

Convening notice

Combined Shareholders' Meeting
Wednesday, April 22, 2026 at 10:30 am

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

REXEL

a world of energy

Summary

Message from Agnès Touraine, Chairwoman of the Board of Directors	1
Rexel at a glance	2
Message from Guillaume Texier, CEO of Rexel	4
Key figures	8
Global footprint	10
Full-year 2025 results	12
Company results over the last five years	16
Corporate governance	20
1. Board of Directors	22
2. Information on the candidates whose ratification of the co-option and/or renewal to the Board of Directors is submitted to the Combined Shareholders' Meeting of Shareholders of April 22, 2026	25
3. Information of the other members of the Board of Directors	29
4. Executive Management	37
5. Compensation policy applicable to corporate officers for the 2026 financial year (<i>ex-ante</i> vote)	38
6. Compensation of corporate officers for the 2025 financial year (<i>ex-post</i> vote)	43
Agenda of the Combined Shareholders' Meeting of April 22, 2026	48
1. Resolutions submitted to the Ordinary Shareholders' Meeting	50
2. Resolutions submitted to the Extraordinary Shareholders' Meeting	51
Combined Shareholders' Meeting of April 22, 2026	52
1. Report of the Board of Directors to the Combined Shareholders' Meeting of April 22, 2026	54
2. Text of the draft resolutions submitted to the Combined Shareholders' Meeting of April 22, 2026	74
Your participation	88
Request for legal documents and information	91
How to participate in the Shareholders' Meeting of Rexel	93



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 22, 2026. 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**
Wednesday, April 22, 2026, 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



Australia

Rexel was chosen to supply a state of the art Emergency Lighting System for the brand New Western Sydney International airport.



Rexel at a glance

Message from Guillaume Texier

Chief Executive Officer of Rexel

2025 was a year of proof.

Proof that by embracing our choices – accelerating where demand intensifies, investing to expand our capabilities, raising our execution standards – we have consolidated our lead. Shifting markets, targeted acquisitions, digital and AI serving our clients: we have reinforced our competitive advantage and consolidated our position in the most dynamic markets. This momentum is not cyclical; it firmly establishes Rexel as a leader in an accelerating electrification.

Proof of the acceleration of our markets. The electrification and the digitalization of applications are scaling up, with particularly strong traction in North America. In four years, its contribution to our revenue has risen from 35% in the third quarter of 2021 to 47% in the third quarter of 2025.

In the United States, the data centers and broadband infrastructure segments accounted for more than 55% of the country's growth in the last quarter. Our data center sales grew by more than 50% over the year and now represent 7% of the US sales. To support this momentum, we have strengthened our logistics capabilities close to major projects, adding over 18,000 m² in Atlanta, Mesa and Reno, and gradually expanded our offering towards ever more high-value-added products.

In Canada too, data centers drove a sharp acceleration in the fourth quarter, on top of a very solid industrial activity. Beyond data centers, the gradual rise of solar energy and electric vehicle charging infrastructures confirms the depth of the trend: electrification is a fundamental, sustainable movement driven by powerful forces.

Because electrification stands at the confluence of major societal challenges: it is a prerequisite for the decarbonization of the economy; it promotes energy independence at a time when this concern is gaining momentum; and it is essential for the rapid growth of artificial intelligence applications.



“Ultimately, Rexel is establishing itself as a key player in electrification and the energy transition. Electrification needs will continue to grow, requiring massive investments in networks, infrastructure and equipment. Rexel is ideally positioned to support this transformation.”

Proof of our agility. We are evolving our scope with discipline to capture the best growth drivers and strengthen our expertise. Since 2021, we have completed 21 acquisitions representing €2.8 billion in revenue, 60% of which are in our core business and 40% in adjacent activities with higher added value.

In 2025, Warshauer and Schwing Electrical Supply in the United States, Automatisaion Jacmar in Canada and Tecno BI in Italy joined the Group.

We also acquired a minority stake in Apex Industries in Canada, accelerating the integration of automation systems, close to industrial needs. In parallel, the sale of our activities in the Middle East, New Zealand and Finland reflects a rigorous capital allocation towards regions and segments with greater potential creation.

Proof of our execution excellence. We are gaining market share thanks to the quality of our sales force, enhanced customer proximity and differentiating services.

Digital now accounts for 34% of our revenue, representing €6.6 billion in sales, with 90 million annual visits, 855,000 active customer accounts and 46 million order lines processed.

Our omnichannel model - branches, webshops, mobile applications, EDI and ERP connectors - personalizes the experience and creates a sustainable competitive advantage. Artificial intelligence plays a central role: quote automation, sales alert tools deployed in 10 countries, optimized branch assortments, and "Next Best Offer" solutions in 9 countries. These innovations enhance productivity, service quality and value creation.

Proof of our resilience. Beyond acceleration, agility and execution, 2025 validates our ability to deliver solid results despite an environment that remains complex. With 2.5% growth on a same-day basis and a current adjusted EBITA margin brought to 6%, Rexel demonstrates consistent performance, beyond cycles.

This context highlights the significance of these results. The year was marked by a persistent cyclical trough in European residential construction and pricing uncertainties in North America. In this environment, we have confirmed our ability to outperform our markets and preserve our margins.

2025 was also a foundational year with Axelerate 2028. This plan is not a breaking point; it is a structured acceleration of the strategy that has already underpinned Rexel's success, based on four pillars.

The first pillar is our people. Our performance is based first and foremost on a strengthened safety foundation. In 2025, we continued to reduce risk, with accident frequency falling by 19%. This operational requirement goes hand in hand with a strong sense of pride in belonging: 88% of our employees say they are proud to work for Rexel and 87% consider the company to be environmentally friendly. It is accompanied by sustained investment in the skills development of our employees - 86% of teams have received training - and tangible progress in diversity, with more than 30% of management positions now held by women (25% in 2022).

The second pillar aims to fully capture the potential of electrification: photovoltaic products and charging solutions generated nearly €900 million in 2025; our sustainable selection represents 9% of sales. We have reduced our emissions by 42% on Scopes 1 and 2 compared to 2016 and by 38% on Scope 3, in line with our Net Zero 2050 ambition validated by the SBTi. 82% of our direct purchases are covered by our Responsible Supplier Charter, and our CDP (A List) and EcoVadis (Gold) ratings have been renewed.

The third pillar confirms our growing strength in high value-added services. In France, the success of Rexel Expo, which brought together more than 30,000 visitors, illustrates the growing interest in our solutions and our expanded expertise; the OPEN platform reinforces this momentum by supporting building energy efficiency. In Canada, the integration of Jacmar and our stake in Apex mark an important milestone in systems integration and automation services. Another example: in Switzerland, the 360° Customer Portal enriches the customer experience through a more comprehensive and seamless approach. Together, these initiatives reflect Rexel's evolution towards a model where value comes as much from the solution and service as from the product.

Finally, the fourth pillar drives our operational excellence through digitalization and automation: we are targeting 50% digital sales in the medium term and the deployment of 20 automated logistics centers by 2028. We are also investing heavily in new artificial intelligence solutions to respond ever more accurately and quickly to our customers' questions and requests. AI thus represents a dual opportunity for Rexel: through our involvement in the construction

of data centers of course, but also through the transformation of a very large part of our processes, to make them more targeted and efficient.

2026 will continue on this trajectory of progress. Markets will remain mixed, but structural trends remain solid and we should record another year of growth and improved profitability. Our medium-term objective is clear: annual growth of between 5% and 8%, of which 2% to 3% through acquisitions, and an adjusted EBITA margin above 7%. Demanding targets, commensurate with our ambition and the efforts undertaken.

Ultimately, Rexel is establishing itself as a key player in electrification and the energy transition. Globally, electricity demand is accelerating with digitalization, the rise of data centers, electric mobility, heat pumps, industrial automation and the decarbonization of applications. **Electrification needs will continue to grow, requiring massive investments in networks, infrastructure and equipment. Rexel is ideally positioned to support this transformation.** Alongside our suppliers, we are accelerating the adoption of the most sustainable solutions by providing facilitation, expertise and services to all our customers. Our ambitious and recognized ESG roadmap guides our choices and reinforces the credibility of our Net Zero trajectory.

