to this delegation of authority may not exceed a maximum nominal amount of €150 million. In addition, the maximum amount of all the share capital increases

authorized with cancellation of the shareholders' preferential subscription right (excluding share capital increases reserved to the employees and allotments of free shares) could not exceed €150 million.

Issuances of debt securities would be limited to a maximum nominal amount of €1 billion.

These limits would be deducted, respectively, from the limits determined in the sixteenth resolution.

The issue price of the new shares issued pursuant to this delegation of authority shall be freely determined by the Board of Directors it being specified that this price would not be less than the last listed price of the Company's shares on the regulated market of Euronext in Paris prior to the setting of the issue price, reduced, as the case may be, by a maximum discount of 10%.

Furthermore, the issue price of the securities conferring access to the share capital of the Company shall be determined so that the amount immediately received by the Company, plus, as the case may be, any amount that may be received by the Company in the future, be at least equal, for each share issued as a result of the issue of such securities, to the issue price determined in the paragraph above.

This delegation could not be used during the period of a public offer on the securities of the Company initiated by a third party, except with the prior authorization of the Shareholders' Meeting.

This delegation of authority would be granted for a term of 26 months and would cancel, as of the date of the Shareholders' Meeting, any prior authorization with the same purpose, as regards the unused portion of these delegations.

We suggest that you approve this resolution.

3.2.3 Issuance by way of offering referred to in article L.411-2, 1° of the French Monetary and Financial Code, with cancellation of the preferential subscription right (eighteenth resolution)

The eighteenth resolution aims at granting to the Board of Directors a delegation of authority in view of increasing the share capital with cancellation of the preferential subscription right of the shareholders, by way of offering referred to in Article L.411-2, 1° of the French Monetary and Financial Code.

The transactions would thus be carried out by way of offering to a restricted circle of investors acting on their own behalf or to qualified investors only. These transactions would have a dilutive impact for existing shareholders, who may not be in a position to participate in the issuance.

The transactions would concern the issuance of ordinary shares, of securities that are equity securities giving access, to other equity securities or giving right to the allotment of debt securities, and/or of securities giving access, immediately or in the future, to equity securities to be issued. The securities issued may be equity securities or debt securities. The access to the share capital of the Company would be materialized, in particular, by the conversion or exchange of a security or the presentation of a warrant.

Share capital increases carried out pursuant to this delegation of authority may not exceed a maximum nominal amount of €150 million.

Issuances of debt securities would be limited to a maximum nominal amount of €1 billion.

These amounts would be deducted, respectively, from the limits determined in the sixteenth and the seventeenth resolutions.

Furthermore, issuances of equity securities and debt securities carried out by way of offering referred to in Article L.411-2, 1° of the French Monetary and Financial

Code could not exceed the limits determined by applicable regulations as at the date of the issuance. As an indication, as at the date of this report, the issuance of equity securities carried out through an offering referred to in Article L.411-2, 1° of the French Monetary and Financial Code is limited to 30% of the share capital of the Company per year.

The issue price of the new shares issued pursuant to this delegation of authority shall be freely determined by the Board of Directors it being specified that this price would not be less than the last listed price of the Company's shares on the regulated market of Euronext in Paris prior to the setting of the issue price, reduced, as the case may be, by a maximum discount of 10%.

Furthermore, the issue price of the securities conferring access to the share capital of the Company shall be determined so that the amount immediately received by the Company, plus, as the case may be, any amount that may be received by the Company in the future, be at least equal, for each share issued as a result of the issue of such securities, to the issue price determined in the paragraph above.

This delegation could not be used during the period of a public offer on the securities of the Company initiated by a third party, except with the prior authorization of the Shareholders' Meeting.

This delegation of authority would be granted for a term of 26 months and would cancel, as of the date of the Shareholders' Meeting, any prior authorization with the same purpose, as regards to the unused portion of these delegations.

We suggest that you approve this resolution.

3.2.4 Increase in the amount of the initial issuances (nineteenth resolution)

The nineteenth resolution aims at granting to the Board of Directors a delegation of authority to increase the amount of the initial issuances decided pursuant to the sixteenth, seventeenth and eighteenth resolutions described above, carried out with cancellation of the preferential subscription right of the shareholders, at the same price as that is determined for the initial issuance, within the time frames and limits provided for by applicable regulations as at the date of issuance (at the date hereof, within thirty days of the closing of the subscription and within the limit of 15% of the initial issuance) in particular in view of granting an over-allotment option in accordance with market practice.

This resolution would thus allow reopening a share capital increase at the same price as the initially planned transaction in case of over-allotment (clause known as "greenshoe").

The transactions carried out in connection with this delegation of authority would be deducted from the limit applicable to the initial issuance.

This delegation could not be used during the period of a public offer on the securities of the Company initiated by a third party, except with the prior authorization of the Shareholders' Meeting.

This delegation of authority would be granted for a term of 26 months and would cancel, as of the date of the Shareholders' Meeting, any prior authorization

with the same purpose, as regards to the unused portion of these delegations.

We suggest that you approve this resolution.

3.2.5 Issuance of shares in compensation of contributions in kind with cancellation of the preferential subscription right (twentieth resolution)

The twentieth resolution aims at granting to the Board of Directors a delegation of powers to increase the share capital by issuance of ordinary shares and/or securities conferring access, immediately or in the future, to the share capital of the Company, in consideration for contributions in kind granted to the Company and constituting equity securities or securities conferring access to the share capital.

The issuances carried out in connection with this delegation of authority may not exceed 10% of the share capital assessed as at the date of the decision of the Board of Directors. The limit applying to this authorization would be deducted from the limit determined in the seventeenth resolution as well as the limit determined in the sixteenth resolution.

The Board of Directors would have the necessary authority to decide on the report of the valuing auditor(s) in connection with the value of the contributions and specific benefits.

This delegation could not be used during the period of a public offer on the securities of the Company initiated by a third party, except with the prior authorization of the Shareholders' Meeting.

This delegation of authority would be granted for a term of 26 months and would cancel, any prior authorization with the same purpose, with regards to the unused portion of these delegations.

We suggest that you approve this resolution.

3.2.6 Share capital increases reserved for employees, with cancellation of the preferential subscription right for members of employee savings plans (twenty-first resolution)

The purpose of the twenty-first resolution is to authorize the Board of Directors to issue shares with cancellation of the preferential subscription rights for the benefit of Rexel Group employees who are members of a company or group savings plan set up jointly by the Company and its French or foreign affiliates under the terms of Article L.225-180 of the French Commercial Code and Article L.3344-1 of the French Labor Code.

The issues would concern ordinary shares, securities that are equity securities conferring immediate or future access to other equity securities or conferring immediate or future entitlement to the allotment of debt securities and/or securities conferring immediate or future access to equity securities to be issued.

This authorization would be limited to 2% of the Company's share capital. The amount of issues carried out under this authorization, as well as under the twenty-first resolution of the Extraordinary Shareholders' Meeting of April 30, 2024 or any resolution replacing it (in particular the twenty-second resolution of this Shareholders' Meeting if adopted), may not exceed a limit of 2% of the Company's share capital. This limit would be deducted from the overall limit determined in the sixteenth resolution of the Extraordinary Shareholders' Meeting of April 20, 2023, or in any resolution that may replace it.

The subscription price(s) will be determined by the Board of Directors in accordance with Articles L.3332-19 *et seq.* of the French Labor Code.

Consequently, in the case of shares already listed on a regulated market, the subscription price may not exceed the average of the market prices over the twenty trading days preceding the date of the decision setting the opening date of the subscription period. In addition, the subscription price may not be more than 30% below this average.

In addition, pursuant to the provisions of Article L.3332-21 of the French Labor Code, the Board of Directors may provide for the allocation of shares to be issued or existing, or other securities conferring access to the Company's share capital to be issued or existing, in respect of (i) the matching contribution that may be paid in accordance with the regulations governing company or group savings plans, and/or (ii) the discount, if any. This authorization would be granted for a period of 26 months and would supersede, as from the date of the Shareholders' Meeting, the unused portion, if any, of the authorization granted by the twentieth resolution of the Shareholders' Meeting of April 30, 2024.

We invite you to approve this resolution.

3.2.7 Issuance of shares reserved for certain categories of beneficiaries to allow employee shareholding transactions to be carried out, with cancellation of the preferential subscription right (twenty-second resolution)

The purpose of the twenty-second resolution is to grant the Board of Directors an authorization to increase the share capital by issuing shares with cancellation of the preferential subscription right for the benefit of the categories of beneficiaries listed in the resolution (employees of non-French companies in the Rexel Group and intermediaries who may act on their behalf) in order to allow such employees to benefit from shareholding or employee savings schemes that are equivalent or similar in terms of economic advantage to those that would be available to other employees of the Rexel Group under the twentieth resolution of the Extraordinary Shareholders' Meeting of April 30, 2024 or any successor resolution (in particular the twenty-first resolution of this Shareholders' Meeting if adopted) and to benefit, a more favorable legal and tax framework than that of the aforementioned resolution.

The issuances would concern ordinary shares, securities that are equity securities conferring access to other equity securities or giving the right to the allocation of debt securities and/or securities conferring access, immediately or in the future, to equity securities to be issued.

This authorization would be limited to 1% of the Company's share capital. The amount of the issues carried out under this resolution and the twentieth resolution of the Extraordinary Shareholders' Meeting of April 30, 2024, or any resolution replacing it (in particular the twenty-first resolution of this Shareholders' Meeting if adopted), may not exceed a maximum of 2% of the Company's share capital. This

limit would be deducted from the limit determined in the sixteenth resolution of the Extraordinary Shareholders' Meeting of April 20, 2023, or any similar resolution that may replace it.

The subscription price(s) may be determined on the same terms as those set out in article L.3332-19 of the French Labor Code, with the discount amounting to a maximum of 30% of the average of the prices quoted over the twenty trading days preceding the date of the decision setting the opening date for subscriptions. The Board of Directors may reduce or cancel the discount thus granted, if it deems this appropriate, in particular to take into account, *inter alia*, applicable regulations in the countries concerned.

The subscription price may also, in accordance with local regulations applicable to the Share Incentive Plan that may be offered under UK legislation, be equal to the lower of (i) the share price on the Euronext regulated market in Paris at the start of the plan's reference period, which may not exceed 12 months, and (ii) a price recorded after the close of this period within a period determined in application of the said regulations.

In this case, the price will be determined at no discount to the retained share price.

This authorization would be granted for a period of 18 months and would render ineffectual, as from the date of the Shareholders' Meeting, the delegation granted by the Shareholders' Meeting of April 30, 2024 in its twenty-first resolution.

We invite you to approve this resolution.

3.2.8 Incorporation of premiums, reserves, profits or other items (twenty-third resolution)

The twenty-third resolution aims at granting to the Board of Directors a delegation of authority to decide to increase the share capital by incorporation of premiums, reserves, profits or other items that may be capitalized.

Share capital increases carried out pursuant to this delegation of authority may not exceed a maximum nominal amount of €200 million.

The Board of Directors would have full powers to determine the amount of nature of the amounts to be incorporated into the share capital, determined the number of new shares to be issued and/or the

amount by which the nominal amount of the existing shares making up the share capital will be increased.

This delegation could not be used during the period of a public offer on the securities of the Company initiated by a third party, except with prior authorization of the Shareholders' Meeting.

This delegation of authority would be granted for a term of 26 months and would cancel, as of the date of the Shareholders' Meeting, any prior delegation with the same purpose, with regards to the unused portion of this delegation.

We suggest that you approve this resolution.

3.3 Amendment to Article 17 of the bylaws relating to the deliberations of the Board of Directors (twenty-fourth resolution)

The twenty-fourth resolution submits to the shareholders' approval the following amendments of the article 17 of the bylaws of the Company regarding proceedings for deliberation of the Board of Directors in order to take account of recent legislative and regulatory developments, in particular

law no. 2024-537 of June 13, 2024, known as the "Loi Attractivité", and decree no. 2024-904 of October 8, 2024. The changes concern, in particular, the procedures for holding Board meetings by a mean of telecommunication, as well as mail voting.

The proposed changes would be as follows:

CURRENT WORDING	NEW WORDING
<p>Article 17 PROCEEDINGS OF THE BOARD OF DIRECTORS</p> <p>1. The Board of Directors meets as often as required by the Company's interests, and at least quarterly, upon notice from its Chairman or Deputy Chairman.</p> <p>The Board of Directors may meet in person, by videoconference, by any other means of telecommunication or by written consultation, under the provisions stipulated by the applicable Law and in accordance with the following terms.</p> <p>2. Meeting in person, by videoconference or by any other means of telecommunication.</p> <p>Unless otherwise agreed in writing by all the members of the Board of Directors, notices are to be made by all written means, including by fax or e-mail, at least three (3) days prior to the date of the meeting, and are to be accompanied by the meeting's agenda and all documents prepared to be submitted to the Board of Directors. Nonetheless, when all the members of the Board of Directors are in presence or represented (including by participating or being represented during telephone or audiovisual conferences) at a meeting, this meeting may occur without prior notice and without the obligation to comply with the three-day (3) notice.</p> <p>The meeting takes place either at the registered office or in any other location indicated in the notice.</p> <p>Nonetheless, if the Board of Directors has not met in more than two months, a group of directors may, provided they represent at least one third of the directors in office, request the Chairman to call the Board of Directors on a specific agenda. In all other cases, the agenda is drawn up by the Chairman and must in any event be mentioned in the notice.</p> <p>The Board of Directors may validly transact business only if at least one half of its members are in presence. Decisions are approved at a majority of the votes of the members in presence or represented, and each member of the Board of Directors is entitled to one vote and may represent only one of his or her peers.</p>	<p>Article 17 PROCEEDINGS OF THE BOARD OF DIRECTORS</p> <p>1. The Board of Directors meets as often as required by the Company's interests, and at least quarterly, upon notice from its Chairman or Deputy Chairman.</p> <p>The Board of Directors may meet in person, by videoconference, by any other mean of telecommunication or by written consultation, under the provisions stipulated by the applicable Law and in accordance with the following terms.</p> <p>2. Meeting in person, by videoconference or by any other means of telecommunication.</p> <p>Unless otherwise agreed in writing by all the members of the Board of Directors, notices are to be made by all written means, including by fax or e-mail electronic mean or orally, at least three (3) days prior to the date of the meeting, save in exceptional circumstances, and are to be accompanied by the meeting's agenda and all documents prepared to be submitted to the Board of Directors. Nonetheless, when all the members of the Board of Directors are in presence or represented (including by participating or being represented during telephone or audiovisual conferences where a mean of telecommunication is used) at a meeting, this meeting may occur without prior notice and without the obligation to comply with the three-day (3) notice.</p> <p>The meeting takes place either at the registered office or in any other location indicated in the notice.</p> <p>Nonetheless, if the Board of Directors has not met in more than two months, a group of directors may, provided they represent at least one third of the directors in office, request the Chairman to call the Board of Directors on a specific agenda. In all other cases, the agenda is drawn up by the Chairman and must in any event be mentioned in the notice.</p> <p>The Board of Directors may validly transact business only if at least one half of its members are in presence. Decisions are approved at a majority of the votes of the members in presence or represented, and each member of the Board of Directors is entitled to one vote and may represent only one of his or her peers.</p>

CURRENT WORDING	NEW WORDING
<p>In accordance with the regulations in force, internal regulations for the Board of Directors will be drafted in order to determine the participation and voting in meetings of the Board of Directors convened by videoconference or using any other means of telecommunication.</p> <p>Subject to the internal regulations of the Board of Directors so providing, the directors who attend meetings of the Board of Directors by videoconference or other means of telecommunication in accordance with the internal regulations, will be considered as present for calculating the quorum and the majority.</p> <p>In the event of a tie, the Chairman of the meeting has a casting vote, if and only if the Board of Directors is made up of an even number of directors in office and solely at meetings chaired by the Chairman of the Board of Directors.</p>	<p>In accordance with the regulations in force, internal regulations for the Board of Directors will be drafted in order to determine the participation and voting in meetings of the Board of Directors convened by videoconference or using any other means of telecommunication.</p> <p>Subject to the internal regulations of the Board of Directors so providing, The directors who attend meetings of the Board of Directors by videoconference or other a mean of telecommunication in accordance with the internal regulations, will be considered as present for calculating the quorum and the majority in accordance with applicable law.</p> <p>In addition, Directors may vote by mail in accordance with applicable law.</p> <p>In the event of a tie, the Chairman of the meeting has a casting vote, if and only if the Board of Directors is made up of an even number of directors in office and solely at meetings chaired by the Chairman of the Board of Directors.</p>
<p>3. Written consultation</p> <p>The Board of Directors may also, at the Chairman's discretion, deliberate by written consultation on decisions as provided for by the law. In the event of written consultation, the Chairman shall send to each director, alternatively (i) by registered letter with acknowledgement of receipt, (ii) by e-mail with acknowledgement of receipt, the text of the proposed decisions as well as all documents useful for their information.</p> <p>The directors have a five-calendar-days delay (closed at 11:59 p.m., Paris time, on the last day of this delay) from the sending date of the draft decisions to express their vote in writing. The reply shall be sent alternatively (i) by registered letter with acknowledgement of receipt, (ii) by e-mail with acknowledgement of receipt, to the attention of the Chairman, at the registered office of the Company, as the case may be.</p> <p>The Board of Directors may validly transact business on written consultation only if at least one half of its members have replied within the above-mentioned delay. Decisions are approved at a majority of the votes of the members who replied, and each member of the Board of Directors is entitled to one vote.</p> <p>In the event of a tie, the Chairman of the meeting has a casting vote, if and only if an even number of directors in office has cast a vote in accordance with the preceding stipulations.</p>	<p>3. Written consultation</p> <p>The Board of Directors may also, at the Chairman's discretion, deliberate by written consultation, including by electronic mean on decisions as provided for by the Law. Any director may object to the use of this procedure by notifying the Chairman of the Board of Directors within the time limits specified below. In the event of written consultation, the Chairman shall send to each director, alternatively (i) by registered letter with acknowledgement of receipt, (ii) by e-mail with acknowledgement of receipt, the text of the proposed decisions as well as all documents useful for their information.</p> <p>The directors have a five-calendar-days delay (closed at 11:59 p.m., Paris time, on the last day of this delay) from the sending date of the draft decisions to express their vote in writing. The reply shall be sent alternatively (i) by registered letter with acknowledgement of receipt, (ii) by e-mail with acknowledgement of receipt, to the attention of the Chairman, at the registered office of the Company, as the case may be.</p> <p>The Board of Directors may validly transact business on written consultation, including by electronic mean, only if at least one half of its members have replied within the above-mentioned delay. Decisions are approved at a majority of the votes of the members who replied, and each member of the Board of Directors is entitled to one vote.</p> <p>In the event of a tie, the Chairman of the meeting has a casting vote, if and only if an even number of directors in office has cast a vote in accordance with the preceding stipulations.</p>

CURRENT WORDING	NEW WORDING
<p>4. A register of attendance is kept and signed by the directors attending the meeting of the Board of Directors and which, as the case may be, must mention the names of the directors who attended the meeting by videoconference or using other means of telecommunication of having voted by mail.</p>	<p>4. A register of attendance is kept and signed by the directors attending the meeting of the Board of Directors and which, as the case may be, must mention the names of the directors who attended the meeting by videoconference or using other a mean of telecommunication of having voted by mail.</p>
<p>5. Deliberations of the Board of Directors (including by written consultation) are recorded in minutes established in accordance with the legal provisions in force, and signed by the Chairman of the meeting and by at least one director or, in the event of the Chairman's unavailability, by at least two directors, subject to the terms applicable to decisions taken by written consultation.</p> <p>Copies or extracts of these minutes are certified by the Chairman of the Board of Directors, the Chief Executive Officer, the Deputy Chief Executive Officers, the director temporarily acting as Chairman, or a representative duly empowered for this purpose.</p>	<p>5. Deliberations of the Board of Directors (including by written consultation) are recorded in minutes established in accordance with the legal provisions in force, and signed by the Chairman of the meeting and by at least one director or, in the event of the Chairman's unavailability, by at least two directors, subject to the terms applicable to decisions taken by written consultation.</p> <p>Copies or extracts of these minutes are certified by the Chairman of the Board of Directors, the Chief Executive Officer, the Deputy Chief Executive Officers, the director temporarily acting as Chairman, or a representative duly empowered for this purpose.</p>

We invite you to approve this resolution.

3.3 Powers to carry out legal formalities (twenty-fifth resolution)

The twenty-fifth resolution concerns the powers to be granted in order to carry out formalities subsequent to the Shareholders' Meeting, in particular filing and publication formalities.

We invite you to approve this resolution.

Signed in Paris

On February 12, 2025

The Board of Directors

Annex 1

CURRENT AUTHORIZATIONS					PROPOSED RESOLUTIONS FOR THE ANNUAL GENERAL MEETING ON APRIL 29, 2025		
NATURE OF DÉLÉGATION	DATE OF THE SHAREHOLDERS' MEETING (RESOLUTION NO.)	TERM (EXPIRY DATE)	MAXIMUM AUTHORIZED AMOUNT	USE	RESOLUTION NUMBER	DURATION	CAP

AUTHORIZATIONS SUBJECT TO RENEWAL BY THE SHAREHOLDERS MEETING ON APRIL 29, 2025

Rexel repurchase of its own shares

Share repurchase of its own shares	April 30, 2024 (resolution 18)	18 months (October 30, 2025)	10% of the capital on the date of execution Total maximum amount: €250,000,000 Maximum purchase price: €35	Use in the context of the liquidity agreement concluded with Natixis and Oddo for market animation purposes: • Acquisition of 6,162,560 shares (representing 2.07% of Rexel share capital) at an average price of €24.87; and • Sale of 6,015,348 shares at an average price of €25.06 Use in the context of the agreement concluded with Crédit Agricole Corporate and Investment Bank on February 15, 2024 The repurchase was made for the purpose of free delivery to employees: • Acquisition of 2,022,473 shares at an average price of €24.46 Use in the context of the agreement concluded with Crédit Industriel Commercial S.A. on 31 July 2024. The repurchases were made for the purpose of free delivery to employees (amounting to 439,887 shares) and for the purpose of share cancellation (amounting to 453,293 shares): • Acquisition of 893,180 shares at an average price of €22.39 Use in the context of the agreement concluded with ING Bank N.V. on November 4, 2024 The repurchase was made for the purpose of share cancellation: • Acquisition of 1,172,473 shares at an average price of €25.59	18	18 months (October 29, 2026)	10% of the capital on the date of execution Total maximum amount: €250,000,000 Maximum purchase price: €35
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Capital reduction by cancellation of shares

Capital reduction by cancellation of shares	April 30, 2024 (resolution 19)	18 months (October 30, 2025)	10% of share capital at the cancellation date for 24 month periods	Cancellation of 3,507,331 shares acquired under the share buyback program on September 25, 2024	15	18 months (October 29, 2026)	10% of the capital on the cancellation date in periods of 24 months
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Combined Shareholders' Meeting of April 29, 2025

CURRENT AUTHORIZATIONS					PROPOSED RESOLUTIONS FOR THE ANNUAL GENERAL MEETING ON APRIL 29, 2025		
NATURE OF DÉLÉGATION	DATE OF THE SHAREHOLDERS' MEETING (RESOLUTION NO.)	TERM (EXPIRY DATE)	MAXIMUM AUTHORIZED AMOUNT	USE	RESOLUTION NUMBER	DURATION	CAP
Share capital increase							
Issuance with preferential subscription rights	April 20, 2023 (resolution 16)	26 months (June 20, 2025)	Equity securities: 720,000,000 (144,000,000 shares) This maximum is common to the 16 th to 22 nd resolution of the Shareholders' Meeting of April 20, 2023 Debt securities: €1,000,000,000 This maximum is common to the 16 th to 22 nd resolution of the Shareholders' Meeting of April 20, 2023	N/A	16	26 months (June 29, 2027)	Equity securities: 750,000,000 (150,000,000 shares) This maximum is common to the 16 th to 22 nd resolution of the Shareholders' Meeting of April 29, 2025 Debt securities: €1,000,000,000 This maximum is common to the 16 th to 22 nd resolution of the Shareholders' Meeting of April 29, 2025
Issuance by means of a public offering other than those referred to in Article L. 411-2, 1° of the French Monetary and Financial Code, with cancellation of preferential subscription rights	April 20, 2023 (resolution 17)	26 months (June 20, 2025)	Equity securities: 140,000,000 (28,000,000 shares) This maximum is common to the 17 th and 18 th resolutions of the Shareholders' Meeting of April 20, 2023 This maximum is to be deducted from the maximum provided for in the 16 th resolution of the Shareholders' Meeting of April 20, 2023 Debt securities: €1,000,000,000 This maximum is to be deducted from the maximum provided for in the 16 th resolution of the Shareholders' Meeting of April 20, 2023 The issue price is set in accordance with the legal provisions applicable on the issue date (as of today, the weighted average of the prices quoted for the Company's shares over the last three trading sessions prior to the start of the public offering, less a 10% discount where applicable)	N/A	17	26 months (June 29, 2027)	Equity securities: 150,000,000 (30,000,000 shares) This maximum is common to the 17 th , 18 th and 20 th resolutions of the Shareholders' Meeting of April 29, 2025 This maximum is to be deducted from the maximum provided for in the 16 th resolution of the Shareholders' Meeting of April 29, 2025 Debt securities: €1,000,000,000 This maximum is to be deducted from the maximum provided for in the 16 th resolution of the Shareholders' Meeting of April 29, 2025 The issue price is freely determined by the Board of Directors it being specified that this price may not be less than the last listed price of the Company's shares on the regulated market of Euronext in Paris prior to the setting of the issue price, reduced, as the case may be, by a maximum discount of 10%

CURRENT AUTHORIZATIONS					PROPOSED RESOLUTIONS FOR THE ANNUAL GENERAL MEETING ON APRIL 29, 2025		
NATURE OF DÉLÉGATION	DATE OF THE SHAREHOLDERS' MEETING (RESOLUTION NO.)	TERM (EXPIRY DATE)	MAXIMUM AUTHORIZED AMOUNT	USE	RESOLUTION NUMBER	DURATION	CAP
Issuance through an offering governed by Article L.411-2, 1° of the French Monetary and Financial Code, with pre-emptive subscription rights waived.	April 20, 2023 (resolution 18)	26 months (June 20, 2025)	TEquity securities: €140,000,000 (i.e. 28,000,000 shares) This maximum is common to the 17 th and 18 th resolutions of the Shareholders' Meeting of April 20, 2023 This limit will be deducted from the limit set in the 16 th resolution of the Shareholders' Meeting of April 20, 2023 Debt securities: €1,000,000,000 This limit will be deducted from the limit set in the 16 th resolution of the Shareholders' Meeting of April 20, 2023 The issue price is set in accordance with the legal provisions applicable on the issue date (as of today, the weighted average of the prices quoted for the Company's shares over the last three trading sessions prior to the start of the public offering, less a 10% discount where applicable)	N/A	18	26 months (June 29, 2027)	Equity securities: €150,000,000 (i.e. 30,000,000 shares) This maximum is common to the 17 th , 18 th and 20 th resolutions of the Shareholders' Meeting of April 29, 2025 This limit will be deducted from the limit set in the 16 th resolution of the Shareholders' Meeting of April 29, 2025 Debt securities: €1,000,000,000 This limit will be deducted from the limit set in the 16 th resolution of the Shareholders' Meeting of April 29, 2025 The issue price is freely determined by the Board of Directors it being specified that this price may not be less than the last listed price of the Company's shares on the regulated market of Euronext in Paris prior to the setting of the issue price, reduced, as the case may be, by a maximum discount of 10%
Authorization to increase the amount of the initial issue, with or without preemptive subscription rights for existing shareholders	April 20, 2023 (resolution 19)	26 months (June 20, 2025)	15% of initial issue This maximum will be deducted from the maximum applicable to the initial issue and from the maximum provided for in the 16 th resolution of the Shareholders' Meeting of April 20, 2023	N/A	19	26 months (June 29, 2027)	15% of initial issue This maximum will be deducted from the maximum applicable to the initial issue and from the maximum provided for in the 16 th resolution of the Shareholders' Meeting of April 29, 2025
Issuance in the limit of 10% of capital, in compensation contributions in kind	April 20, 2023 (resolution 20)	26 months (June 20, 2025)	10% of share capital on the date of the Board of Directors' decision to issue Shares This maximum is deducted from the maximums provided for in the 16 th and 17 th resolutions of the Shareholders' Meeting of April 20, 2023	N/A	20	26 months (June 29, 2027)	10% of share capital on the date of the Board of Directors' decision to issue Shares This maximum is deducted from the maximums provided for in the 16 th and 17 th resolutions of the Shareholders' Meeting of April 29, 2025