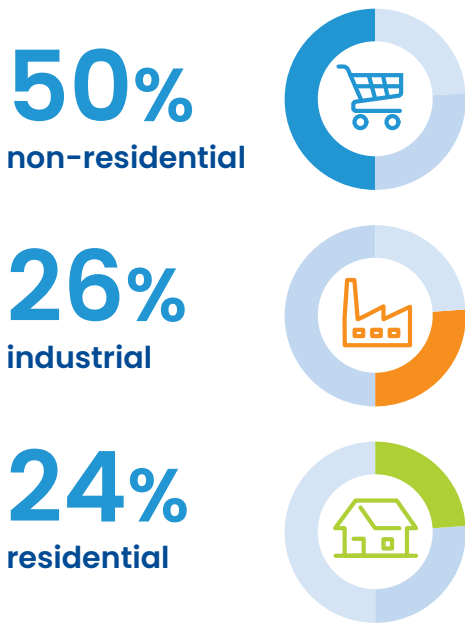
2025 confirms the strength and relevance of our model. Axelerate 2028 amplifies its reach. With committed teams, consistent strategic discipline and a clear ambition, Rexel is approaching the next stage of its development with confidence and determination, in the service of sustainable value creation for all its stakeholders.

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Group key figures

as of 12/31/2025

Breakdown of sales by end-market



Digital sales

More than €6.6bn digital sales

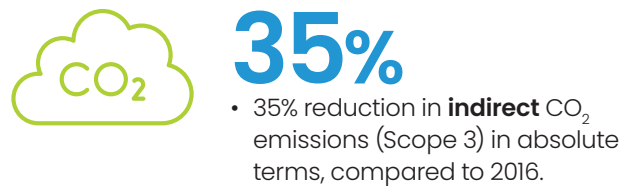
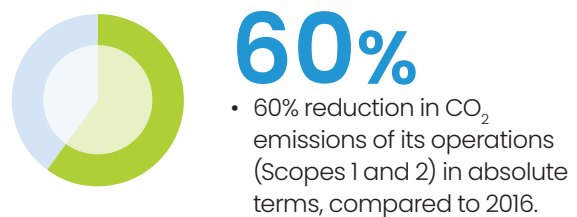
90 million visits to our websites each year

855,000 customers with a web account

46 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) Measured on 98% of direct purchases.

Midterm ambitions

through the "Axelerate" strategic plan

Between
5% and 8%

of sales growth potential, with targeted M&A representing between 2% and 3%

> **7%**

Current adjusted **EBITA margin**

Between
7% & 9%

Earnings per share (EPS) growth

Average conversion
rate of **65%**

FCF before interest and tax conversion

Between
€50m & €150m

Share buyback per year

> **40%**

of **recurring net income** of annual dividend payout

50%

share of **digital sales** compared to total Group sales

ESG

Lead the way in sustainability

Employees

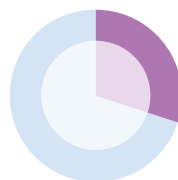
27,453

employees received training in 2025



30.5%

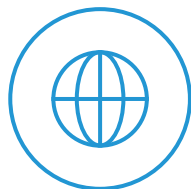
Share of women among Group executives (vs 30% in 2024)



Global footprint

as of 12/31/2025

Group

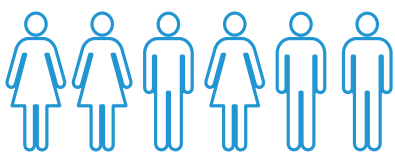


17 countries

€19.4bn
in sales

+ 1,876
branches

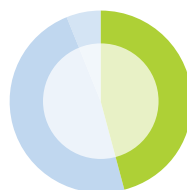
+ 26,601*
employees



* Including permanent and non-permanent employees excluding those on long-term sick leave.



North America



2 countries

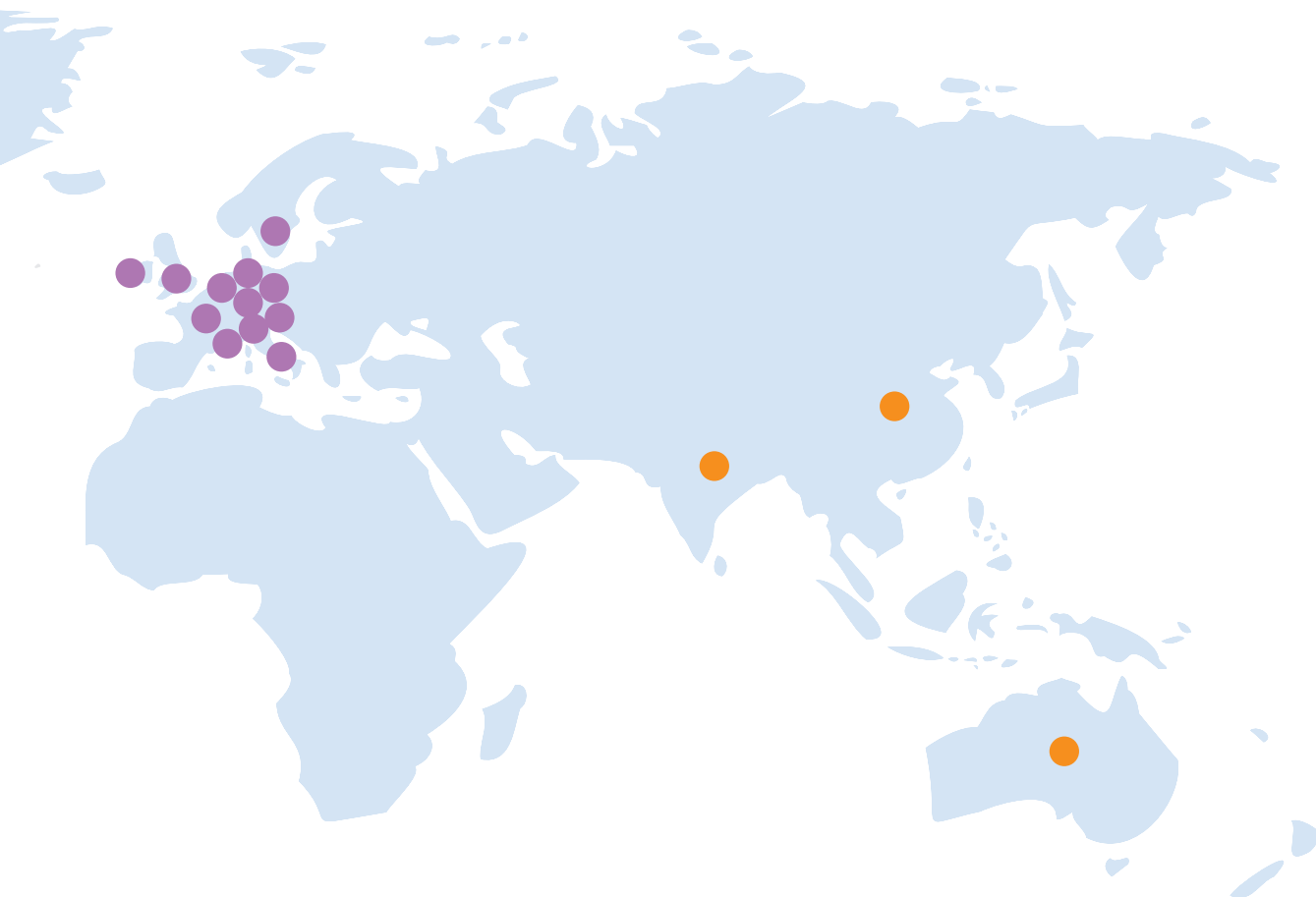
- Canada,
- United States

46%
of sales

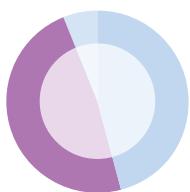
+ 660
branches

+ 10,000*
employees

* Including permanent and non-permanent employees excluding those on long-term sick leave.



Europe



48%
of sales

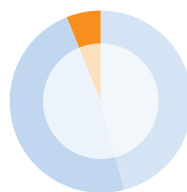
+ 1,031
branches

+ 14,114*
employees

12 countries

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

Asia-Pacific



6%
of sales

+ 185
branches

+ 2,027*
employees

3 countries

- Australia,
- China,
- India.

* Including permanent and non-permanent employees excluding those on long-term sick leave.