CURRENT AUTHORIZATIONS					PROPOSED RESOLUTIONS FOR THE ANNUAL GENERAL MEETING ON APRIL 29, 2025		
NATURE OF DÉLÉGATION	DATE OF THE SHAREHOLDERS' MEETING (RESOLUTION NO.)	TERM (EXPIRY DATE)	MAXIMUM AUTHORIZED AMOUNT	USE	RESOLUTION NUMBER	DURATION	CAP
Employee Share Ownership, Grants of Subscription or Purchase Options, Free Stock Grants							
Issuance with the elimination of the preferential subscription right in favor of participants in a savings plan	April 30, 2024 (Resolution 20)	26 months (June 30, 2026)	<p>2% of the capital on the day of the Board of Directors' decision</p> <p>This limit would be deducted from the €720 million limit provided in the 16th resolution of the Annual General Meeting on April 20, 2023</p> <p>This limit would also be deducted from the 2% limit common to the 20th and 21st resolutions of the Annual General Meeting on April 30, 2024</p> <p>The issuance price would be determined under the conditions provided for in articles L.3332-19 and following of the Labor Code. The maximum discount is set at 30% of the average of the first quoted prices during the twenty trading sessions preceding the day of the Board of Directors' decision setting the subscription opening date</p>	N/A	21	26 months (June 29, 2027)	<p>2% of the capital on the day of the Board of Directors' decision</p> <p>This limit would be deducted from the €750 million limit provided in the 16th resolution of the Annual General Meeting on April 29, 2025</p> <p>This limit would also be deducted from the 2% limit common to the 20th and 21st resolutions of the Annual General Meeting on April 29, 2025</p> <p>The issuance price would be determined under the conditions provided for in articles L.3332-19 and following of the Labor Code. The maximum discount is set at 30% of the average of the first quoted prices during the twenty trading sessions preceding the day of the Board of Directors' decision setting the subscription opening date</p>
Issuance with the elimination of preferential subscription rights reserved for certain categories of beneficiaries to enable the implementation of employee share ownership operations. The categories of beneficiaries include (a) employees and officers of non-French companies affiliated with the Company, (b) UCITS or other employee share ownership entities invested in the Company's securities, (c) banks or their subsidiaries involved in the implementation of an employee share ownership plan, and/or (d) financial institutions appointed within the framework of a Share Incentive Plan	April 30, 2024 (resolution 21)	26 months (June 30, 2026)	<p>1% of the capital on the day of the Board of Directors' decision</p> <p>This limit would be deducted from the €720 million limit provided in the 16th resolution of the Annual General Meeting on April 20, 2023</p> <p>This limit would be deducted from the 2% limit common to the 20th and 21st resolutions of the Annual General Meeting on April 30, 2024</p>	N/A	22	26 mois (29 juin 2027)	<p>1% of the capital on the day of the Board of Directors' decision</p> <p>This limit would be deducted from the €750 million limit provided in the 16th resolution of the Annual General Meeting on April 29, 2025</p> <p>This limit would also be deducted from the 2% limit common to the 20th and 21st resolutions of the Annual General Meeting on April 29, 2025</p>

CURRENT AUTHORIZATIONS					PROPOSED RESOLUTIONS FOR THE ANNUAL GENERAL MEETING ON APRIL 29, 2025		
NATURE OF DÉLÉGATION	DATE OF THE SHAREHOLDERS' MEETING (RESOLUTION NO.)	TERM (EXPIRY DATE)	MAXIMUM AUTHORIZED AMOUNT	USE	RESOLUTION NUMBER	DURATION	CAP
Capital increase by incorporation of premiums, reserves, profits or other items that may be capitalized	April 20, 2023 (resolution 23)	26 months (June 20, 2025)	200,000,000 (i.e. 40,000,000 shares) This maximum does not count against any other maximum	N/A	23	26 months (June 29, 2027)	200,000,000 (i.e. 40,000,000 shares) This maximum does not count against any other maximum

AUTHORIZATIONS NOT SUBJECT TO RENEWAL AT THE ANNUAL GENERAL MEETING ON APRIL 29, 2025

Share capital increase

Free allocation of shares to employees and officers of the Company and its subsidiaries	April 30, 2024 (resolution 22)	26 months (June 30, 2026)	1.4% of the capital over a period of 26 months, assessed on the day of the allocation decision by the Board of Directors	Allocation on April 30, 2024 of 2,022,660 shares corresponding to 10,113,300 euros	N/A	N/A	N/A
Free allocation of shares to employees and officers of the Company and its subsidiaries subscribing to a Group employee share ownership plan	April 30, 2024 (Resolution 23)	26 months (June 30, 2026)	0.3% of the capital on the day of the Board of Directors' decision	N/A	N/A	N/A	N/A

2. Proposed resolutions to be submitted to the Combined Shareholders' Meeting of April 29, 2025

I. Resolutions submitted to the Ordinary Shareholders' Meeting

First resolution

(Approval of the financial statements for the financial year ended December 31, 2024)

The Shareholders' Meeting, resolving in accordance with the quorum and majority requirements for ordinary general meetings,

Having reviewed the reports of the Board of Directors and the Statutory Auditors on the financial statements for the financial year ended December 31, 2024,

Approved the financial statements, *i.e.*, the balance sheet, income statement and annexes for the financial year ended December 31, 2024, as presented to it, together with the transactions reflected in these

financial statements and summarized in these reports.

These financial statements show a profit of €455,747,601.23.

Pursuant to the provisions of article 223 quater of the French General Tax Code, the Shareholders' Meeting approved the total amount of expenses and charges referred to in article 39-4 of the French General Tax Code, which amounted to €13,134.30 over the past financial year, corresponding to an income tax expense of €3,391.93.

Second resolution

(Approval of the consolidated financial statements for the financial year ended December 31, 2024)

The Shareholders' Meeting, resolving in accordance with the quorum and majority requirements for ordinary general meetings,

Having reviewed the reports of the Board of Directors and the Statutory Auditors on the consolidated financial statements for the financial year ended December 31, 2024,

Approved the consolidated financial statements, comprising the balance sheet, income statement and annexes, for the financial year ended December 31, 2024, as presented, and the transactions reflected in these financial statements and summarized in these reports.

These financial statements show a profit of €341 million.

Third resolution

(Allocation of net result for the financial year ended December 31, 2024, distribution of €1.20 per share from net profit)

The Shareholders' Meeting, resolving in accordance with the quorum and majority requirements for ordinary general meetings,

Having reviewed the report of the Board of Directors,

Resolved to allocate profit for the financial year ended December 31, 2024 amounting to €455,747,601.23 as follows:

Origin of amounts to be allocated:

Results for the 2024 financial year	€455,747,601.23
Carry forward at December 31, 2024	€21,347,361.63
Total	€477,094,962.86

Allocation:

To the legal reserve (5%)	€22,787,380.06
To the dividend distribution	€354,462,705.60
Carried forward	€99,844,877.20
Balance	€477,094,962.86

The Shareholders' Meeting resolves to determine the distribution at €1.20 per share carrying entitlement to this distribution and attached to each of the shares carrying entitlement to it.

The right to this distribution will be detached from the share on May 14, 2025 and the distribution will be paid on May 16, 2025.

The total payout of €354,462,705.60 was determined on the basis of a number of shares making up the share capital of 298,233,069 shares at December 31, 2024 and a number of shares held by the Company of 2,847,481 shares at the same date.

The total amount of the distribution and from the account "retained earnings" will be adjusted to take account of the number of shares held by the Company at the date of payment of the distribution that are

not entitled to distributions and, where applicable, the new shares entitled to distributions issued in the event of definitive acquisition of shares allocated free of charge. Prior to the payment of the dividend, the Board of Directors or, by delegation, the Chief Executive Officer, will record the number of shares held by the Company and the number of additional shares issued as a result of the definitive acquisition of free shares. The amounts required to pay the dividend on shares issued during this period will be deducted from the account "retained earnings".

Concerning the tax treatment of the distribution of €1.20 per share proposed to the Company's shareholders, it is specified, subject to possible adjustments linked to the possible variations referred to in the paragraph above, the distribution will have the tax nature, in the amount of €1.20 per share, of income from movable property taxable, for individual shareholders resident in France, at the flat rate of 12.8%. If the shareholder so chooses, dividends may be subject to the progressive income tax scale, in which case they will be eligible for a 40% allowance under Article 158-3-2° of the French General Tax Code. In any event, shareholders are advised to consult their usual tax advisor to review their specific situation.

For the last three financial years, the amounts distributed to shareholders were as follows:

	2023	2022	2021
Amount distributed per share	€1.20 ⁽¹⁾	€1.20	€0.75
Number of shares eligible	297,642,872	301,915,389	306,749,312
Total distribution	€357,171,446.40	€362,298,466.80	€230,061,984

(1) Amount(s) eligible for the 40% tax allowance available to individuals domiciled in France for tax purposes, as indicated in article 158-3-2° of the French General Tax Code.

Fourth resolution

(Approval of agreements governed by articles L.225-38 et seq. of the French Commercial Code)

The Shareholders' Meeting, resolving in accordance with the quorum and majority requirements for ordinary general meetings,

Having reviewed the Board of Directors' report and the Statutory Auditors' special report on agreements

governed by articles L.225-38 et seq. of the French Commercial Code,

Acknowledges that no new agreements were entered into during the financial year ended December 31, 2024 and acknowledges that no agreements entered into in previous financial years continued into the last financial year.

Fifth resolution

(Approval of the compensation policy applicable to the Chairman of the Board of Directors for financial year 2025, as provided for in article L.22-10-8 of the French Commercial Code)

The Shareholders' Meeting, resolving in accordance with the quorum and majority requirements for ordinary general meetings,

Having reviewed Chapter 3 of the Company's universal registration document for the financial year ended December 31, 2024, which constitutes the

report on corporate governance, in accordance with Article L.225-37 of the French Commercial Code, and in particular paragraph 3.2.1.3 "Compensation policy applicable to the Chairman of the Board of Directors for financial year 2025",

Approved the compensation policy applicable to the Chairman of the Board of Directors in respect of his office for financial year 2025, as detailed in the said document.

Sixth resolution

(Approval of the compensation policy applicable to directors for the 2025 financial year, as provided for in article L.22-10-8 of the French Commercial Code)

The Shareholders' Meeting, resolving in accordance with the quorum and majority requirements for ordinary general meetings,

Having reviewed Chapter 3 of the Company's universal registration document for the financial

year ended December 31, 2024, which constitutes the corporate governance report, in accordance with Article L.225-37 of the French Commercial Code, and in particular paragraph 3.2.1.2 "Compensation policy applicable to Directors for the 2025 financial year",

Approved the compensation policy applicable to directors in respect of their office for financial year 2025, as detailed in the said document.

Seventh resolution

(Approval of the compensation policy applicable to the Chief Executive Officer for the 2025 financial year, as provided for in article L.22-10-8 of the French Commercial Code)

The Shareholders' Meeting, resolving in accordance with the quorum and majority requirements for ordinary general meetings,

Having reviewed Chapter 3 of the Company's universal registration document for the financial year ended December 31, 2024, which constitutes the

corporate governance report, in accordance with Article L.225-37 of the French Commercial Code, and in particular paragraph 3.2.1.4 "Compensation policy applicable to the Chief Executive Officer for financial year 2025",

Approved the compensation policy applicable to the Chief Executive Officer in respect of his term of office for financial year 2025, as detailed in the said document.

Eighth resolution

(Approval of the information required under article L.22-10-9, I of the French Commercial Code for the financial year ended December 31, 2024)

The Shareholders' Meeting, resolving in accordance with the quorum and majority requirements for ordinary general meetings,

Having reviewed Chapter 3 of the Company's universal registration document for the financial year ended December 31, 2024, which constitutes

the corporate governance report, in accordance with Article L.225-37 of the French Commercial Code, and in particular paragraph 3.2.2 "Compensation of corporate officers for the 2024 financial year (Articles L.22-10-9, I and L.22-10-34, II of the French Commercial Code)",

Approved, in accordance with article L.22-10-34, I of the French Commercial Code, the information specified in article L.22-10-9, I of the French Commercial Code for the financial year ended December 31, 2024.

Ninth resolution

(Approval of the fixed, variable and exceptional items of the total compensation and benefits of any kind paid or granted in respect of the 2024 financial year to Mrs Agnès Touraine, Chairwoman of the Board of Directors)

The Shareholders' Meeting, resolving in accordance with the quorum and majority requirements for ordinary general meetings,

Having reviewed Chapter 3 of the Company's universal registration document for the financial year ended December 31, 2024, which constitutes the corporate governance report, in accordance with Article L.225-37 of the French Commercial Code, and in particular paragraph 3.2.2 "Compensation

of corporate officers for financial year 2024 (Articles L.22-10-9, I and L.22-10-34, II of the French Commercial Code)",

Approved, in accordance with Article L.22-10-34, II of the French Commercial Code, the fixed, variable and exceptional items making up the total compensation and benefits of any kind paid or granted in respect of the financial year ended December 31, 2024 to Mrs. Agnès Touraine, Chairwoman of the Board of Directors as presented in the Company's universal registration document for the financial year ended December 31, 2024, paragraph 3.2.2.2 "Compensation and other benefits paid or granted to Agnès Touraine, Chairwoman of the Board of Directors".

Tenth resolution

(Approval of the fixed, variable and exceptional items of the total compensation and benefits of any kind paid or granted in respect of the 2024 financial year to Guillaume Texier, Chief Executive Officer)

The Shareholders' Meeting, resolving in accordance with the quorum and majority requirements for ordinary general meetings,

Having reviewed Chapter 3 of the Company's universal registration document for the financial year ended December 31, 2024, which constitutes the corporate governance report, in accordance with Article L.225-37 of the French Commercial Code, and in particular paragraph 3.2.2 "Compensation of corporate officers for financial year 2024 (Articles

L.22-10-9, I and L.22-10-34, II of the French Commercial Code)",

Approved, in accordance with Article L.22-10-34, II of the French Commercial Code, the fixed, variable and exceptional items making up the total compensation and benefits of any kind paid or granted in respect of the financial year ended December 31, 2024 to Guillaume Texier, Chief Executive Officer, as presented in the Company's universal registration document for the financial year ended December 31, 2024, paragraph 3.2.2.3 "Compensation and other benefits paid or granted to Guillaume Texier, Chief Executive Officer".

Eleventh resolution

(Renewal of Marcus Alexanderson's term of office as director)

The Shareholders' Meeting, resolving in accordance with the quorum and majority requirements for ordinary general meetings,

Having reviewed the report of the Board of Directors,

In accordance with article L.225-18 of the French Commercial Code:

1. Acknowledged the end of Marcus Alexanderson's term of office as Director at the close of this Shareholders' Meeting; and

2. Resolved to reappoint Marcus Alexanderson as director for a four-year term, expiring at the close of the Shareholders' Meeting called to approve the financial statements for the year ending December 31, 2028, to be held in 2029.

Marcus Alexanderson has indicated that he accepted the renewal of his term of office and that he held no office and was not subject to any measure likely to prevent him from exercising it.

Twelfth resolution

(Renewal of Guillaume Texier's term of office as director)

The Shareholders' Meeting, resolving in accordance with the quorum and majority requirements for ordinary general meetings,

Having reviewed the report of the Board of Directors,

In accordance with article L.225-18 of the French Commercial Code:

1. Acknowledged the end of Guillaume Texier's term of office as Director at the close of this Shareholders' Meeting; and

2. Resolved to reappoint Guillaume Texier as director for a four-year term, expiring at the close of the Shareholders' Meeting called to approve the financial statements for the year ending December 31, 2028, to be held in 2029.

Guillaume Texier has indicated that he accepted the renewal of his term of office and that he held no office and was not subject to any measure likely to prevent him from exercising it.

Thirteenth resolution

(Renewal of Agnès Touraine's term of office as director)

The Shareholders' Meeting, resolving in accordance with the quorum and majority requirements for ordinary general meetings,

Having reviewed the report of the Board of Directors,

In accordance with article L.225-18 of the French Commercial Code:

1. Acknowledged the end of Agnès Touraine's term of office as Director at the close of the Shareholders' Meeting in accordance with the provisions of Article 14.2 of the Company's bylaws, according to which the Board of Directors

shall be renewed in quarters, rounded to the higher whole number every year so that it is fully renewed every four years; and

2. Resolved to reappoint Agnès Touraine as director for a four-year term by anticipation, expiring at the close of the Shareholders' Meeting called to approve the financial statements for the year ending December 31, 2028, to be held in 2029.

Agnès Touraine has indicated that she accepted the renewal of her term of office and that she held no office and was not subject to any measure likely to prevent her from exercising it.

Fourteenth resolution

(Authorization for the Board of Directors to trade in the Company's shares)

The Shareholders' Meeting, resolving in accordance with the quorum and majority requirements for ordinary general meetings,

Having reviewed the report of the Board of Directors,

Resolves to authorize the Board of Directors, with the option to sub-delegate such authorization, in accordance with the provisions of articles L.225-206 *et seq.* of the French Commercial Code, the provisions of articles L.22-10-62 *et seq.* of the French Commercial Code, the provisions of articles 241-1 to 241-7 of the General Regulations of the Autorité des Marchés Financiers (the "AMF") and the provisions of European regulations applicable to market abuse, to acquire or arrange for the acquisition of shares in the Company with a view to, in descending order of priority:

- providing liquidity and stimulate the market in the Company's shares through an independent

investment services provider, under a liquidity contract, in accordance with the market practice accepted by the AMF;

- honoring obligations relating to share subscription option grants, bonus share issues or other grants, allocations or sales of shares to employees or officers of the Company or an associated company, and carrying out any hedging transactions relating to such transactions, under the conditions stipulated by the market authorities and at such times as the Board of Directors or the person acting on behalf of the Board of Directors shall act;
- covering the Company's commitments in respect of rights, with cash settlement based on a positive change in the Company's share price, granted to employees and corporate officers of the Company or an associated company;
- retaining and subsequently remitting shares in the Company for exchange or payment in connection

with external growth transactions, in accordance with applicable regulations;

- delivering shares in the Company on the exercise of rights attached to securities conferring access by any means, immediately or in the future, to shares in the Company;
- cancelling some or all of the shares purchased, in accordance with the law, subject to authorization by the Shareholders' Meeting; and
- implementing any other practice that is or may become permitted or recognized by law or by the AMF, or any other objective that complies with current regulations.

The purchase, sale or transfer of shares may be carried out or paid for by any means, on the market or over-the-counter, including by means of block trades or public offerings, option mechanisms, derivatives, the purchase of options or securities in compliance with applicable regulatory conditions. The portion of the program carried out in the form of a block of shares may amount to the entire share repurchase plan.

This authorization may be used under the following conditions:

- the maximum number of shares that the Company may purchase under this resolution may not exceed 10% of the shares comprising the share capital at the date of purchase of the Company's shares;
- the number of shares acquired by the Company with a view to their retention and subsequent remittance in payment or exchange in connection with a merger, demerger or contribution may not exceed 5% of the share capital;
- the maximum total amount earmarked for the repurchase of the Company's shares may not exceed 250 million euros;
- the maximum purchase price per Company share is determined at 35 euros, it being specified that in the event of a share capital transaction, notably the capitalization of reserves and the allocation of free

shares, splitting or grouping of shares, this maximum purchase price will be adjusted accordingly by a multiplier factor equal to the ratio between the number of shares making up the share capital before the transaction in question and the number of shares after said transaction;

- the shares held by the Company may not at any time represent more than 10% of its share capital;
- shares repurchased and held by the Company will be deprived of voting rights and will not be entitled to dividend payments.

Unless authorized in advance by the Shareholders' Meeting, the Board of Directors may not continue to implement its share repurchase plan from the time a third party makes a public offer for the Company's shares until the end of the offer period.

Full powers are granted to the Board of Directors, with the option to delegate such powers to any person in accordance with legal and regulatory provisions, to carry out this share repurchase plan, and in particular to place any stock market orders, enter into any agreements for the keeping of share purchase and sale registers, make all declarations to the AMF and all other bodies, draw up all documents, in particular information documents, allocate and, where applicable, reallocate, under the conditions provided for by the Law, the shares acquired for the various purposes, carry out all formalities and, in general, do all that is necessary.

This authorization is granted for a period of 18 months from the date of this Shareholders' Meeting.

This authorization cancels out the unused portion of any previous authorization for the same purpose, and replaces the authorization granted in the eighteenth resolution of the Annual Shareholders' Meeting of April 30, 2024.

The Board of Directors will inform the Shareholders' Meeting each year of transactions carried out under this resolution, in accordance with Article L.225-211 of the French Commercial Code.

II. Resolutions submitted to the Extraordinary Shareholders' Meeting

Fifteenth resolution

(Authorization to be granted to the Board of Directors to decrease share capital by cancelling shares)

The Shareholders' Meeting, resolving under the conditions of quorum and majority required for Extraordinary General Meetings,

Having reviewed the Board of Directors' report and the Statutory Auditors' special report,

Authorized the Board of Directors to decrease the Company's share capital, on one or more occurrences, in the proportions and at the times it sees fit, by cancelling all or some of the Company's shares acquired under any share repurchase plans authorized by the Shareholders' Meeting, up to a limit of 10% of the Company's share capital existing at the date of cancellation per 24-month period, in accordance with the provisions of Articles L.22-10-62 *et seq.* of the French Commercial Code.

This authorization is granted for a period of 18 months from the date of this Shareholders' Meeting,

Full powers are granted to the Board of Directors, with the option of delegation, to:

- decrease the share capital by cancelling shares;
- determine the final amount of the share capital reduction;
- determine the terms and conditions and acknowledge its completion;
- offset the difference between the book value of the cancelled shares and their par value against any available reserves and additional paid-in capital; and
- generally, take all necessary steps to implement this authorization, amend the by-laws accordingly and complete all required formalities.

This authorization cancels out the unused portion of any previous authorization for the same purpose, and replaces the authorization granted in the nineteenth resolution of the Extraordinary Shareholders' Meeting of April 30, 2024.

Sixteenth resolution

(Delegation of authority to be granted 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 upholding of the shareholders' preferential subscription right)

The Shareholders' Meeting, deciding under the quorum and majority requirements for Extraordinary Shareholders' Meetings,

Having reviewed the report of the Board of Directors and the Statutory Auditor's special report, having acknowledged that the share capital has been fully paid-up, and deciding in accordance with the provisions of Articles L.225-129 *et seq.* of the French Commercial Code, in particular Articles L.225-129-2, L.225-132, L.225-133 and L.225-134, the provisions of Articles L.228-91 *et seq.* of the French Commercial Code and the provisions of Articles L.22-10-49 *et seq.* of the French Commercial Code:

1. Delegated to the Board of Directors, with the option to subdelegate to any authorized person in accordance with the legal and regulatory provisions, its authority to decide on the issuance, in one or several occurrences,
2. Decided that this delegation of authority expressly excludes any issue of preferred shares and of securities conferring access by any means, immediately or in the future, to preferred shares;

within the proportions and at the times that it may deem fit, both in France and abroad, in euros, foreign currency or units determined by reference to several currencies, of (i) ordinary shares, or (ii) securities that are equity securities conferring access, immediately or in the future, to other equity securities of the Company or of a company of which the Company holds, directly or indirectly, at least 50% of the share capital, or of securities conferring, immediately or in the future, a right to the allocation of debt securities, or (iii) equity securities conferring access, immediately or in the future, to equity securities to be issued of the company or of the company of which the Company holds, directly or indirectly, more than 50% of the share capital, the subscription of which may be carried out in cash, including by offsetting due and payable receivables, or partly in cash and partly by capitalization of reserves, profits or issuance premiums;

3. Decided that the maximum nominal amount of the share capital increases to be carried out, immediately or in the future, pursuant to this delegation shall be €750 million, it being specified that:
 - The maximum nominal amount of the share capital increases that may be carried out pursuant to this delegation, as well as to the seventeenth through twenty-second resolutions submitted to this Shareholders' Meeting (or by any resolution of the same nature that may substitute for it), may not exceed such global amount of €750 million; and
 - This global cap may be complemented, as the case may be, by the additional nominal amount of the ordinary shares to be issued in order to maintain the rights of the holders of securities or other rights conferring access to the share capital of the Company, in accordance with the law and with any applicable contractual provisions providing for other cases of adjustment;
4. Decided that the global nominal amount of debt securities that may be issued pursuant to this delegation may not exceed €1 billion or the equivalent value in euros as at the date of issue, it being specified that:
 - The maximum nominal amount of the debt securities that may be issued pursuant to this resolution, as well as to the seventeenth through twenty-second resolutions submitted to this Shareholders' Meeting (or by any resolution of the same nature that may substitute for it), may not exceed such global amount of €1 billion;
 - This limit does not apply to debt securities the issue of which may be decided or authorized by the Board of Directors pursuant to Article L.228-40 of the French Commercial Code, nor to the debt securities referred to in Articles L.228-92, last paragraph, L.228-93, last paragraph and L.228-94, last paragraph of the French Commercial Code; and
 - This limit shall be increased, if applicable, by any redemption premium in excess of the par value;
5. Decided that, in accordance with the legal provisions and in the conditions set by the Board of Directors, the shareholders shall have, in proportion to their number of shares, a preferential subscription right as of right in respect of the ordinary shares and securities that are equity securities conferring access to other equity securities of the Company or conferring rights to the allocation of debt securities as well as to securities granting access to equity securities to be issued pursuant to this delegation of authority. The Board of Directors may establish a preferential subscription right for excess securities to the benefit of the shareholders, which shall be exercised in proportion to their subscription rights and, in any case, to the extent of their applications.

If subscriptions as of right and, where applicable, for excess securities, do not result in the full subscription of an issuance of shares or securities that are equity securities conferring access to other equity securities of the Company or conferring rights to the allocation of debt securities as well as to securities granting access to equity securities to be issued of the Company, decided pursuant to this delegation of authority, the Board of Directors may use, in the sequence that it deems appropriate, one or several of the options provided by Article L.225-134 of the French Commercial Code, *i.e.*:

 - Limit, where appropriate, the issue to the amount subscribed, subject to the issue reaching at least three-fourths of the issue initially decided;
 - Freely allot all or part of the unsubscribed securities among any persons at its discretion; or
 - Offer to the public all or part of the unsubscribed shares;
6. Acknowledged that this delegation of authority automatically implies waiver by the shareholders, to the benefit of the holders of securities conferring access to the share capital of the Company, of their preferential subscription right in respect of the equity securities to which such securities may entitle to;
7. Decided that the issues of share subscription warrants (*bons de souscription d'actions*) of the Company may be carried out either by subscription in cash under the terms set forth above, or by allocation free of charge to the owners of the existing shares. In case of allocation free of charge of individual subscription warrants (*bons autonomes de souscription*), the Board of Directors will have the option to decide that the fractional allocation rights are not tradable, and that the relevant securities will be sold;
8. Decided that the Board of Directors shall have full powers, with the option to delegate such powers to any duly empowered person in accordance with the legal and regulatory provisions, to

perform this delegation of authority, *inter alia* for the purposes of:

- Deciding on the issuance of the securities, determining the form and characteristics of any issuance, in particular the amount, the dates, the issue price, the terms of subscription, their dividend entitlement date (with a retroactive dividend entitlement date, where applicable), the terms under which the securities issued pursuant to this delegation of authority will confer access to equity securities of the Company;
 - Determining the nature, number and characteristics, of the securities to be issued (including, where applicable, rights to conversion, exchange, redemption, including through the delivery of assets of the Company attached to the shares or securities conferring access to the share capital to be issued) and, if the securities to be issued consist in or are associated with debt securities, their term, fixed or perpetual, their subordination or absence thereof (and, where applicable, their ranking), their remuneration, the compulsory or optional events of suspension or non-payment of interest, the ability to reduce or increase the nominal amount of the securities and other terms of issuance (including the fact of granting guarantees or security thereon) and of redemption (including redemption by delivery of assets of the Company); amending, during the lifetime of the relevant securities, the characteristics referred to above in compliance with the applicable formalities;
 - Determining the terms under which the Company will have the option, where applicable, to purchase or exchange on the market, at any time or during specific time periods, the securities issued or to be issued immediately or in the future, with the purpose of cancelling such securities or not, taking into account the applicable legal provisions;
- Providing the option to suspend, potentially, the exercise of the rights attached to such securities in accordance with the legal and regulatory provisions;
 - Determining and carrying out any adjustments intended to take into account the impact of transactions on the capital of the Company, and determining any of the terms allowing to ensure, where applicable, the upholding of the rights of the holders of securities or other rights conferring access to the share capital;
 - At its sole option, charging the expenses of the share capital increase against the amount of the relevant premiums and deducting from such amount the necessary amounts for the legal reserve; and
 - Taking all appropriate actions and entering into any agreements in view of the performance of this delegation of powers, in particular in view of the proper performance of the contemplated issuances, acknowledging their completion and amend the by-laws accordingly, and carrying out any appropriate formalities and declarations for the issuance, listing and financial servicing of the securities issued pursuant to this delegation of powers and for the exercise of the rights attached thereto, and applying for any necessary authorizations for the completion and proper performance of these issuances;
9. Decided that the Board of Directors will not be able, except with the prior approval of the Shareholders' Meeting, to use this delegation of authority as from the filing by a third party of a public offer on the Company's securities and until the end of the offer period;
 10. Decided that this delegation of powers is granted for a term of 26 months as from the date of this Shareholders' Meeting; and
 11. Decided that this delegation of powers shall cancel and supersede any previous delegation of powers having the same purpose, as regards the unused portion of these delegations.