2025 results

2025 sales of

€19,414.6m

Up +0.7% on a reported basis

- Same-day sales increased by +2.5% in FY 2025, with improving trends quarter after quarter
 - Q4 sales of €4,881.1m, rose +3.8% on a same-day basis (up +4.7% on an actual-day basis), accelerating sequentially with positive momentum in all regions
 - Continued market share gains boosted by digitalization best-in-class services in key countries including France, US, Canada, Austria and Sweden
- Active acquisitions strategy contributing for +1.8% to FY 25 sales growth
- **FY 25 current adjusted EBITA margin at 6.0%** up +10bps versus the 5.9% reported in 2024, demonstrating market outperformance and margin resilience in a challenging environment
 - Structural cost actions and rapid cost adaptation to mitigate opex inflation: average FTE reduced by (2.3)% while volume increased by +0.7% on actual-day basis
- **Digital sales increased by +226 bps in 2025**, to represent 34% of total Group sales
- **FY 25 operating income of €1,061.6m** (vs €845.9m in FY 24), including exceptional items (restructuring, asset impairment, capital gains on disposals)
- Free cash flow conversion at 66.3%, or 76.4% excluding the impact of the €124m French

Competition Authority fine paid in April, significantly outpacing our guidance for the third consecutive year and confirming our cash-generative model

- Attractive return to shareholders: proposed dividend for 2025 of €1.20 per share, for a 52% payout ratio, based on recurring net income of €678.5 million in 2025 (vs €662.3 million in 2024)
- Delivering on portfolio management strategy and return to shareholders while maintaining a robust balance sheet with an indebtedness ratio at 2.0x:
 - M&A: close to €200 million of value-creating acquisitions completed
 - Portfolio management: divestment of activities in Finland and New Zealand
 - Proposed dividend for 2025 of €1.20 per share, a 52% payout ratio, maintaining a strong track record
 - Share buyback: €100 million of shares repurchased in 2025; €400 million since mid-2022
 - 296 million outstanding shares at end of 2025 vs 307 million shares mid-2022
- **2026 outlook:** 3% to 5% same-day sales growth, current adjusted EBITA margin at c. 6.2% and free cash flow conversion above 65%
- Confirmation of Rexel's **medium-term ambitions**, with continued market outperformance and execution of Axelerate 2028 strategic plan

Profitability

Current adjusted EBITA margin at

6.0%

in 2025, up +10 bps versus 5.9% reported in 2024

In a low-growth environment marked by a +2.0% actual-day sales increase in FY 2025, profitability was resilient as reflected by the current adjusted EBITA margin of 6.0% up +10 bps versus the 5.9% adjusted EBITA margin reported in 2024 (and stable on a comparable basis).

Compared to previous cycles, Rexel continues to demonstrate its capacity to adapt its cost base in a challenging sales environment. This was achieved in particular through productivity initiatives, with headcount reduction reaching (2.3)% in 2025 (vs 2024), while volume was up +0.7% on an AD growth basis.

The change in current adjusted EBITA margin in 2025 can be explained as follows:

- **Europe** was down - 16 bps at 5.7% of sales, resulting from negative operating leverage, mainly due to the under-absorption of fixed costs notably in underperforming countries, partly mitigated by rapid cost adaptation with a reduction of 4% of the workforce (-600 FTE on average in 2025).
- **North America** was up +27 bps at 7.3% of sales, thanks to positive sales momentum, effects from tariffs on selling prices and strict operating expenditure discipline (unchanged FTE in a growing environment).
- **Asia-Pacific** was down 110 bps at 1.1% of sales, in a more competitive environment notably in China.
- **Corporate costs** stood at €(41)m in 2025, compared to €(35)m in 2024.

As a result, current adjusted EBITA stood at €1,157.8m (vs. €1,137.2m in 2024 on a comparable base) and current EBITA stood at €1,163.3m (including a positive one-off copper effect of €5.5 million similar to €7.4 million in 2024).

Net income

Net income of

€591.4 million

in 2025

Recurring net income of

€678.5 million

Operating income in the year stood at €1,061.6m (vs €845.9m in 2024).

- Amortization of intangible assets resulting from purchase price allocation amounted to €(45.6)m (vs €(35.7)m in 2024), explained by recent acquisitions, notably Talley
- Other income and expenses amounted to a net charge of €(56.2)m (vs a net charge of €(257.7)m in

2024, including the 124m€ fine booked in 2024) and notably included:

- €(41.1)m in restructuring mainly in Europe
- €36.0m in capital gains on disposals
- €(29.7)m in asset impairment, mainly in the UK
- €(20.4)m in other, including integration costs and pension buy-in in Canada

Net financial expenses in the year amounted to €(214.2)m (vs €(207.7)m in 2024), and can be broken down as follows:

- €(141.9)m from financial costs stable compared to €(141.5)m in 2024, reflecting better cost of debt and higher gross debt. The effective interest rate decreased to 3.96% in 2025 from 4.35% in 2024
- €(72.2)m from interest on lease liabilities in 2025 vs €(66.2)m in 2024, reflecting impact from acquisitions and inflation

Income tax in the year represented a charge of €(256.0)m (vs €(297.2)m in 2024).

- The tax rate stood at 30.2% in 2025, including the impact of the exceptional tax in France of €23.5m.

- The normative tax rate stood at 30% in 2025, or 27% excluding the exceptional tax in France.

As a result, **net income** in the year stood at €591.4m up +73% (vs €341.0m in 2024) and **recurring net income** amounted to €678.5m up +2.4% vs 2024.

Financial structure

Free cash-flow before interest and tax of

€937.8 million

in 2025, excluding the French Authority fine

Indebtedness ratio of

2.03x

at December 31, 2025

In 2025, free cash flow before interest and tax reached €813.8m (vs €916.5m in 2024), representing a free cash flow conversion rate (EBITDA_AL into FCF before interest and taxes) of 66.3%.

Excluding the €124m fine imposed by the French Competition Authority and paid in April 2025, FCF before interest and tax stood at €937.8m, representing a 76.4% conversion rate, above the average for the last four years. It included:

- EBITDA_AL of €1,226.8m of which €(325.7)m of lease payments in 2025.
- Operating cash flow of €1,189.2m, notably including €(68.9)m of other operating revenue and costs;
- An outflow of €(239.1)m from change in working capital (compared to an inflow of €34.3m in 2024).
 - The change in trade working capital was an outflow of €(138.7)m. On a constant basis, trade Working Capital Requirements (TWCR) stood at 15.0% of sales in 2025, (vs 14.6% in 2024), mainly related to the sales growth acceleration in Q4. In number of days, both Inventories & Receivables improved, partly offsetting deterioration in

payables. DOI & DSO improved by respectively 1.5 and 1 day.

- The change in non-trade working capital was an outflow of €(100.4)m, including the €(124)m French Competition Authority fine paid in April.
- Net capital expenditure of €(136.2)m (vs €(125.8)m in 2024). Gross capital expenditure represented 0.7% of sales, a broadly stable level year-on-year, with continued investment in digital, branches and supply-chain.

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

- €(137.1)m in net interest paid in 2025 (vs €(129.6)m paid in 2024)
- €(270.6)m in income tax paid in 2025, compared to €(281.0)m paid in 2024;
- €(161.5)m in financial investment mainly including Warshauer, Schwing, Jacmar and Tecno Bi acquisitions, net of the inflow from disposals (Finland and New Zealand)
- €(354.6)m in dividends paid in 2025 based on 2024 earnings (€1.20 per share);
- €(100.0)m in share buybacks;
- €75.4m in currency effects (vs €(19.0)m in 2024) mainly due to the USD depreciation

At December 31, 2025:

- **Net financial debt** increased by €147.6m year-on-year to €2,631.4m (vs €2,483.9m on December 31, 2024), including €28.6m for an earn-out for Talley and put option for Mavisun and Tecno-BI.
- **The indebtedness ratio (Net financial debt/ EBITDA_AL)**, as calculated under the Senior Credit Agreement terms.

Proposed dividend for 2025 at €1.20 per share

Rexel will propose to maintain the dividend at €1.20 per share, to be paid fully in cash. This represents a payout of 52% of the Group's recurring net income, in a high end of the policy of distributing at least 40% of recurring net income.

This dividend, payable in cash on May 13, 2026 (ex-dividend date on May 11), is subject to the approval of the Annual Shareholders' Meeting to be held in Paris on April 22, 2026.