Seventeenth resolution

(Delegation of authority to be granted to the Board of Directors to decide upon the issuance by way of public offering - other than the offers referred to in article L.411-2, 1° of the French Monetary and Commercial Code - 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)

The Shareholders' Meeting, deciding under the quorum and majority requirements for Extraordinary Shareholders' Meetings,

Having reviewed the report of the Board of Directors and the Statutory Auditor's special report, having acknowledged that the share capital has been

fully paid-up, and deciding in accordance with the provisions of Article L.225-129 *et seq.* of the French Commercial Code, in particular Articles L.225-129-2, L.225-135, L.225-136, the provisions of Article L.228-91 *et seq.* of the French Commercial Code, the provisions of Articles L.22-10-49 *et seq.* of the French Commercial Code and the provisions of Article L.22-10-54 of the French Commercial Code:

1. Delegated to the Board of Directors, with the option to subdelegate to any authorized person in accordance with the legal and regulatory provisions, its authority to decide on the issuance by way of public offering other than the offers referred to in article L.411-2, 1° of the French Monetary and Financial Code, in one or several occurrences, within the proportions and at the times that it may deem fits, both in France and abroad, in euros, foreign currency or units determined by reference to several currencies, of (i) ordinary shares, or (ii) securities that are equity securities conferring access, immediately or in the future, to other equity securities of the Company or of a company of which the Company holds, directly or indirectly, at least 50% of the share capital, or of securities conferring, immediately or in the future, a right to the allocation of debt securities, or (iii) equity securities conferring access, immediately or in the future, to equity securities to be issued of the company or of the company of which the Company holds, directly or indirectly, at least 50% of the share capital, the subscription of which may be carried out in cash, including by offsetting due and payable receivables;
2. Decided that this delegation of authority expressly excludes any issue of preferred shares and of securities conferring access by any means, immediately or in the future, to preferred shares;
3. Decided that the maximum nominal amount of the share capital increases to be carried out, immediately or in the future, pursuant to this delegation shall be €150 million, it being specified that:
 - The maximum total nominal amount of the share capital increases that may be carried out pursuant to this delegation of authority shall be deducted from the total nominal limit of €750 million determined by the sixteenth resolution above (or by any resolution of the same nature that may substitute for it);
 - The nominal amount of the share capital increases that may be carried out pursuant to this delegation as well as pursuant to the eighteenth and twentieth resolutions (or by any resolution of the same nature that may substitute for it) may not exceed this limit of €150 million; and
4. Decided that the global nominal amount of debt securities that may be issued pursuant to this delegation may not exceed €1 billion or the equivalent value in euros as at the date of issue, it being specified that:
 - This global cap may be complemented, as the case may be, by the additional nominal amount of the ordinary shares to be issued in order to maintain the rights of the holders of securities or other rights conferring access to the share capital of the Company, in accordance with the law and with any applicable contractual provisions providing for other cases of adjustment;
 - This limit shall be increased, if applicable, by any redemption premium in excess of the par value;
 - This limit does not apply to debt securities the issue of which may be decided or authorized by the Board of Directors pursuant to Article L.228-40 of the French Commercial Code, nor to the debt securities referred to in Articles L.228-92, last paragraph, L.228-93, last paragraph and L.228-94, last paragraph of the French Commercial Code; and
 - This amount shall be deducted from the total limit of €1 billion for the issue of debt securities determined by the sixteenth resolution above (or by any resolution of the same nature that may substitute for it);
5. Decided that the preferential subscription right of the shareholders in respect of the securities which may be issued pursuant to this resolution be cancelled, nevertheless the Board of Directors shall be left with the option to establish, to the benefit of the shareholders, a right of priority as of right and/or for excess shares which does not entitle to the creation of tradable rights, pursuant to the provisions of Article L.22-10-51 of the French Commercial Code;
6. Acknowledged that this delegation of powers implies a waiver by the shareholders of their preferential subscription right to subscribe for the equity securities of the Company to which the securities that may be issued pursuant to this delegation give right;
7. Decided that:
 - The issue price of the new shares issued will be freely determined by the Board of Directors it being specified that this price may not be less than the last listed price of the Company's shares on the regulated market of Euronext

- in Paris prior to the setting of the issue price, reduced, as the case may be, by a maximum discount of 10%; and
- The issue price of the securities conferring access to the share capital of the Company shall be determined so that the amount immediately received by the Company, plus, as the case may be, any amount that may be received by the Company in the future, be at least equal, for each share issued as a result of the issue of such securities, to the issue price determined in the paragraph above;
8. Decided that, if subscriptions of shareholders and of the public do not result in the full subscription of an issuance of shares or securities conferring access to the share capital as defined above, the Board of Directors may use, in the sequence that it deems appropriate, one or more of the following options:
- Limit, where appropriate, the issue to the amount subscribed, subject to the issue reaching at least three-fourths of the issue initially decided;
 - Freely allot all or part of the unsubscribed securities among any persons at its discretion; or
 - Offer to the public all or part of the unsubscribed securities;
9. Decided that the Board of Directors may make use of this delegation in order as compensation for securities contributed in a public exchange offering initiated by the Company on its own securities are on the securities of another company, within the limits and under the terms provided by Article L.22-10-54 of the French Commercial Code;
10. Decided that the Board of Directors will have full powers, with the option to delegate such powers to any duly empowered person to the full extent permitted by law, to perform this delegation of authority, *inter alia* for the purposes of:
- Deciding on the issuance of the securities, determining the form and characteristics of any issuance, in particular the amount, the dates, the issue price, the terms of subscription, their dividend entitlement date (with a retroactive dividend entitlement date, where applicable), the terms under which the securities issued pursuant to this delegation of authority will confer access to equity securities of the Company;
 - Determining the nature, number and characteristics, of the securities to be issued (including, where applicable, rights to conversion, exchange, redemption, including through the delivery of assets of the Company attached to the shares or securities conferring access to the share capital to be issued) and, if the securities to be issued consist in or are associated with debt securities, their term fixed or perpetual, their subordination or absence thereof (and, where applicable, their ranking), their remuneration, the compulsory or optional events of suspension or non-payment of interest, the ability to reduce or increase the nominal amount of the securities and other terms of issuance (including the fact of granting guarantees or security thereon) and of redemption (including redemption by delivery of assets of the Company); amending, during the lifetime of the relevant securities, the characteristics referred to above in compliance with the applicable formalities;
 - Determining the terms under which the Company will have the option, where applicable, to purchase or exchange on the market, at any time or during specific time periods, the securities issued or to be issued immediately or in the future, with the purpose of cancelling such securities or not, taking into account the applicable legal provisions;
 - Providing the option to suspend, potentially, the exercise of the rights attached to such securities in accordance with the legal and regulatory provisions;
 - Determining and carrying out any adjustments intended to take into account the impact of transactions on the capital of the Company, and determining any of the terms allowing to ensure, where applicable, the upholding of the rights of the holders of securities conferring access to the share capital;
 - In case of issuance of securities in view of compensating for securities contributed in connection with a public exchange offering, determining the exchange ratio as well as the amount, if any, of the cash adjustment to be paid without applying the terms of determination of the price of paragraph 7 of this resolution, acknowledging the number of securities contributed in the exchange and determining the terms of the issuance;
 - At its sole option, charging the expenses of the share capital increase against the amount of the relevant premiums and deducting from such amount the necessary amounts for the legal reserve; and
 - Taking all appropriate actions and entering into any agreements in view of the performance of

this delegation of powers, in particular in view of the proper performance of the contemplated issuances, acknowledging their completion and amend the by-laws accordingly, and carrying out any appropriate formalities and declarations for the issuance, listing and financial servicing of the securities issued pursuant to this delegation of powers and for the exercise of the rights attached thereto, and applying for any necessary authorizations for the completion and proper performance of these issuances;

11. Decided that the Board of Directors will not be able, except with the prior approval of the Shareholders' Meeting, to use this delegation of authority as from the filing by a third party of a public offer on the Company's securities and until the end of the offer period;
12. Decided that this delegation of powers is granted for a term of 26 months as from the date of this Shareholders' Meeting; and
13. Decided that this delegation of powers shall cancel and supersede any previous delegation of powers having the same purpose, as regards the unused portion of these delegations.

Eighteenth resolution

(Delegation of authority to be granted to the Board of Directors to decide upon the issuance by way of public offering referred to in Article L.411-2, 1° of the French Monetary and Financial Code, 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)

The Shareholders' Meeting, deciding under the quorum and majority requirements for Extraordinary Shareholders' Meetings,

Having reviewed the report of the Board of Directors and the Statutory Auditor's special report, having acknowledged that the share capital has been fully paid-up, and deciding in accordance with the provisions of Article L.225-129 *et seq.* of the French Commercial Code, in particular Articles L.225-129-2, L.225-135, and L.225-136, the provisions of Article L.228-91 *et seq.* of the French Commercial Code and the provisions of Articles L.22-10-49 *et seq.* of the French Commercial Code:

1. Delegated to the Board of Directors, with the option to subdelegate to any authorized person in accordance with the legal and regulatory provisions, its authority to decide on the issuance, by way of public offering as defined in Articles L.411-2, 1° of the French Monetary and Financial Code (*i.e.*, an offering intended exclusively to a restricted circle of investors acting on their own behalf or to qualified investors), in one or several occurrences, within the proportions and at the times that it may deem fit, both in France and abroad, in euros, foreign currency or units determined by reference to several currencies, (i) of ordinary shares, or (ii) securities that are equity securities conferring access,

immediately or in the future, to other equity securities of the Company or of a company of which the Company holds, directly or indirectly, at least 50% of the share capital, or of securities conferring, immediately or in the future, a right to the allocation of debt securities, or (iii) equity securities conferring access, immediately or in the future, to equity securities to be issued of the Company or of a company of which the Company holds, directly or indirectly, more than 50% of the share capital, the subscription of which may be carried out in cash, in particular by offsetting due and payable receivables;

2. Decided that this delegation of authority expressly excludes any issue of preferred shares and of securities conferring access by any means, immediately or in the future, to preferred shares;
3. Decided that the maximum nominal amount of the share capital increases to be carried out, immediately or in the future, pursuant to this delegation shall be €150 million it being specified that:
 - Issuances of equity securities carried out under this delegation by an offer as defined in Article L.411-2, 1° of the French Monetary and Financial Code may not exceed the limits set forth by applicable regulations as of the date of the issue (for information, at the date of this Shareholders' Meeting, the issuance of equity securities carried out by way of an offering referred to in Article L.411-2, 1° of the French Monetary and Financial Code is limited to 30% of the share capital of the Company per year, with this capital being assessed at the date of the decision of the Board of Directors using this delegation);
 - The maximum total nominal amount of the share capital increases that may be carried

- out pursuant to this delegation of authority shall be deducted from the total nominal limit of €150 million determined by the seventeenth resolution (or by any resolution of the same nature that may substitute for it) above and from the total nominal amount of €750 million determined in the sixteenth resolution (or by any resolution of the same nature that may substitute for it) above; and
- This cap may be complemented, as the case may be, by the additional nominal amount of the ordinary shares to be issued in order to maintain the rights of the holders of securities conferring access to the share capital of the Company, in accordance with the law and with any applicable contractual provisions providing for other cases of adjustment;
4. Decided that the global nominal amount of debt securities that may be issued pursuant to this delegation may not exceed €1 billion or the equivalent value in euros at the date of issue, it being specified that:
 - This limit shall be increased, if applicable, by any redemption premium in excess of the par value;
 - This limit does not apply to debt securities the issue of which may be decided or authorized by the Board of Directors pursuant to Article L.228-40 of the French Commercial Code, nor to the debt securities referred to in Articles L.228-92, last paragraph, L.228-93, last paragraph and L.228-94, last paragraph of the French Commercial Code; and
 - This amount shall be deducted from the total limit of €1 billion for the issue of debt securities determined by the sixteenth resolution (or by any resolution of the same nature that may substitute for it) above;
 5. Decided to cancel the shareholders' preferential subscription right to the securities that may be issued in application of this delegation;
 6. Acknowledged that this delegation of powers implies a waiver by the shareholders of their preferential subscription right to subscribe for the equity securities of the Company to which the securities that may be issued pursuant to this delegation give right;
 7. Decided that:
 - The issue price of the new shares issued will be freely determined by the Board of Directors it being specified that this price may not be less than the last listed price of the Company's shares on the regulated market of Euronext in Paris prior to the setting of the issue price, reduced, as the case may be, by a maximum discount of 10%; and
 8. Decided that the Board of Directors will have full powers, with the option to delegate such powers to any duly empowered person to the full extent permitted by law, to perform this delegation of authority, *inter alia* for the purposes of:
 - The issue price of the securities conferring access to the share capital of the Company shall be determined so that the amount immediately received by the Company, plus, as the case may be, any amount that may be received by the Company in the future, be at least equal, for each share issued as a result of the issue of such securities, to the issue price determined in the paragraph above;
 - Deciding on the issuance of the securities, determining the form and characteristics of any issuance, in particular the amount, the dates, the issue price, the terms of subscription, their dividend entitlement date (with a retroactive dividend entitlement date, where applicable), the terms under which the securities issued pursuant to this delegation of authority will confer access to equity securities of the Company;
 - Determining the nature, number and characteristics, of the securities to be issued (including, where applicable, rights to conversion, exchange, redemption, including through the delivery of assets of the Company attached to the shares or securities conferring access to the share capital to be issued) and, if the securities to be issued consist in or are associated with debt securities, their term, fixed or perpetual, their subordination or absence thereof (and, where applicable, their ranking), their remuneration, the compulsory or optional events of suspension or non-payment of interest, the ability to reduce or increase the nominal amount of the securities and other terms of issuance (including the fact of granting guarantees or security thereon) and of redemption (including redemption by delivery of assets of the Company); amending, during the lifetime of the relevant securities, the characteristics referred to above in compliance with the applicable formalities;
 - Determining the terms under which the Company will have the option, where applicable, to purchase or exchange on the market, at any time or during specific time

periods, the securities issued or to be issued immediately or in the future, with the purpose of cancelling such securities or not, taking into account the applicable legal provisions;

- Providing the option to suspend, potentially, the exercise of the rights attached to such securities in accordance with the legal and regulatory provisions;
- Determining and carrying out any adjustments intended to take into account the impact of transactions on the capital of the Company, and determining any of the terms allowing to ensure, where applicable, the upholding of the rights of the holders of securities conferring access to the share capital;
- At its sole option, charging the expenses of the share capital increase against the amount of the relevant premiums and deducting from such amount the necessary amounts for the legal reserve; and
- Taking all appropriate actions and entering into any agreements in view of the performance of this delegation of powers, in particular in view of the proper performance of the contemplated

issuances, acknowledging their completion and amend the by-laws accordingly, and carrying out any appropriate formalities and declarations for the issuance, listing and financial servicing of the securities issued pursuant to this delegation of powers and for the exercise of the rights attached thereto, and applying for any necessary authorizations for the completion and proper performance of these issuances;

9. Decided that the Board of Directors will not be able, except with the prior approval of the Shareholders' Meeting, to use this delegation of authority as from the filing by a third party of a public offer on the Company's securities and until the end of the offer period;
10. Decided that this delegation of powers is granted for a term of 26 months as from the date of this Shareholders' Meeting; and
11. Decided that this delegation of powers shall cancel and supersede any previous delegation of powers having the same purpose, as regards the unused portion of these delegations.

Nineteenth resolution

(Delegation of authority to be granted to the Board of Directors in view of increasing the amount of the issuances carried out with upholding or cancellation of the preferential subscription right of the shareholders, pursuant to the sixteenth, seventeenth and eighteenth resolutions)

The Shareholders' Meeting, deciding under the quorum and majority requirements for Extraordinary Shareholders' Meetings,

Having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, deciding in accordance with the provisions of Articles L.225-135-1 of the French Commercial Code:

1. Delegated to the Board of Directors its authority, with the option to delegate such powers to any duly empowered person in accordance with the legal and regulatory provisions, to decide to increase the number of shares, equity securities or other securities to be issued in the context of any issuance undertaken pursuant to the sixteenth, seventeenth and eighteenth resolutions above, at the same price as that applied to the initial issuance, within a time period and subject to the limitations set forth by the applicable regulations at the date of the issuance (at the date of this Shareholders'

Meeting, for a period of 30 days as from the closing of the subscription period and within a limit of 15% of the initial issuance);

2. Decided that the nominal amount of the issuance decided upon pursuant to this delegation shall be deducted from the initial issuance limit and the overall limit of €750 million set by the sixteenth resolution (or by any resolution of the same nature that may substitute for it) of this Shareholders' Meeting;
3. Decided that the Board of Directors will not be able, except with the prior approval of the Shareholders' Meeting, to use this delegation of authority as from the filing by a third party of a public offer on the Company's securities and until the end of the offer period;
4. Decided that this delegation of powers is granted for a term of 26 months as from the date of this Shareholders' Meeting; and
5. Decided that this delegation of powers shall cancel and supersede any previous delegation of powers having the same purpose, as regards the unused portion of these delegations.

Twentieth resolution

(Delegation of powers to be granted to the Board of Directors to decide to issue ordinary shares or securities conferring access to the share capital of the Company within the limit of 10% of the share capital with cancellation of the preferential subscription right of the shareholders, in consideration for contributions in kind granted to the Company)

The Shareholders' Meeting, deciding under the quorum and majority requirements for Extraordinary Shareholders' Meetings,

Having reviewed the report of the Board of Directors and of the Statutory Auditors' special report, in resolving accordance with the provisions of Articles L.225-129 *et seq.* of the French Commercial Code and the provisions of Articles L.22-10-49 *et seq.* of the French Commercial Code:

1. Delegated its authority to the Board of Directors, when the provisions of Article L.22-10-54 of the French Commercial Code are not applicable, with the option to subdelegate such powers to any duly empowered person in accordance with the legal and regulatory provisions, to decide, based on the report of the valuing auditor(s) (*Commissaire(s) aux apports*) referred to in §2 of Article L.225-147 of the French Commercial Code, upon the issuance of ordinary shares or securities conferring access, immediately or in the future, to equity securities of the Company as a consideration for the contributions in kind granted to the Company and consisting of shares or securities conferring access to the share capital;
2. Decided that the limit of the global nominal amount of the share capital increase(s) that may be carried out, immediately or in the future, pursuant to this delegation may not exceed 10% of the share capital of the Company appraised at the date of the decision of the Board of Directors, it being specified that:
 - This limit shall be deducted from the total nominal limit of €150 million determined by the seventeenth resolution of this Shareholders' Meeting and from the total nominal amount of €750 million determined in the sixteenth resolution (or by any resolution of the same nature that may substitute for it) of this Shareholders' Meeting; and
 - This limit does not take into account the nominal amount of the additional ordinary shares to be issued in order to maintain the rights of the holders of securities or other rights giving access to the share capital of the
3. Decided to cancel, as needed, the preferential subscription right of the shareholders to these ordinary shares or securities to the benefit of the holders of shares or securities that are the purpose of the contribution in kind, and acknowledged that this delegation of powers implies a waiver by the shareholders of their preferential subscription right for the ordinary shares of the Company to which the securities that may be issued pursuant to this delegation may give right;
4. Decided that the Board of Directors shall have full powers, with the option to delegate such powers to any duly empowered person in accordance with the legal and regulatory provisions, to perform this delegation of authority, *inter alia* for the purposes of:
 - Approving the report of the valuing auditor(s) (*Commissaire(s) aux apports*) referred to in §2 of Article L.225-147 of the French Commercial Code, the valuation of the contributions and, where applicable, the granting of specific benefits and their values;
 - Determining the number of shares to be issued in consideration of the contributions as well as the dividend entitlement date of the shares to be issued;
 - Deducting, if applicable and if it deems appropriate, from the relevant premiums, the fees and expenses resulting from the issues and charge against such amounts the amounts necessary to increase the legal reserve to one tenth of the new share capital; and
 - Acknowledging the final completion of the share capital increases carried out pursuant to this delegation of powers, amend the bylaws accordingly, carry out any formalities and declarations and apply for any necessary authorizations for the completion of such contributions;
5. Decided that the Board of Directors will not be able, except with the prior approval of the Shareholders' Meeting, to use this delegation of authority as from the filing by a third party of a public offer on the Company's securities and until the end of the offer period;

6. Decided that this delegation of powers is granted for a term of 26 months as from the date of this Shareholders' Meeting; and
7. Decided that this delegation of powers shall cancel and supersede any previous delegation of powers having the same purpose, as regards the unused portion of these delegations.

Twenty-first resolution

(Authorization to be granted to the Board of Directors to increase the share capital by issuing ordinary shares or securities that are equity securities conferring access to other equity securities of the Company or giving entitlement to the allotment of debt securities, or securities conferring access to equity securities to be issued, with cancellation of preferential subscription rights in favor of members of a savings plan)

The Shareholders' Meeting, resolving under the conditions of quorum and majority required for Extraordinary General Meetings,

Having reviewed the Board of Directors' report and the Statutory Auditors' special report, and ruling in accordance with the provisions of Articles L.225-129-2, L.225-129-6 and L.225-138-1 of the French Commercial Code and Articles L.22-10-49 *et seq.* of the French Labor Code:

1. Authorized the Board of Directors, with powers to subdelegate such authorization to any duly empowered person in accordance with the law and regulations, to decide to increase the share capital, on one or more occurrences, at its sole discretion, at the times and on the terms it shall determine, by issuing (i) ordinary shares, and/or (ii) securities which are equity securities conferring access, immediately or in the future, to other equity securities of the Company or entitling their holders, immediately or in the future, to the allotment of debt securities, and/or (iii) securities conferring access to share capital to be issued by the Company reserved for members of one or more Employee Savings Plans or Group Savings Plans set up jointly by the Company and companies in France or outside France that are affiliated to it under the terms of Article L.225-180 of the French Commercial Code and Article L.3344-1 of the French Labor Code;
2. Resolved to cancel shareholders' preferential subscription rights to shares to be issued pursuant to this authorization in favor of the beneficiaries defined in the first paragraph above;
3. Acknowledged that this authorization automatically entails the waiver by shareholders of their preferential right to subscribe for the shares capital of the Company to which the securities issued pursuant to this authorization entitle their holders;
4. Resolved that the issue price(s) of the new shares or securities conferring access to the share capital will be determined in accordance with Articles L.3332-19 *et seq.* of the French Labor Code, and sets the maximum discount at 30% of the average opening price quoted over the twenty trading days preceding the date of the Board of Directors' decision setting the opening date for subscriptions. However, the Shareholders' Meeting expressly authorized the Board of Directors to reduce or waive the discount, in particular to take into account the regulations applicable in the countries where the offer will be implemented;
5. Resolved that the maximum nominal amount of the capital increase(s) that may be carried out pursuant to this authorization may not exceed 2% of the Company's share capital, assessed as at the date of the decision by the Board of Directors to use this authorization, it being specified that:
 - the maximum nominal amount of the share capital increase(s) that may be carried out under this resolution, as well as under the twenty-first resolution of the Extraordinary Shareholders' Meeting of April 30, 2024 or any resolution that may replace it (notably the twenty-second resolution of this Shareholders' Meeting if adopted), may not exceed a limit of 2% of the Company's share capital;
 - the maximum nominal amount of the share capital increase(s) that may be carried out under this authorization will be deducted from the overall limit determined in the sixteenth resolution of the Shareholders' Meeting of April 20, 2023 or any resolution that may replace it; and
 - these amounts do not take into account the nominal amount of additional shares to be issued, in accordance with applicable legal and regulatory provisions and, where applicable, any contractual stipulations providing for other adjustments, in order to preserve the rights of holders of securities or other rights conferring access to the Company's share capital;

6. Resolved, pursuant to the provisions of Article L.3332-21 of the French Labor Code, that the Board of Directors may provide for the allocation to the beneficiaries defined in the first paragraph above, free of charge, of shares to be issued or existing or of other securities conferring access to the Company's share capital to be issued or existing, in respect of (i) the matching contribution that may be paid in application of the regulations governing company or group savings plans, and/or (ii), where applicable, the discount;
7. Resolved that, in the event that the beneficiaries defined in the first paragraph above do not subscribe for the capital increase in full within the allotted timeframe, the capital increase will only be carried out to the extent of the shares subscribed, and that the unsubscribed shares may be offered to the said beneficiaries again as part of a subsequent capital increase;
8. Granted full powers to the Board of Directors, with the option to delegate or sub-delegate such powers, in accordance with the law and regulations, to implement this authorization and, in particular, to:
 - determine the criteria to be met by the companies whose employees may benefit from the issues carried out pursuant to this authorization, and determine the list of such companies;
 - determine the terms and conditions of the transactions, the characteristics of the shares and, where applicable, of the other securities, determine the subscription price calculated in accordance with the method defined in this resolution, determine the opening and closing dates for subscriptions and the dividend entitlement dates, and determine the dates and procedures for paying up the subscribed shares;
 - take all necessary steps with a view to the listing of the new shares on the stock exchange, wherever it may decide to do so; and
 - deduct from the "Additional paid-in capital" account the amount of expenses relating to these capital increases and deduct, if deemed appropriate, the amounts required to increase the legal reserve to one-tenth of the new share capital after each issue, amend the by-laws accordingly and, generally, carry out, directly or through an authorized representative, all transactions and formalities relating to the share capital increases carried out pursuant to this authorization;
9. Resolved that the authorization granted to the Board of Directors under this resolution shall be valid for a period of 26 months from the date of this Shareholders' Meeting;
10. Resolved that this authorization shall supersede the unused portion of any earlier authorization for the same purpose.

Twenty-second resolution

(Delegation of authority to the Board of Directors to issue ordinary shares or share equivalents conferring access to other equity securities or entitling their holders to the allotment of debt securities, or securities conferring access to equity securities to be issued, with cancellation of the shareholders' preferential subscription rights for certain categories of beneficiaries, to allow employee shareholding transactions)

The Shareholders' Meeting, resolving under the conditions of quorum and majority required for Extraordinary General Meetings,

Having reviewed the report of the Board of Directors and the Statutory Auditors' special report, in accordance with the provisions of Articles L.225-129-2 *et seq.* of the French Commercial Code, Article L.225-138 of the French Commercial Code and Articles L.22-10-49 *et seq.* of the French Commercial Code:

1. Delegated to the Board of Directors, with powers to subdelegate it to any duly empowered person in accordance with the law and regulations, the authority to decide to increase the share capital, on one or more occurrences, in the proportions and at the times it sees fit, by issuing (i) ordinary shares, and/or (ii) securities which are equity securities conferring access, immediately or in the future, to other equity securities of the Company or giving the right, immediately or in the future, to the allocation of debt securities, and/or (iii) securities conferring access to equity securities to be issued by the Company, such issue being reserved for persons meeting the characteristics of the categories defined in paragraph 3 below;
2. Resolved that the nominal amount of capital increases that may be carried out pursuant to

this resolution may not exceed 1% of the share capital as assessed on the date of the decision by the Board of Directors to use this authorization, it being specified that:

- the maximum nominal amount of the share capital increase(s) that may be carried out under this authorization, as well as under the twentieth resolution of the Extraordinary Shareholders' Meeting of April 30, 2024 or any resolution that may replace it (notably the twenty-first resolution of this Shareholders' Meeting if adopted), may not exceed a limit of 2% of the Company's share capital;
 - the maximum nominal amount of the share capital increase(s) that may be carried out under this authorization will be deducted from the overall limit determined in the sixteenth resolution of the Shareholders' Meeting of April 20, 2023 or any resolution that may replace it; and
 - these amounts do not take into account the nominal amount of additional shares to be issued, in accordance with applicable legal and regulatory provisions and, where applicable, any contractual stipulations providing for other adjustments, to preserve the rights of holders of securities or other rights conferring access to the Company's share capital;
3. Resolved to cancel shareholders' preferential subscription rights to the securities that may be issued pursuant to this authorization and to reserve the right to subscribe for such securities for categories of beneficiaries meeting the following criteria:
- a) employees and officers of non-French companies related to the Company under the terms of Article L.225-180 of the French Commercial Code; and/or
 - b) UCITS or other entities, with or without legal personality, for employee shareholding invested in the Company's securities, whose unitholders or shareholders will be the persons referred to in (a) of this paragraph; and/or
 - c) any banking institution or subsidiary of such an institution acting at the request of the Company for the purposes of setting up a shareholding or savings plan for the benefit of the persons referred to in (a) of this paragraph insofar as recourse to the subscription of the person authorized

in accordance with this resolution would be necessary or desirable to allow the employees or corporate officers referred to above to benefit from employee shareholding or savings formulas equivalent or similar in terms of economic advantage to those from which the other employees of the Rexel Group would benefit; and/or

- d) one or more financial institutions mandated within the framework of a Share Incentive Plan (SIP) established for the benefit of employees and corporate officers of Rexel Group companies related to the Company under the terms of article L.225-180 of the French Commercial Code and headquartered in the United Kingdom;
4. Acknowledged that this authorization automatically entails the waiver by shareholders of their preferential right to subscribe for the shares capital of the Company to which the securities issued pursuant to this authorization entitle their holders;
5. Resolved that the issue price of the new shares would be determined as follows, as the case may be:
- a) in the case of the issues referred to in paragraph 3 (a) to (c) above, the subscription price(s) will be determined on the basis of an average of the prices quoted for the Company's shares on the regulated market of Euronext Paris over a period of up to twenty trading sessions prior to the date of the decision setting the opening date for subscriptions. The discount will be determined at a maximum of 30% of the average retained. However, the Shareholders' Meeting expressly authorizes the Board of Directors to reduce or waive the discount, in particular to take into account market practices and regulations applicable in the countries where the offer will be made; and
 - b) alternatively, in the case of an issue under a Share Incentive Plan (SIP) governed by English law as referred to in paragraph 3 (d) above, or a plan governed by US law based on Rule 423 of the Internal Revenue Code, the subscription price will be equal to (i) the share price on the regulated market of Euronext in Paris at the start of the reference period of this plan, this period may not exceed 12 months, or (ii) the price

recorded after the close of this period within a period determined in application of the applicable regulations, or (iii) the lower of the two prices. This price will be determined at no discount to the price under a SIP plan, and at a maximum discount of 15% under a "423" plan;

6. Resolved that the Board of Directors will have full powers, with the option to delegate or subdelegate such powers, in accordance with the law and regulations, and subject to the limits and conditions set out above, in particular to:
- determine the list of beneficiaries of the waiver of preferential subscription rights within the categories defined above, as well as the number of shares to be subscribed by each beneficiary;
 - determine the amounts of the issues to be carried out under this authorization, and in particular to determine the issue prices, dates, deadlines, terms and conditions of subscription, payment, delivery and dividend entitlement of the securities, the rules governing reductions in the event of oversubscription, and the other

terms and conditions of the issues, within the legal and regulatory limits in force;

- determine the lock-up period for the shares or securities issued and the exceptions to the lock-up period;
 - record the completion of the share capital increase up to the amount of shares subscribed (after any reduction in the event of oversubscription); and
 - where applicable, deduct the costs of the capital increase from the amount of premiums relating thereto, and deduct from this amount the amounts required to increase the legal reserve to one-tenth of the new share capital resulting from the capital increase;
7. Resolved that the delegation of powers thus granted to the Board of Directors shall be valid for a period of 18 months from the date of this Shareholders' Meeting;
8. Resolved that this authorization cancels and replaces the unused portion of any earlier authorization for the same purpose.