Outlook

In 2026, we anticipate contrasted trends between the different regions, more specifically

- Further growth in North America with:
 - Macro uncertainties following the introduction of tariff
 - Less traction from sustainable electrification solutions
 - Further progression in datacenter, lower contribution from broadband infrastructure
 - Positive trends in industrial automation supported by new legislation "One Beautiful Bill" and reshoring
- Improving trends in Western Europe, especially in H2:
 - Continued challenging environment with construction market at trough
 - Lack of consumer confidence, amid macro and political uncertainties
 - Easier comparison base for electrification trends
 - Lower interest-rate environment starting to have positive impact on leading indicators in the residential market
 - German infrastructure plan could be materialized in the second part of the year
- Selling prices increase and opex inflation:
 - Opex inflation to remain higher than selling price increase
 - Carry-over of 2025 selling pricing in the US
 - Potential additional price increases to reflect recent copper price increase

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

- The full-year effect of 2025 cost-reduction action plans
- New 2026 savings actions kicking in

In this context, Rexel's expectations for full-year 2026 are as follows:

- Same-day sales growth between 3% and 5%
- Current adjusted EBITA margin⁽¹⁾ at c. 6.2%
- Free cash flow conversion⁽²⁾ above 65%

Rexel's medium-term ambitions remain unchanged:

- Sales growth potential of between 5% and 8%, with targeted M&A representing between 2% and 3%
- Current adjusted EBITA margin above 7%
- 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.



China

Rexel provided motion control solutions for placement machines on mobile phone production lines, significantly improving output and yield.



Company results over the last five years

Company results over the last five financial years

	JANUARY 1 TO DECEMBER 31				
(in euros)	2021	2022	2023	2024	2025
SHARE CAPITAL AT YEAR END					
a) Share capital	1,528,582,455	1,517,066,325	1,503,601,175	1,491,165,345	1,480,480,020
b) Number of issued shares	305,716,491	303,413,265	300,720,235	298,233,069	296,096,004
c) Number of convertible bonds	—	—	—	—	—
INCOME STATEMENT INFORMATION					
a) Sales, excluding sales taxes	4,027,503	1,668,824	1,950,825	1,218,872	4,438,005
b) Net income before taxes, depreciation and provisions	(84,032,760)	10,532,400	446,510,238	435,767,473	339,756,065
c) Income taxes	(22,918,786)	(11,238,176)	(16,412,732)	(20,153,901)	(37,754,042)
d) Net income	(53,245,790)	22,789,276	428,897,365	455,747,601	367,697,972
e) Amount distributed	230,061,984	362,298,467	357,171,446	354,462,706	351,846,907 ⁽ⁱ⁾
EARNINGS PER SHARE					
a) Earnings per share after taxes but before depreciation and provisions	(0.02)	0.14	1.54	1.53	1.27
b) Earnings per share after taxes, depreciation and provisions	(0.17)	0.08	1.43	1.53	1.24
c) Amount paid per share	0.75	1.20	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 22, 2026.

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 **Belgium**

Rexel worked with the architect of a brand-new medical building to co-design an elegant and cost-effective smart lighting solution.



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.

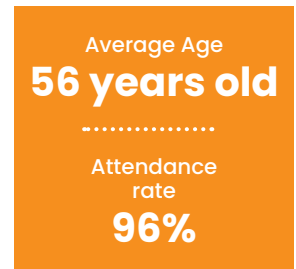
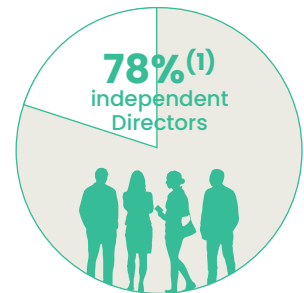
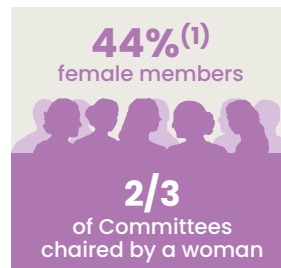
The Directors are appointed for a maximum term of 4 years.

The Board of Directors is renewed in quarters, rounded to the higher whole number every year. This allow it to be fully renewed every 4 years.

As at December 31, 2025, the Board of Directors was made up of 11 Directors, including two Directors representing the employees.

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

- 78% of independent members (i.e. 7 members out of 9); and
- 44% of female members (i.e. 4 females out of 9 members).



(1) Excluding the Directors representing the employees.

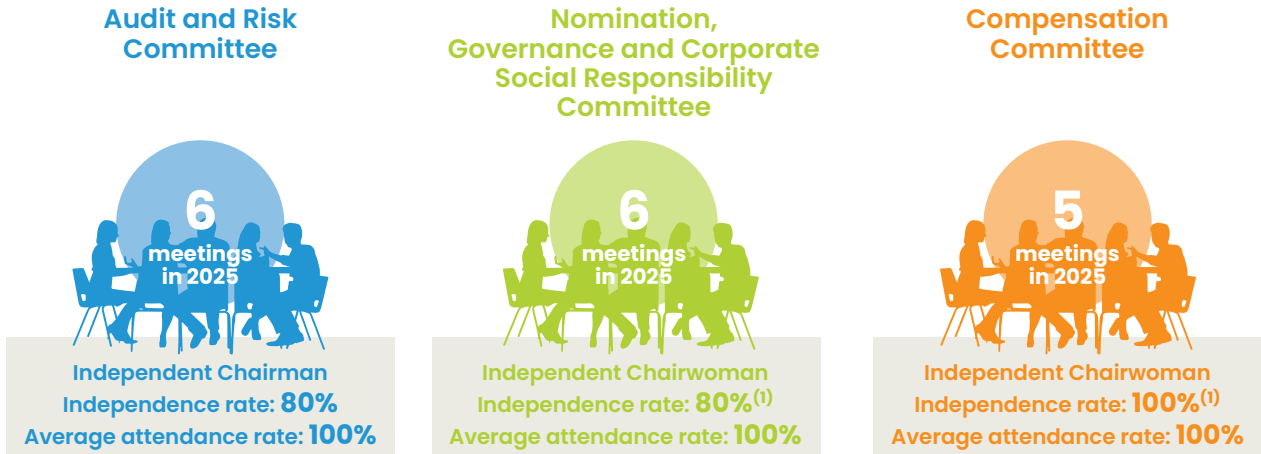
Guillaume Texier has been Chief Executive Officer of Rexel since September 1, 2021.

His term of office was renewed by the Board of Directors on February 12, 2025 with effect from the close of the Shareholders’ Meeting of April 29, 2025.

Committees

The Committees are responsible for providing the Board of Directors with their opinions, proposals or recommendations. They have only advisory powers and exercise 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 Corporate Social Responsibility 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, 2025:

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
							●	■	●				
DIRECTOR⁽¹⁾													
Agnès Touraine	Chairwoman	Female	French	70	Yes	Yes	●	●	●	February 10, 2017 ⁽²⁾	2029 Shareholders' Meeting	8	8,712
François Auque	Vice-President Chairman of the Audit and Risk Committee	Male	French	69	Yes	Yes	■			May 23, 2019	2026 Shareholders' Meeting	6	3,000
Steven Borges	Director	Male	US	57	Yes	No			●	April 20, 2023	2027 Shareholders' Meeting	2	1,000
Brigitte Cantaloube	Director Chairwoman of the Compensation Committee	Female	French	58	Yes	No		●	■	February 12, 2020	2028 Shareholders' Meeting	5	1,800
Barbara Dalibard	Director Chairwoman of the Nomination, Governance and Corporate Social Responsibility Committee	Female	French	67	Yes	Yes		■	●	December 3, 2021	2026 Shareholders' Meeting	4	2,400
Antoine Hermelin ⁽³⁾	Director representing the employees	Male	French	42	-	No			●	April 13, 2023	2028 Shareholders' Meeting	3	5,607
Toni Killebrew ⁽⁴⁾	Director representing the employees	Female	US	47	-	No		●		November 19, 2020	2028 Shareholders' Meeting	5	53
Éric Labaye	Director	Male	French	64	Yes	Yes	●			April 30, 2024	2028 Shareholders' Meeting	1	1,000
Robert Schuchna ⁽⁵⁾	Director	Male	Swiss and German	37	No	Yes	●	●		October 15, 2025	2029 Shareholders' Meeting		15,000
Guillaume Texier	Director	Male	French	52	No	Yes				April 22, 2021, effective September 1, 2021	2029 Shareholders' Meeting	4	110,700
Catherine Vandenborre	Director	Female	Belgian	55	Yes	Yes	●	●		April 30, 2024	2028 Shareholders' Meeting	1	1,000

● Committee member ■ Committee chairman

(1) The individual attendance rates of Directors are detailed in section "3.1.1.4 Work of the Board of Directors during the 2025 financial year".