Twenty-third resolution

(Delegation of authority to be granted to the Board of Directors to decide to increase the share capital by incorporation of premiums, reserves, profits or other items that may be capitalized)

The Shareholders' Meeting, deciding under the quorum and majority requirements for Extraordinary Shareholders' Meetings,

Having reviewed the report of the Board of Directors and of the Statutory Auditors' special report, in accordance with the provisions of Articles L.225-129 *et seq.* of the French Commercial Code, the provisions of Article L.225-130 of the French Commercial Code and the provisions of Articles L.22-10-49 *et seq.* of the French Commercial Code:

1. Delegated to the Board of Directors, with the option to subdelegate such powers to any duly empowered person to the full extent permitted by the legal and regulatory provisions, the authority to decide one or several increases to the share capital, in proportion to and at such times as it deems appropriate by successive or simultaneous capitalization of reserves, profits, share premiums, contribution or merger premiums, or any other amounts that may be capitalized in accordance with the law and the by-laws of the Company, in the form of an

allocation of free shares and/or an increase in the nominal value of existing shares;

2. Decided that the nominal amount of the share capital increase that may be carried out pursuant to this delegation may not exceed €200 million, it being specified that:
- This limit may be complemented, as the case may be, by the additional amount of the ordinary shares to be issued in order to maintain the rights of the holders of securities or other rights conferring access to equity securities of the Company, in accordance with the law and with any applicable contractual provisions providing for other cases of adjustment; and
 - The nominal amount of the share capital increases which may be carried out pursuant to this resolution will not be deducted from the global limit determined by the sixteenth resolution of this Shareholders' Meeting;
3. Decided that in the event of a share capital increase in the form of an allocation of free shares and in accordance with the provisions of Article L.225-130 of the French Commercial Code, the Board of Directors may decide that

the allocation rights on fractional shares will not be tradable and that the corresponding shares will be sold, with the proceeds of the sale being allocated to the holders of such rights in accordance with the applicable legal and regulatory requirements;

4. Decided that the Board of Directors will have full powers, with the option to delegate such powers to any duly empowered person to the full extent permitted by the law, to perform this delegation of authority, *inter alia* for the purposes of:
 - Determining the amount and nature of the amounts to be capitalized;
 - Determining the number of new shares to be issued and/or the nominal amount by which the existing shares shall be increased, the date, including a retroactive date, as of which the new shares shall entitle to dividend rights or the effective date of the increase in the nominal value of the shares; and

- Acknowledging the completion of each share capital increase and in general, taking any action and carrying out any required formalities for the proper performance of each share capital increase and amending the bylaws accordingly;

5. Decided that the Board of Directors will not be able, except with the prior approval of the Shareholders' Meeting, to use this delegation of authority as from the filing by a third party of a public offer on the Company's securities and until the end of the offer period;
6. Decided that this delegation of authority be granted for a period of 26 months, as from the date of this Shareholders' Meeting; and
7. Decided that this delegation shall supersede any prior authorization with the same purpose, up to the unused portion of this delegation.

Twenty-fourth resolution

(Modification of Article 17 of the Company's bylaws regarding proceedings for deliberation of the Board of Directors)

The Shareholders' Meeting, deciding under the quorum and majority requirements for Extraordinary Shareholders' Meetings,

Having reviewed the report of the Board of Directors.

Decided to amend Article 17 of the Company's bylaws as follows:

CURRENT WORDING	NEW WORDING
<p>Article 17 PROCEEDINGS OF THE BOARD OF DIRECTORS</p> <p>1. The Board of Directors meets as often as required by the Company's interests, and at least quarterly, upon notice from its Chairman or Deputy Chairman.</p> <p>The Board of Directors may meet in person, by videoconference, by any other means of telecommunication or by written consultation, under the provisions stipulated by the applicable Law and in accordance with the following terms.</p>	<p>Article 17 PROCEEDINGS OF THE BOARD OF DIRECTORS</p> <p>1. The Board of Directors meets as often as required by the Company's interests, and at least quarterly, upon notice from its Chairman or Deputy Chairman.</p> <p>The Board of Directors may meet in person, by videoconference, by any other means of telecommunication or by written consultation, under the provisions stipulated by the applicable Law and in accordance with the following terms.</p>

CURRENT WORDING	NEW WORDING
<p>2. Meeting in person, by videoconference or by any other means of telecommunication.</p> <p>Unless otherwise agreed in writing by all the members of the Board of Directors, notices are to be made by all written means, including by fax or e-mail, at least three (3) days prior to the date of the meeting, and are to be accompanied by the meeting's agenda and all documents prepared to be submitted to the Board of Directors. Nonetheless, when all the members of the Board of Directors are in presence or represented (including by participating or being represented during telephone or audiovisual conferences) at a meeting, this meeting may occur without prior notice and without the obligation to comply with the three-day (3) notice.</p> <p>Unless otherwise agreed in writing by all the members of the Board of Directors, notices are to be made by all written means, including by fax or e-mail, at least three (3) days prior to the date of the meeting, and are to be accompanied by the meeting's agenda and all documents prepared to be submitted to the Board of Directors. Nonetheless, when all the members of the Board of Directors are in presence or represented (including by participating or being represented during telephone or audiovisual conferences) at a meeting, this meeting may occur without prior notice and without the obligation to comply with the three-day (3) notice.</p> <p>The meeting takes place either at the registered office or in any other location indicated in the notice.</p> <p>Nonetheless, if the Board of Directors has not met in more than two months, a group of directors may, provided they represent at least one third of the directors in office, request the Chairman to call the Board of Directors on a specific agenda. In all other cases, the agenda is drawn up by the Chairman and must in any event be mentioned in the notice.</p> <p>The Board of Directors may validly transact business only if at least one half of its members are in presence. Decisions are approved at a majority of the votes of the members in presence or represented, and each member of the Board of Directors is entitled to one vote and may represent only one of his or her peers.</p>	<p>2. Meeting in person, by videoconference or by any other means of telecommunication.</p> <p>Unless otherwise agreed in writing by all the members of the Board of Directors, Notices are to can be made by all written means, including by fax or e-mail electronic mean or orally, at least three (3) days prior to the date of the meeting, save in exceptional circumstances, and are to be accompanied by the meeting's agenda and all documents prepared to be submitted to the Board of Directors. Nonetheless, when all the members of the Board of Directors are in presence or represented (including by participating or being represented during telephone or audiovisual conferences where a mean of telecommunication is used) at a meeting, this meeting may occur without prior notice and without the obligation to comply with the three-day (3) notice.</p> <p>The meeting takes place either at the registered office or in any other location indicated in the notice.</p> <p>Nonetheless, if the Board of Directors has not met in more than two months, a group of directors may, provided they represent at least one third of the directors in office, request the Chairman to call the Board of Directors on a specific agenda. In all other cases, the agenda is drawn up by the Chairman and must in any event be mentioned in the notice.</p> <p>The Board of Directors may validly transact business only if at least one half of its members are in presence. Decisions are approved at a majority of the votes of the members in presence or represented, and each member of the Board of Directors is entitled to one vote and may represent only one of his or her peers.</p>
<p>In accordance with the regulations in force, internal regulations for the Board of Directors will be drafted in order to determine the participation and voting in meetings of the Board of Directors convened by videoconference or using any other means of telecommunication.</p> <p>Subject to the internal regulations of the Board of Directors so providing, the directors who attend meetings of the Board of Directors by videoconference or other means of telecommunication in accordance with the internal regulations, will be considered as present for calculating the quorum and the majority.</p> <p>In the event of a tie, the Chairman of the meeting has a casting vote, if and only if the Board of Directors is made up of an even number of directors in office and solely at meetings chaired by the Chairman of the Board of Directors.</p>	<p>In accordance with the regulations in force, internal regulations for the Board of Directors will be drafted in order to determine the participation and voting in meetings of the Board of Directors convened by videoconference or using any other means of telecommunication.</p> <p>Subject to the internal regulations of the Board of Directors so providing, tThe directors who attend meetings of the Board of Directors by videoconference or other a mean of telecommunication in accordance with the internal regulations, will be considered as present for calculating the quorum and the majority-in accordance with applicable law.</p> <p>In addition, Directors may vote by mail in accordance with applicable law.</p> <p>In the event of a tie, the Chairman of the meeting has a casting vote, if and only if the Board of Directors is made up of an even number of directors in office and solely at meetings chaired by the Chairman of the Board of Directors.</p>

3. Written consultation

The Board of Directors may also, at the Chairman's discretion, deliberate by written consultation on decisions as provided for by the Law. In the event of written consultation, the Chairman shall send to each director, alternatively (i) by registered letter with acknowledgement of receipt, (ii) by e-mail with acknowledgement of receipt, the text of the proposed decisions as well as all documents useful for their information.

The directors have a five-calendar-days delay (closed at 11:59 p.m., Paris time, on the last day of this delay) from the sending date of the draft decisions to express their vote in writing. The reply shall be sent alternatively (i) by registered letter with acknowledgement of receipt, (ii) by e-mail with acknowledgement of receipt, to the attention of the Chairman, at the registered office of the Company, as the case may be.

The Board of Directors may validly transact business on written consultation only if at least one half of its members have replied within the above-mentioned delay. Decisions are approved at a majority of the votes of the members who replied, and each member of the Board of Directors is entitled to one vote.

In the event of a tie, the Chairman of the meeting has a casting vote, if and only if an even number of directors in office has cast a vote in accordance with the preceding stipulations.

3. Written consultation

The Board of Directors may also, at the Chairman's discretion, deliberate by written consultation, **including by electronic meanon decisions as provided for by the Law. Any director may object to the use of this procedure by notifying the Chairman of the Board of Directors within the time limits specified below.** In the event of written consultation, the Chairman shall send to each director, alternatively (i) by registered letter with acknowledgement of receipt, (ii) by e-mail with acknowledgement of receipt, the text of the proposed decisions as well as all documents useful for their information.

The directors have a five-calendar-days delay (closed at 11:59 p.m., Paris time, on the last day of this delay) from the sending date of the draft decisions to express their vote in writing. The reply shall be sent alternatively (i) by registered letter with acknowledgement of receipt, (ii) by e-mail with acknowledgement of receipt, to the attention of the Chairman, at the registered office of the Company, as the case may be.

The Board of Directors may validly transact business on written consultation, **including by electronic mean**, only if at least one half of its members have replied within the above-mentioned delay. Decisions are approved at a majority of the votes of the members who replied, and each member of the Board of Directors is entitled to one vote.

In the event of a tie, the Chairman of the meeting has a casting vote, if and only if an even number of directors in office has cast a vote in accordance with the preceding stipulations.

4. A register of attendance is kept and signed by the directors attending the meeting of the Board of Directors and which, as the case may be, must mention the names of the directors who attended the meeting by videoconference or using other means of telecommunication of having voted by mail.

5. Deliberations of the Board of Directors (including by written consultation) are recorded in minutes established in accordance with the legal provisions in force, and signed by the Chairman of the meeting and by at least one director or, in the event of the Chairman's unavailability, by at least two directors, subject to the terms applicable to decisions taken by written consultation.

Copies or extracts of these minutes are certified by the Chairman of the Board of Directors, the Chief Executive Officer, the Deputy Chief Executive Officers, the director temporarily acting as Chairman, or a representative duly empowered for this purpose.

4. A register of attendance is kept and signed by the directors attending the meeting of the Board of Directors and which, as the case may be, must mention the names of the directors who attended the meeting **by videoconference or using othera means** of telecommunication of having voted by mail.

5. Deliberations of the Board of Directors (including by written consultation) are recorded in minutes established in accordance with the legal provisions in force, and signed by the Chairman of the meeting and by at least one director or, in the event of the Chairman's unavailability, by at least two directors, subject to the terms applicable to decisions taken by written consultation.

Copies or extracts of these minutes are certified by the Chairman of the Board of Directors, the Chief Executive Officer, the Deputy Chief Executive Officers, the director temporarily acting as Chairman, or a representative duly empowered for this purpose.

Twenty-fifth resolution

(Powers for legal formalities)

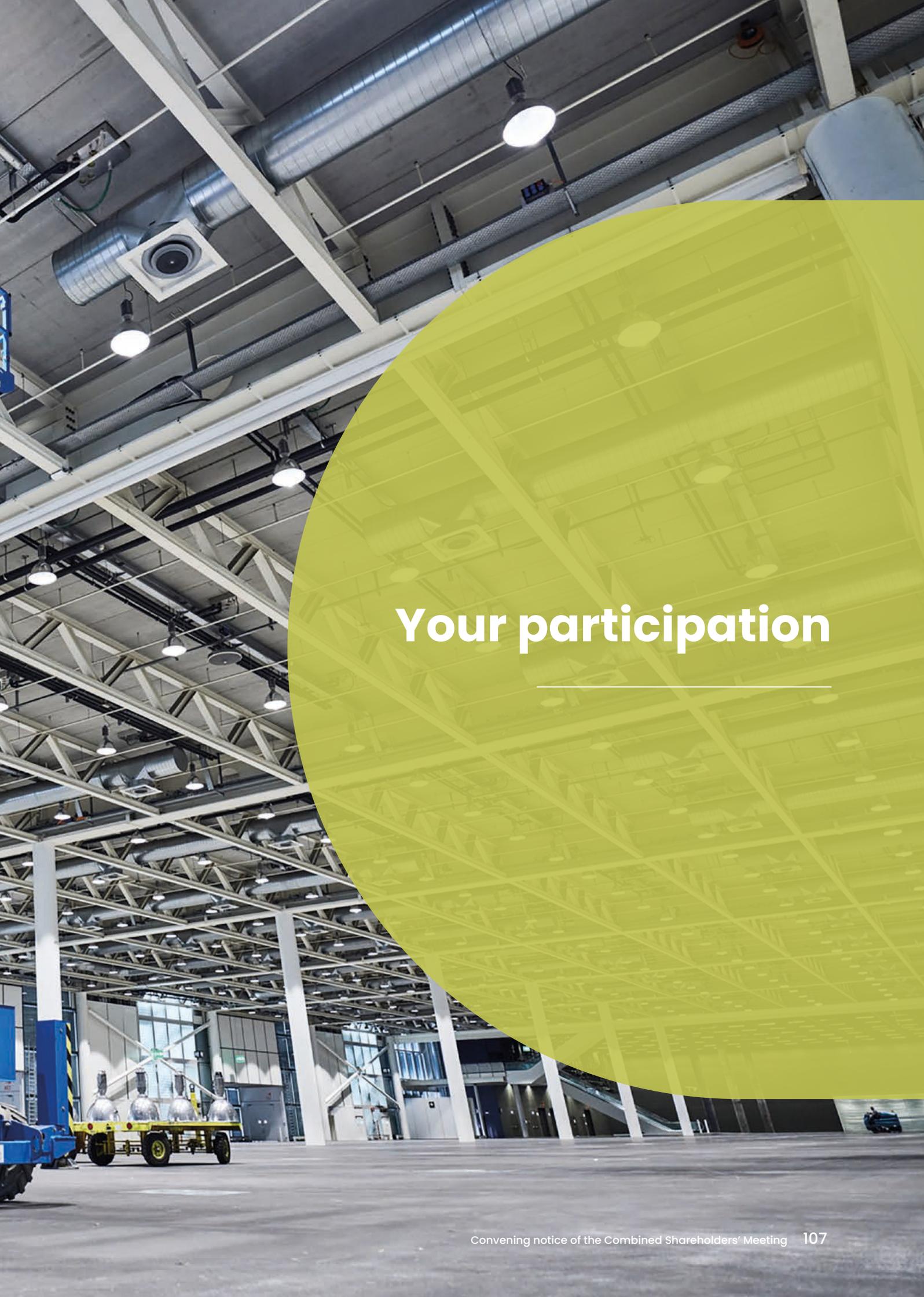
The Shareholders' Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, granted full powers to bearers of originals, copies

or extracts of these minutes to carry out any and all publication, filing and other formalities.



➔ **Switzerland**

Rexel designed a circular economy lighting solution for a major congress center.



Your participation

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Request for legal documents and information

referred to in Articles R.225-81 and R.225-83 of the French Commercial Code

 <p>a world of <u>energy</u></p> <p>COMBINED SHAREHOLDERS' MEETING Tuesday, April 29, 2025 Châteaufort City George V – 28, avenue George V, 75008 Paris, France</p>	<p>Request should be received at the latest on Thursday, April 24, 2025 by:</p> <p>Société Générale Securities Services Service Assemblées 32 rue du Champ de Tir – CS 30812 – 44308 NANTES Cedex 3</p> <p><i>or to the bank of financial intermediary responsible for managing your share account</i></p>
----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

I, the undersigned,

Mrs, Ms, Mr, Company

Surname (or company name):

First name (or company form):

Address (or registered office):

Holding shares in REXEL:

registered (registered account n°

bearer, account with ⁽¹⁾

Acknowledge having received the documents relating to the Combined Shareholders' Meeting of Tuesday April 29, 2025 as referred to in Article R.225-81 of the French Commercial Code, in particular: the meeting agenda, the text of the draft resolutions and a brief summary of the Company's position over the past fiscal year.

Ask REXEL to send me, before the Combined Shareholders' Meeting, the documents and information referred to in Articles R.225-81 and R.225-83 of the French Commercial Code.

Executed in on 2025

Signature

NOTA: In accordance with Article R.225-88, paragraph 3 of the French Commercial Code, the registered shareholders may obtain from the Company, by a single request, sending the aforementioned documents and information in connection with each of the subsequent meetings of shareholders.

(1) Holders of bearer shares should state the name and address of the bank or financial intermediary that manages their shares, with a copy of the certificate of registration of the date of the request.

The Ordinary and Extraordinary Shareholders' Meeting of Rexel will be held on Tuesday, April 29, 2025 at 10:30 a.m at the Châteaufort City George V – 28, avenue George V, 75008 Paris, France.

Prior formalities to carry out in order to participate in the Shareholders' Meeting

All shareholders, irrespective of the number of shares they own, and the form in which the shares are held, have the right to participate in the Shareholders' Meeting, either by voting by mail or by giving proxy to the Chairman of the Meeting or a third party, or by voting *via* the Internet. In accordance with Article R.22-10-28 of the French Commercial Code, this right is subject to the shares being registered in the name of the shareholder or in the name of the authorized financial intermediary who is registered for their account on the second business day before the Meeting, *i.e.* **Friday, April 25, 2025 at 00:00** (Paris time):

- for holders of **registered** shares (pure or administered), you must be registered in the registered share accounts held for Rexel by its representative, Société Générale Securities Services,

by the second business day before the Meeting, *i.e.* **Friday, April 25, 2025, at 00:00** (Paris time);

- for holders of **bearer** shares, the registering or recording of your shares in the bearer share accounts held by an authorized financial intermediary or, if the issuer so decides, by means of distributed ledger technology pursuant to Article L.211-3 of the French Monetary and Financial Code, must be evidenced by a certificate of ownership issued by the authorized financial intermediary. This certificate of ownership must be attached to the voting form issued in the name of the shareholder or on behalf of the shareholder represented by an authorized financial intermediary. Holders of bearer shares may request this form from the authorized financial intermediary that manages their shares as of the date of the convening notice.

Ways of participating in the Shareholders' Meeting

You have four options to exercise your shareholder rights:

- **by personally attending the Assembly;**
- **by giving proxy to the Chairman of the Meeting or being represented by the person of their choice;**
- **by voting by mail;**
- **by voting *via* the Internet.**

Your participation is faster and easier *via* the Internet:

Rexel recommends that you send your instructions *via* the Internet before the Meeting. This option allows shareholders to participate in the Meeting through a dedicated, secure website that offers them all the same choices that are available on the voting form. If you wish to use this method of transmitting your instructions, please follow the recommendations below in the section: **"if you wish to vote by Internet"**.

If you wish to attend the Meeting in person

■ **If you hold registered shares (pure or administered):** you will need to request an attendance card from the central financial establishment: Société Générale Securities Services, by sending the universal postal and proxy voting form attached to this convening notice, after completing the voting form as follows:

- check **box A** at the top of the form;
- **date and sign** the form in the appropriate area at the end of the form;
- **mail the form**, using the attached T envelope or by standard letter, to Société Générale Securities Services (Service Assemblées, CS 30812, 44308 Nantes Cedex 3).

■ **If you hold bearer shares:** you will need to ask your authorized financial intermediary for a certificate of ownership. Your authorized financial intermediary will then send this certificate to the central financial

establishment: Société Générale Securities Services (Service Assemblées, CS 30812, 44308 Nantes Cedex 3), which will send you an attendance card.

You will present yourself on **Tuesday April 29, 2025** at the Meeting location with your attendance card.

If you hold registered shares and you do not receive your attendance card in time, you can still participate in the Meeting by providing simple proof of identification.

If you hold bearer shares and you do not receive your attendance card by the second business day before the Shareholders' Meeting, you can participate in the Meeting by asking your authorized financial intermediary in advance to issue you a certificate of ownership and by providing proof of identification.

If you wish to give your proxy to the Meeting

■ You will need to use the universal postal and proxy voting form attached to this convening notice, after completing the voting form as follows:

- check **box "I hereby give my proxy to the Chairman of the Shareholders' Meeting"**;
- **date and sign** the form in the appropriate area at the end of the form;
- **mail the form:**
 - For holder of pure registered shares: using the attached T envelope or by standard letter, to Société Générale Securities Services (Service Assemblées, CS 30812, 44308 Nantes Cedex 3).
 - For holder of bearer shares: to the authorized financial intermediary who will send to Société Générale Securities Services the form accompanied by the certificate of ownership

The Chairman of the General Meeting will vote in favor of adopting the resolutions presented or approved by the Board of Directors and will vote against all of the other draft resolutions.

■ **If you wish to be represented by another person of your choice:** you may be represented at the Meeting by another shareholder, your spouse, a partner with whom you have entered into a recognized civil union (*pacte civil de solidarité*) or any other natural person or legal entity of your choice under the conditions laid down in Article L.225-106 of the French Commercial Code.

You will need to use the universal postal and proxy voting form attached to this convening notice, after completing the voting form as follows:

- check the **box "I hereby appoint"** and state the last name, first name and address of your proxy;
- **date and sign** the form in the appropriate area at the end of the form;
- **mail the form:**
 - For holder of pure registered shares: using the attached T envelope or by standard letter, to Société Générale Securities Services (Service Assemblées, CS 30812, 44308 Nantes Cedex 3).
 - For holder of bearer shares: to the authorized financial intermediary who will send to Société Générale Securities Services the form accompanied by the certificate of ownership.

In order to be taken into account, completed and signed postal voting forms must reach Société Générale Securities Services at least three calendar days before the date of the Meeting, *i.e.*, **Saturday, April 26, 2025 in order for them to be processed.**

If you wish to vote by mail:

To vote by mail, you must use the universal postal and proxy voting form, after completing the voting form as follows:

- check the **box "I am voting by mail"**;
- fill in the **cadre section "Vote by mail"** using the instructions listed in this section ;
- **date and sign** the form in the appropriate area at the end of the form;
- **mail the form:**
 - for holders of registered shares: using the T envelope enclosed with the convening notice or by standard letter, to Société Générale Securities

Services (Service Assemblées, CS 30812, 44308 Nantes Cedex 3);

- for holders of bearer shares: to the authorized financial intermediary who will send the form, and the certificate of ownership, to Société Générale Securities Services.

In order to be taken into account, completed and signed postal voting forms must reach Société Générale Securities Services at least three calendar days before the date of the Meeting, *i.e.* **Saturday, April 26, 2025, in order for them to be processed.**

If you wish to vote *via* the internet:

■ **If you hold registered shares (pure or administered):** you can access the dedicated and secure Votaccess voting platform *via* the <https://sharinbox.societegenerale.com> website using your Sharinbox access code (reminded on the unique form) or your login email (if you have already activated your Sharinbox by SG Markets account), together with the password sent by Société Générale Securities Services when you opened your account.

You must then follow the instructions in your personal space by clicking on the "Reply" button in the "General Meetings" box on the home page, then on "Participate" to access the voting website.

■ **If you hold bearer shares:** if your authorized financial intermediary is connected to the Votaccess website, you will identify yourself *via* the website of your authorized financial intermediary with your usual login ID. You must then follow the on-screen instructions in order to access the VOTACCESS website.

The secure **VOTACCESS** platform dedicated to recording votes prior to the Meeting will open on **Friday, April 11, 2025, at 9:00 a.m.** (Paris time). Online voting prior to the Meeting will close on the day before the Meeting, *i.e.* **Monday, April 28, 2025 at 3:00 p.m.** (Paris time).

In order to prevent the dedicated website from being overloaded with traffic, we recommend that Shareholders vote as soon as possible.

Any shareholder who has already cast a postal vote, sent a proxy or requested an admission card may no longer choose another method of participation in the Meeting.

■ Appointment and revocation of a proxy

Shareholders who have chosen to be represented by a proxy of their choice may provide notice of such appointment, or revoke the same, in the following ways:

- **by regular mail**, using the voting form provided, either directly, for **registered** shareholders (using the T envelope enclosed with the convening notice), or through the holder of the securities account, for shareholders holding securities in **bearer** form, and received by Société Générale Securities Services, Service des Assemblées Générales, CS 30812, 44308 Nantes Cedex 3, no later than three days before the date of the Shareholders' Meeting;
- **electronically**, by connecting, for registered shareholders, to the <https://sharinbox.societegenerale.com> website, and for shareholders holding securities in bearer form, at the Internet portal of their account holder, in order to access the Votaccess website, according to the methods described in the section **"If you wish to vote via**

the Internet" below, no later than **Monday, April 28, 2025**, at 15:00, Paris time.

As a reminder, written, signed proxies must show the last name, first name and address of the shareholder, as well as those of his or her representative. Pursuant to Articles R.225-79 and R.22-10-24 of the French Commercial Code, shareholders may provide notice to Société Générale Securities Services of the revocation of the proxy by means of the same formal requirements as those used for their appointment.

It is specified that for any proxy given by a shareholder without indicating who shall hold the proxy, the Chairman of the Shareholders' Meeting will issue a vote pursuant to the recommendations of the Board of Directors.

For holders of bearer shares, the voting form must be accompanied by the certificate of ownership issued by the authorized financial intermediary.

How to complete the voting form?

You wish to attend the Meeting in person:
Tick this box.

You hold bearer shares and you wish to be represented at the Meeting:
You must return the voting form to your authorized financial intermediary..

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, noircir comme ceci la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this, date and sign at the bottom of the form

JE DESIRE ASSISTER A CETTE ASSEMBLEE et demande une carte d'admission ; dater et signer au bas du formulaire // I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form

REXEL
un monde d'énergie

REXEL
Société Anonyme
Au capital de 1 491 165 345 euros
Siège social : 13, boulevard du Fort de Vaux - CS 60002
75017 Paris
479 973 513 RCS Paris

ASSEMBLÉE GÉNÉRALE MIXTE
Convoquée le 29 avril 2025 à 10h30
à Châteaufort City George V
28, Avenue George V - 75008 PARIS

COMBINED GENERAL MEETING
To be held on April 29th, 2025 at 10.30 am
at Châteaufort City George V
28, Avenue George V - 75008 PARIS

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account: _____

Nombre d'actions / Number of shares: _____

Porteur / Bearer: _____

Vote simple / Single vote: _____

Vote double / Double vote: _____

Nombre de voix - Number of voting rights: _____

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
Cf. au verso (3) - See reverse (3)

Sur les projets de résolutions non agréés, je vote en notifiant la case correspondante à mon choix. On the draft resolutions not approved, I cast my vote by shading the box of my choice.

1	2	3	4	5	6	7	8	9	10	A	B
Non / No	<input type="checkbox"/>										
Abs.	<input type="checkbox"/>										
11	12	13	14	16	17	18	19			C	D
Non / No	<input type="checkbox"/>			<input type="checkbox"/>	<input type="checkbox"/>						
Abs.	<input type="checkbox"/>			<input type="checkbox"/>	<input type="checkbox"/>						
21	22	23	24	25	27	28	29	30		E	F
Non / No	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>							
Abs.	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>							
31	32	33	34	35	36	37	38	39	40	G	H
Non / No	<input type="checkbox"/>										
Abs.	<input type="checkbox"/>										
41	42	43	44	45	46	47	48	49	50	J	K
Non / No	<input type="checkbox"/>										
Abs.	<input type="checkbox"/>										

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en notifiant la case correspondante :
 In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box:
 - Je donne pouvoir au Président de l'assemblée générale // I appoint the Chairman of the general meeting
 - Je m'abstiens // I abstain from voting
 - Je donne procuration [cf. au verso verso (4) à M. Mlle, M. ou Mlle, Raison Sociale pour voter en mon nom
 // I appoint [see reverse (4) Mr, Mlle or Miss, Corporate Name to vote on my behalf]

Pour être pris en considération, tout formulaire doit parvenir au plus tard :
 To be considered, this completed form must be returned no later than:

à la banque / to the bank: 26 avril 2025 / April 26, 2025

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
Cf. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications et les pouvoirs être effectués à l'aide de ce formulaire). Cf. au verso (1)
 Surname, first name, address of the shareholder (Changes regarding this information have to be notified to relevant institution, using this proxy form). See reverse (1)

JE DONNE POUVOIR À : Cf. au verso (4)
pour me représenter à l'Assemblée
to represent me at the above mentioned Meeting

M. Mlle ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

Date & Signature

* Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela sera automatiquement annulé.
 * If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney / the President / power of attorney to a representative), this automatically applies for a proxy to the Chairman of the General Meeting.

You wish to vote by post:
Tick this box and follow the instructions.

You wish to give your proxy to the Chairman of the Meeting:
Tick this box and follow the instructions.

You wish to be represented at the Meeting by appointing a person who will be present at the Meeting:
Tick this box and write the person's name and address.

In no case should the above voting form be sent to Rexel.

Shareholders' written questions

In addition, all shareholders are entitled to send written questions of their choice to the Board of Directors.

Questions must be sent by certified mail with return receipt requested to the following address: Rexel – For the attention of the CEO – 13 Boulevard du Fort de Vaux – CS 60002 – 75838 Paris Cedex 17. They must be accompanied by a certificate of registration either in the registered share accounts or in the bearer share accounts held by the authorized financial intermediary.

Written questions shall be taken into account if they are received before the end of the fourth (4) business day preceding the date of the Shareholders' Meeting, *i.e.* **April 23, 2025**.

The responses to the written questions will be posted on the the Company's website: www.rexel.com (section: Investor/Event/ Annual General Shareholders' Meeting 2025).

Shareholders' rights to information

All documents and information provided for in Article R.22-10-23 of the French Commercial Code can be consulted on the the Company's website: www.rexel.com (section: Investor/Event/Annual General Shareholders' Meeting) beginning on the 21st day preceding the Meeting, *i.e.* **April 8, 2025**.

Broadcast of the Shareholders' Meeting

The Shareholders' Meeting will be broadcast live *via* a video webcast available at the www.rexel.com website. The video recording will be available after the Shareholders' Meeting.

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France

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