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

(3) Antoine Hermelin was reappointed effective from April 30, 2024 by the most representative trade union in France, pursuant to the provisions of paragraph 7.1 of article 14 of Rexel by-laws 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 7.1 of article 14 of Rexel by-laws 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.

(5) Co-opted by the Board of Directors with effect from 15 October 2025, Robert Schuchna has not yet completed a full year presence on the Board of Directors.

■ Skills matrix of the Directors:



François Auque	● ● ●	Éric Labaye	● ● ●
Steven Borges	● ● ●	Robert Schuchna	● ● ●
Brigitte Cantaloube	● ● ●	Guillaume Texier	● ● ●
Barbara Dalibard	● ● ●	Agnès Touraine	● ● ●
Antoine Hermelin	● ● ●	Catherine Vandenborre	● ● ●
Toni Killebrew	● ● ●		

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 this universal registration document.

2. Information on the candidates whose ratification of the co-option and/or renewal to the Board of Directors is submitted to the Combined Shareholders' Meeting of Shareholders of April 22, 2026

Ratification of the co-option and renewal of Robert Schuchna's term of office as director:

Robert Schuchna was unanimously co-opted by the Board of Directors at its meeting held on October 14, 2025, as a director to replace Marcus Alexanderson, who has resigned. The eleventh resolution submits for approval by the shareholders the ratification of his co-option, which relates to the remainder of his predecessor's term of office, *i.e.* until the Shareholders' Meeting called to approve the financial statements for the financial year ended December 31, 2028, to be held in 2029.

Furthermore, in accordance with Article 14.2 of the Company's Articles of Association, Robert Schuchna's term of office as a director will be terminated early, at the close 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, the twelfth resolution acknowledges the end of Robert Schuchna's term of office and submits to the shareholders' approval the early renewal of his term of office as a director. This renewal would be for a four-year term, *i.e.* until the Shareholders' Meeting called to approve the financial statements for the financial year ended December 31, 2029, to be held in 2030.

Renewal of the Terms of Office of Barbara Dalibard and François Auque:

The director roles of Barbara Dalibard and François Auque will conclude at the close of the Shareholders' Meeting. Therefore, the renewal of their terms of office as directors for a period of four years is submitted to

the shareholders for approval under the thirteenth resolution for Barbara Dalibard and under the fourteenth resolution for François Auque.

These renewals will enable the company to continue to benefit from the skills of these three directors.

Robert Schuchna



Age

37 years old

Nationality

Swiss and German

Professional address:

Cevian Capital Ltd
Churerstrasse 42
8808 Pfäffikon - Switzerland

Term of office

First appointment:

October 14, 2025
(co-optation)

Current term of office:

From October 15, 2025 until the Shareholders' Meeting deciding on the accounts for the financial year ending December 31, 2028

Number of Rexel shares held:

15,000

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

■ **Experience and expertise**

Robert Schuchna was unanimously co-opted as a director by the Board of Directors on October 14, 2025, with effect from October 15, 2025.

He replaces Marcus Alexanderson, a non-independent director also proposed by Cevian in May 2017, who has resigned. The ratification of Robert Schuchna's appointment as director will be submitted for approval at the Annual General Meeting on April 22, 2026.

Robert Schuchna is a Swiss and German national.

He is a partner at Cevian Capital Ltd, the investment advisor to the Cevian Capital investment fund, which manages €13 billion in assets and invests in listed European companies. He joined Cevian Capital in 2011.

Robert Schuchna holds a Master of Arts in Banking & Finance from the University of Zurich and is a Chartered Financial Analyst (CFA).

■ **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
 - -
- > Abroad
 - -

Titles and duties outside the Rexel Group:

Current:

- > In France
 - -
- > Abroad
 - Partner at Cevian Capital Ltd. St. Helier (Jersey), Zweigniederlassung Schweiz, (Switzerland – unlisted company)
 - Member of the Supervisory Board of Bilfinger SE (Germany – 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 Robert Schuchna's profile, professional background and international, financial and energy sector expertise were strong assets for the renewal of his term of office as director.

The Board also considered that Robert Schuchna did not meet all the conditions to be considered an independent director.

Barbara Dalibard



Age

67 years old

Nationality

French

Professional address:

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

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

Number of Rexel shares held:

2,400

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

■ Experience and expertise

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 21, 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 Chairwoman 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*.

■ 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
 - Chairwoman of the Supervisory Board of Michelin (France – listed company)
 - Member of the Supervisory committee of Devoteam Group (France – non-listed company)
- > Abroad
 - Member of the Board of Directors of American Tower Corporation Europe (non-listed company)

Over the last five financial years:

> In France

- Member of the Board of Directors of the *Institut Polytechnique de Paris* (public entity – non-listed)

> Abroad

- Chief Executive Officer and Director of SITA (Switzerland – non-listed company)

■ Reason for the proposed appointment of the Director:

The Board of Directors considered that Barbara Dalibard's profile and independence, her international experience and her expertise, particularly in the fields of digital, corporate social responsibility and her involvement in the Company's various governance bodies, were strong assets to support the implementation of the Group's strategy, justifying the renewal of her term of office as a Director.

The Board also considered that Barbara Dalibard met all the conditions to be considered as an independent director.

François Auque



Age

69 years old

Nationality

French

Professional address:

Infravia Capital Partners
42, rue Washington
75008 Paris – France

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

Number of Rexel shares held:

3,000

Deputy Chairman of the Board of Directors, Chairman of the Audit and Risk Committee

■ **Experience and expertise**

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).

■ **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
- > 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
 - Director of Airbus Defence and Space Holding SAS (France – non-listed company)
- > Abroad
 - Chairman of the Board of Directors of VividQ (United Kingdom – non-listed company)

■ **Reason for the proposed appointment of the Director:**

The Board of Directors considered that the quality of François Auque's involvement as an independent director, Vice-President and as Chairman of the Audit and Risks Committee, his knowledge of the Company, social and environmental issues, his involvement in the Company's various governance bodies governance as well as his international and financial matters expertise, were key assets for the renewal of his term of office as director.

The Board also considered that François Auque met all the conditions for being considered an independent director.

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

3.1 Biographies

Agnès Touraine



Age

70 years old

Nationality

French

Professional address:

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

Term of office

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

Current term of office:
From April 29, 2025 until the Shareholders' Meeting deciding on the accounts for the financial year ending December 31, 2028

Number of Rexel shares held:
8,712

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

■ Experience and expertise

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' Meetings of April 21, 2022 and of April 29, 2025.

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).

■ 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 21Invest France (France – non-listed company)
 - Chairwoman of the Board of Directors of the French American Foundation (France – association, non-listed)
 - Director, Vice-Chair of the Board of Directors and Chair of the Nomination, Remuneration, Governance and CSR Committee of SNCF (France – non-listed company)
 - Chairwoman of Act III Consultants

> Abroad

- Administrateur et Présidente du Comité d'Audit de GBL (Belgique – société cotée)

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)

Steven Borges



Age

57 years old

Nationality

US

Professional address:

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

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

Number of Rexel shares held:

1,000

Director, Member of the Compensation Committee

■ Experience and expertise

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.

■ 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



Age

58 years old

Nationality

French

Professional address:

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

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

Number of Rexel shares held:

1,800

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

■ Experience and expertise

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.

■ 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
 - Director, Chair of the Remuneration Committee and Member of the Nomination and Governance Committee of Revolut Western Europe / Global OpCo S.A. (France – unlisted company)
- > Abroad
 - -

Over the last five financial years:

- > In France
 - -
- > Abroad
 - -

Antoine Hermelin



Age

42 years old

Nationality

French

Professional address:

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

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

Number of Rexel shares held:

5,607

(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)

Director representing the employees, member of the Compensation Committee

Experience and expertise

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.

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



Age

47 years old

Nationality

US

Professional address:

Rexel Gulf Central Region
2965 Commodore Drive,
Carrollton,
TX 75007 – United States

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

Number of Rexel shares held:

53

(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)

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

■ **Experience and expertise**

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.

■ **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 Regione

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



Age

64 years old

Nationality

French

Professional address:

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

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

Number of Rexel shares held:

1,000

Director, Member of the Audit and Risk Committee

■ **Experience and expertise**

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.

He is Chairman of the board of Eutelsat, Chairman of the supervisory board of Ekimetrics, a leading AI solutions company, and Senior advisor at Antin Infrastructure Partners. 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.

■ **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
 - Chairman of the Board of Directors, Member of the Nomination, Governance and CSR committee, Chairman of the Strategy Committee of Eutelsat Communications (France - listed company)
 - Chairman of the Board of Directors of Eutelsat SA (France - unlisted company)
 - Chairman of the Supervisory Board of Ekimetrics (France - unlisted company)
 - Senior advisor at Antin Infrastructure Partners (France - listed company)
 - Member of the Board of Directors of Generation France (France, association - unlisted)
 - Member of the Board of Directors of Anticipations (France, association - unlisted)
 - Chairman of the Supervisory Committee of Investissements d'Avenir (France)

> Abroad

- -

Over the last five financial years:

> In France

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

> Abroad

- -

Guillaume Texier



Age

52 years old

Nationality

French

Professional address:

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

Term of office

First appointment:

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

Current term of office:

From April 29, 2025 until the Shareholders' Meeting deciding on the accounts for the financial year ending December 31, 2028

Number of Rexel shares held:

110,700

Director, Chief Executive Officer

Experience and expertise

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 of Saint-Gobain 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 and Purpose Committees.

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

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
 - –

Over the last five financial years:

- > In France
 - Director and Chairman of Rexel USA
 - Chairman and CEO of Rexel North America Inc.
- > 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 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
 - –

Catherine Vandendorre



Age

55 years old

Nationality

Belgium

Professional address:

IBA 3, Chemin du Cyclotron
1348 Louvain-La-Neuve - Belgium

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

Number of Rexel shares held:

1,000

Administrateur, membre du Comité d'audit et des risques, membre du Comité des nominations de la gouvernance et de la responsabilité sociale des entreprises

Experience and expertise

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 Program 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 from September 2023 until January 2025. She is now Chief Financial Officer and Corporate Lead of IBA Group.

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.

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
 - -
- > Abroad
 - -

Titles and duties outside the Rexel Group:

Current:

- > In France
 - -
- > Abroad
 - Chairwoman of the Audit Committee and Independent Director of Proximus (Belgium – listed company)⁽¹⁾
 - Chief Financial Officer and Corporate Lead of IBA at IBA Group (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)
 - Chief Executive Officer Ad Interim of Elia Group (Belgium – listed company)

(1) Term at Proximus ends April 15, 2026.

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	11/11	100%	6/6	100%	6/6	100%	5/5	100%
François Auque	10/11	91%	6/6	100%	—	—	—	—
Steven Borges	10/11	91%	—	—	—	—	5/5	100%
Brigitte Cantaloube	11/11	100%	—	—	6/6	100%	5/5	100%
Barbara Dalibard	10/11	91%	—	—	6/6	100%	5/5	100%
Antoine Hermelin	11/11	100%	—	—	—	—	5/5	100%
Toni Killebrew	11/11	100%	—	—	6/6	100%	—	—
Éric Labaye	10/11	91%	6/6	100%	—	—	—	—
Robert Schuchna ⁽¹⁾	2/2	100%	1/1	100%	2/2	100%	—	—
Catherine Vandendorre ⁽²⁾	11/11	100%	6/6	100%	4/4	100%	—	—
Guillaume Texier	11/11	100%	—	—	—	—	—	—
DIRECTORS HAVING LEFT THEIR OFFICE DURING THE YEAR ENDED DECEMBER 31, 2025								
Marcus Alexanderson ⁽³⁾	9/9	100%	5/5	100%	4/4	100%	—	—
Maria Richter ⁽⁴⁾	5/6	83%	3/3	100%	2/2	100%	—	—
Average rate		96%		100%		100%		100%

(1) Robert Schuchna's term as Director took effect on October 15, 2025.

(2) Catherine Vandendorre was appointed as a member of the Nomination, Governance and Corporate Social Responsibility Committee on April 29, 2025.

(3) Marcus Alexanderson's term as Director ended on October 14, 2025, following his resignation.

(4) Maria Richter's term of office ended on the Annual General Meeting on April 29, 2025.

4. Executive Management

Rexel's executive management is exercised by a Chief Executive Officer, Guillaume Texier, since September 1, 2021. This mode of executive management results from the decision of the Board of Directors to dissociate the functions of Chairman of the Board of Directors and of Chief Executive Officer.

His term of office was renewed in advance by the Board of Directors on February 12, 2025 for a further term of four years, with effect from the close of the Shareholders' Meeting of April 29, 2025.

Any additional information regarding Guillaume Texier is available on page 115 of the 2025 Universal Registration Document.

5. Compensation policy applicable to corporate officers for the 2026 financial year (*ex-ante* vote)

The compensation policy for Directors and corporate officers submitted to the vote of the shareholders at the 2026 Shareholders' Meeting (resolutions 8, 9 and 10) is presented in full in section 3.2.1 "Compensation policy applicable to corporate officers for financial year 2026 subject to Shareholders' approval (Article L.22-10-8 of

the French Commercial Code)" of the 2025 Universal Registration Document (pages 118 to 137).

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 2026 financial year and is composed of the following items:

DESCRIPTION	AMOUNT
Fixed annual compensation	The annual gross fixed compensation of directors is maintained at €40,000. 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 traveling 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 as of 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 for financial year 2026

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

VARIABLE ANNUAL COMPENSATION

Guillaume Texier's target annual variable compensation is set at 130% of his gross fixed annual compensation.

Variable compensation for 2026 is made up of 70% financial criteria, 100% quantitative, and 30% non-financial criteria, 77% quantitative. Financial objectives may reach a maximum result of 150% if the financial results exceed 100% of the financial target set. The individual portion of the variable compensation is capped at 100% achievement. The maximum variable compensation may therefore not exceed 176% of the fixed compensation.

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

The non-financial targets are: profitability (25%), transformation (25%), growth and strategy (25%) and people and sustainability (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 targets:	
– Target portion: 70% of annual variable target compensation	Target value: 130% of fixed compensation
$70\% \times 1,079,000 = €755,300$	$130\% \times 830,000 = €1,079,000$
– Maximum share 70% x 150% = 105% of annual variable target compensation	Maximum value: 176% of fixed compensation
$105\% \times 1,079,000 = €1,132,950$	$(1,132,950 + 323,700) / 830,000 = 176\%$
• Non-financial targets:	
– Target portion: 30% of annual variable target compensation	
$30\% \times 1,079,000 = €323,700$	
– Maximum share 30% x 100% = 30% of annual variable target compensation	
$30\% \times 1,079,000 = €323,700$	

Financial target⁽¹⁾

FINANCIAL CRITERIA	WEIGHT	MINIMUM	TARGET	MAXIMUM
Adjusted gross margin by volume ⁽¹⁾	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⁾ as a percentage 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 expected level of achievement are defined annually by the Board of Directors on a like-for-like basis. The financial criteria are communicated at the beginning of the financial year. 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 preserve the interests of the Group by not communicating *ex-ante* indications on its strategy that could be exploited by its competitors.
- (2) The financial criteria for EBITA and Gross Margin are said to be adjusted, as they are adjusted for the one-time effect related to changes in the price of copper. As a reminder, the one-time effect is the effect of the variation in the price of copper in inventories. There is no adjustment to EBITA nor gross margin, from the so-called recurring effect of copper, *i.e.* the impact of the change in the price of copper in 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 the subject of *ex-post* communication.

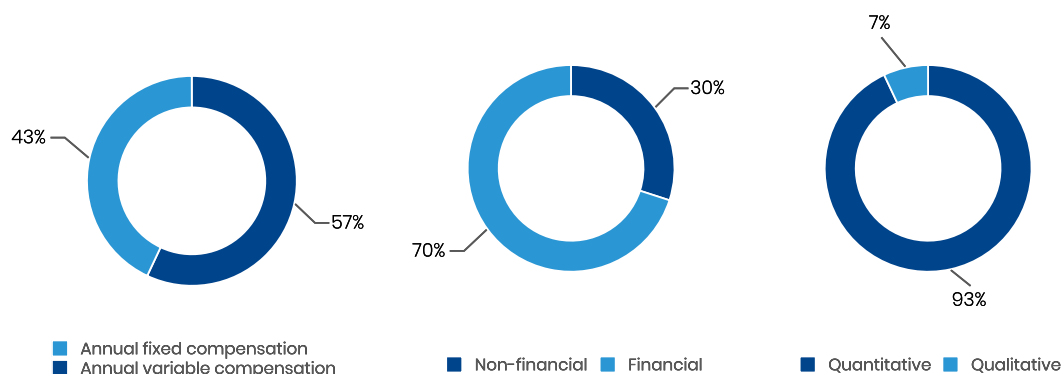
Non-financial targets⁽¹⁾

NON-FINANCIAL CRITERIA	WEIGHT	DESCRIPTION ⁽¹⁾
Profitability	25%	<ul style="list-style-type: none"> • Execute specific transformation actions in low profitability countries • Continue to progress productivity at an accelerated pace
Transformation	25%	<ul style="list-style-type: none"> • Continue to progress digital penetration steadily • Continue to implement concrete AI initiatives, helping teams in their daily initiatives and customers • Execute country specific reorganization projects
Growth and Strategy	25%	<ul style="list-style-type: none"> • Continue to propose and execute value creative acquisitions • Focus on high growth verticals
People and Sustainability	25%	<ul style="list-style-type: none"> • Continue to hire talents in the extended executive team • Progress succession planning in critical countries • Keep a high level of engagement of the Rexel teams • Steadily progress Rexel's ESG agenda including scope 1 & 2 SBTi trajectory

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 will 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 annual fixed and variable compensation for 2026 would be as follows:



FIXED COMPENSATION 2026 IN € (EUROS)	VARIABLE COMPENSATION 2026 TARGET AS A PERCENTAGE OF FIXED COMPENSATION	VARIABLE COMPENSATION 2026 TARGET IN € (IN EUROS)	FIXED AND VARIABLE COMPENSATION 2026 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 2026 IN % OF TARGET AND IN €	MAXIMUM VARIABLE COMPENSATION IN 2026 AS A % OF FIXED COMPENSATION AND IN €
830,000	130%	1,079,000	1,909,000	70% 755,300	30% 323,700	150% 1,132,950	100% 323,700	135% 1,456,650	176% 1,456,650

EXCEPTIONAL COMPENSATION

The compensation policy provides for the possibility of paying exceptional compensation under the restrictive conditions referred to in the “Exceptional compensation” section in paragraph 3.2.1.4 “Compensation policy applicable to the Chief Executive Officer for the 2026 financial year” of the 2025 Universal Registration Document.

RECRUITMENT ALLOWANCE

The compensation policy provides for the possibility of paying a recruitment allowance proportional to the loss actually suffered by the director when he or she changes position, and in particular on the annual variable part and the long-term compensation.

VALUATION OF BENEFITS IN KIND

Guillaume Texier benefits 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 shares allocated to Guillaume Texier are fully subject to performance conditions assessed over periods not less than 3 years.

These shares are also granted subject to the condition of presence for a period of 3 years. As a result, the vesting period is 3 years, with no additional retention period.

In addition, the allocation is governed by two specific limits in terms of value and number of securities:

- 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 or her target fixed and variable annual compensation for that financial year (as defined in the “Long-term variable compensation” section in paragraph 3.2.1.4 “Compensation policy applicable to the Chief Executive Officer for the financial year 2026” of the 2025 Universal Registration Document); and
- The number of shares allocated to the corporate officers may not exceed 10% of the total amount of performance shares allocated to all beneficiaries (within the overall limit of the percentage of share capital authorized by the Shareholders’ Meeting of April 22, 2026)⁽ⁱ⁾.

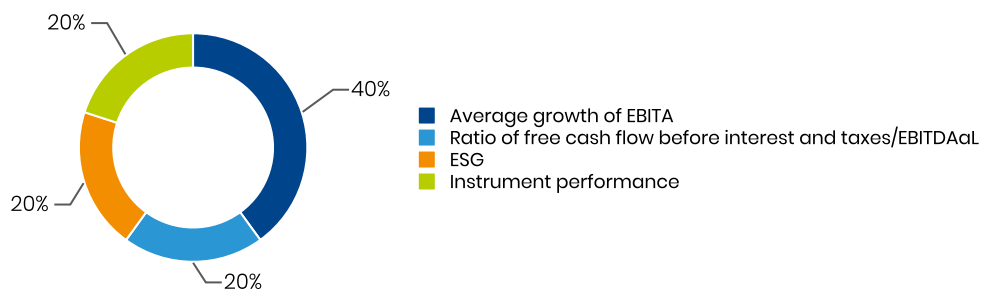
The Chief Executive Officer is subject to a minimum retention obligation of 20% of the shares acquired under these arrangements until the end of his duties.

(i) Meaning 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	TRIGGER THRESHOLD	TARGET	MAXIMUM	COMMENTS
Average EBITA growth 2025-2028	40%	Acquisition equal to 50% if the average reaches 85% of the target	Acquisition equal to 100% if the objective is met	Acquisition equal to 115% if the average is greater than or equal to 125% of the objective	Linear calculation between points
Average of the ratio of free cash before interest and taxes/EBITDAaL between the years 2026, 2027 and 2028	20%	Acquisition equal to 50% if the average reaches 90% of the target	Acquisition equal to 100% if the objective is met	Acquisition equal to 115% if the average is greater than or equal to 120% of the objective	Linear calculation between points
ESG Index – 4 criteria to capture the deployment of the ESG roadmap	20%	Acquisition equal to 50% if the trigger limit is reached	Acquisition equal to 100% if the objective is met	Acquisition equal to 115% if the cap is reached	Linear calculation between points
Relative performance of the Rexel share compared to the SBF 120 GR index ⁽ⁱ⁾	20%	Acquisition equal to 50% if the performance of the Rexel share is equal to the performance of the SBF 120 GR index	Acquisition equal to 100% if the performance of the Rexel share exceeds the performance of the SBF 120 GR index by 5%	Acquisition equal to 150% if the performance of the Rexel share exceeds the performance of the SBF 120 GR index by 10%	Linear calculation between points
	100%	The percentage achieved is balanced by the weight of each performance condition to obtain a weighted total percentage. The total number after weighting cannot exceed 100% of the initial allocation			

(i) 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 the TSR criterion previously applied, in line with market practices.

CRITERIA	WEIGHT	TARGET
Reduction of carbon footprint – Scopes 1 and 2	40%	-19.4%
Reduction of carbon footprint – Scope 3		-7.3%
Percentage of females on management bodies	20%	34%
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%	81%
		100%



SEVERANCE AND/OR NON-COMPETITION INDEMNITY

Guillaume Texier may receive a severance payment for the termination of his duties as Chief Executive Officer, under the conditions set out in section "Severance pay and/or non-compete compensation" of paragraph 3.2.1.4 "Remuneration policy applicable to the Chief Executive Officer for the 2026 financial year" of the 2025 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.

RÉGIME DE RETRAITE SUPPLÉMENTAIRE

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 General Meeting.

This reference compensation consists of two elements:

- The fixed compensation actually paid during the financial year in question; and
- The variable compensation actually paid during the financial year in question, up to a limit of 80% of the fixed salary actually 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 cap.

6. Compensation of corporate officers for the 2025 financial year (*ex-post* vote)

In accordance with Article L.22-10-9, I of the French Commercial Code, the components of the compensation 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 2026 General Meeting (resolutions 6 and 7).

The information referred to in Article L.22-10-9, I of the French Commercial Code (5th 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 2025 financial year (Articles

L.22-10-9, I and L.22-10-34, II of the French Commercial Code)", from page 137 to page 151 of the 2025 Universal Registration Document.

The above-mentioned compensation components of Agnès Touraine, Chairwoman (6th resolution) and Guillaume Texier, Chief Executive Officer (7th resolution), are presented in the report of the Board of Directors, reproduced on pages 64 to 73 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 2025 financial year (Articles L.22-10-9, I and L.22-10-34, II of the French Commercial Code)", from page 137 to page 151, of the 2025 Universal Registration Document.

Fixed, variable and exceptional items making up the total compensation and benefits of any kind paid during financial year 2025 or awarded in respect of financial year 2025 to Agnès Touraine, Chairwoman of the Board of Directors, submitted for approval by the shareholders at the Shareholders' Meeting (sixth resolution):

Agnès Touraine (Non-executive Chairwoman of the Board of Directors) for the financial year ended December 31, 2025

COMPENSATION ITEMS PAID OR ALLOCATED SUBMITTED TO THE VOTE	AMOUNT OR ACCOUNTING VALUATION		PRESENTATION
	AMOUNT ALLOCATED IN RESPECT OF FINANCIAL YEAR 2025	AMOUNT PAID DURING FINANCIAL YEAR 2025	
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 2025 or allocated in respect of financial year ended December 31, 2025, to Guillaume Texier as Chief Executive Officer, submitted to the shareholders' approval at the Shareholders' Meeting (seventh resolution)

Guillaume Texier (Chief Executive Officer) for the financial year ended December 31, 2025

COMPENSATION ITEMS PAID OR ALLOCATED SUBMITTED TO THE VOTE	AMOUNT OR ACCOUNTING VALUATION		PRESENTATION
	AMOUNT ALLOCATED IN RESPECT OF FINANCIAL YEAR 2025	AMOUNT PAID DURING FINANCIAL YEAR 2025	
Fixed annual compensation	€820,227	€820,227	See paragraph 3.2.2.4 "Summary tables relating to compensation paid or allocated to the corporate officers" of the 2025 Universal Registration Document.
Variable annual compensation	€1,112,281	€359,712	<p>The gross variable annual compensation in respect of the financial year ended on December 31, 2025 determined by the Board of Directors of February 11, 2026, amounts to €1,112,281.</p> <p>The variable compensation consisted of 70% financial objectives and 30% non-financial objectives. The financial performance percentage reached 116.1% and the non-financial performance was 85.6%.</p> <p>This amount thus corresponds to 108.7% of the target variable compensation for the period from January 1, 2025 to April 28, 2025 and to 106.1% of the target variable compensation for the period from April 29, 2025 to December 31, 2025 (the target variable compensation was determined at 120% of the fixed annual compensation for the period from January 1, 2025 to April 28, 2025 and to 130% of the target variable compensation for the period from April 29, 2025 to December 31, 2025), <i>i.e.</i> 126.6% of the fixed compensation for the period from January 1, 2025 to April 28, 2025 and 140,0% of the fixed compensation for the period from April 29, 2025 to December 31, 2025.</p> <p>For details on the calculation of the variable compensation for 2025, please see paragraph 3.2.2.3 "Compensation and other benefits paid or allocated to Guillaume Texier, Chief Executive Officer", of the 2025 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 2025 variable compensation is subject to the approval of the Shareholders' Meeting of April 22, 2026.</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	€48,159		<p>Guillaume Texier received benefits in kind including the provision of a company car (€10,644) as well as the GSC benefit (€37,515).</p> <p>See paragraph 3.2.2.3 "Compensation and other benefits paid or allocated to Guillaume Texier, Chief Executive Officer" of the 2025 Universal Registration Document.</p>

Guillaume Texier (Chief Executive Officer) for the financial year ended December 31, 2025

COMPENSATION ITEMS PAID OR ALLOCATED SUBMITTED TO THE VOTE	AMOUNT OR ACCOUNTING VALUATION		PRESENTATION
	AMOUNT ALLOCATED IN RESPECT OF FINANCIAL YEAR 2025	AMOUNT PAID DURING FINANCIAL YEAR 2025	
Valuation of long-term compensation: grant of performance shares	€1,859,881 <i>(valuation based on the IFRS 2 fair value used for the consolidated financial statements, i.e. €18.99 for 2025)</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 29, 2025 to grant Rexel performance shares.</p> <p>In this context, 97,940 shares, fully subject to performance conditions, were granted to Guillaume Texier in 2025.</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%, i.e., €1,859,881 based on the fixed and variable annual compensation for 2025.</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. €1,860,000); 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	€174,514		<p>In accordance with the compensation policy adopted by the Board of Directors at its meeting of February 12, 2025 and approved by the Shareholders' Meeting of April 29, 2025, Guillaume Texier was paid an annual bonus linked to the supplementary pension plan (art. 82) for an amount of €174,514.</p> <p>See paragraph 3.2.2.3 "Compensation and other benefits paid or allocated to Guillaume Texier, Chief Executive Officer" of the 2025 Universal Registration Document.</p>

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 **Italy**

Rexel designed a complete technical solution to help an industrial company increase the output and storage capacity of its photovoltaic power plant.



Agenda of the Combined Shareholders' Meeting of April 22, 2026

1. Resolutions submitted to the Ordinary Shareholders' Meeting

- Approval of the financial statements for the financial year ended December 31, 2025;
- Approval of the consolidated financial statements for the financial year ended December 31, 2025;
- Allocation of result for the financial year ended December 31, 2025, distribution of €1.20 per share from profit;
- Approval of agreements governed by articles L.225-38 *et seq.* of the French Commercial Code;
- Approval of the information referred to in Article L.22-10-9, I of the French Commercial Code for the financial year ended December 31, 2025;
- Approval of the fixed, variable and exceptional items of the total compensation and benefits of any kind paid or granted in respect of the 2025 financial year to 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 2025 financial year to Guillaume Texier, Chief Executive Officer;
- Approval of the compensation policy applicable to the Chairwoman of the Board of Directors for the 2026 financial year, as provided for in article L.22-10-8 of the French Commercial Code;
- Approval of the compensation policy applicable to directors for the 2026 financial year, referred to in Article L.22-10-8 of the French Commercial Code;
- Approval of the compensation policy applicable to the Chief Executive Officer for the 2026 financial year, referred to in Article L.22-10-8 of the French Commercial Code;
- Ratification of the co-option of Robert Schuchna as director;
- Renewal of Robert Schuchna's term of office as director;
- Renewal of Barbara Dalibard's term of office as director;
- Renewal of François Auque'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;
- 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;
- Authorization to be granted to the Board of Directors to allot free shares to employees and officers of the Company and its subsidiaries;
- Authorization to be granted to the Board of Directors to allocate free shares to employees and corporate officers of the Company and its subsidiaries who subscribe for a Rexel Group employee shareholding plan;
- Powers for legal formalities.



Switzerland

Rexel worked with a local partner to custom-design LED strip lighting that guides visitors safely through a new state-of-the-art cable car station.

A blue cable car is positioned at a station platform. The station has a blue metal frame and glass panels. The background shows a snowy mountain slope. The entire image is overlaid with a purple-to-blue gradient.

Combined Shareholders' Meeting of April 22, 2026

1. Report of the Board of Directors to the Combined Shareholders' Meeting of April 22, 2026

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 22, 2026 at 10:30 at Châteaufort City

George V, 28 avenue George V, 75008 Paris, in order to resolve upon the draft resolutions presented hereinafter (the "**Shareholders' General Meeting**").

In this report, we present you with the motives behind each of the resolutions being put to the vote at the Shareholders' General 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 in 2025, in terms of sales and number of branches. As of December 31, 2025, it operated in 17 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, 2025, the Group's performance is as follows:

- sales amounted to €19,414.6 million, increased by +2.5% on a constant and same-day basis;
- the current Adjusted EBITA margin was at 6.0%, with current adjusted EBITA of €1,158 million;
- indebtedness ratio of 2.03x basis points; and
- free cash flow before interests and tax conversion is 76% (calculated on EBITDAal), excluding the impact of the €124m French Competition Authority fine paid in April.

The Group's net income for 2025 is a profit of €591.4 million, up 73% and the recurring net income of €678.5 million increased by +2.4%.

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, 2025 are provided in the Company's 2025 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, 2025, as approved by the Board of Directors.

The financial statements show a profit of €367,697,972.45.

The consolidated financial statements show a profit of €591.4 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, 2025, these charges and expenses amounted to €14,696.24. These expenses and charges correspond to an income tax expense of €5,358.88.

We invite you to approve these resolutions.

2.2 Allocation of results, distribution of a dividend of 1.20 euro 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, 2025 and the following distribution:

Origin of amounts to be allocated:

• Results for the 2025 financial year	€367,697,972.45
• Carry forward at December 31, 2025	€99,663,778.00
Total	€467,361,750.45

Allocation of results:

• To the legal reserve (5%)	€18,384,898.63
• To the dividend distribution	€351,846,907.20
• Carried forward	€97,129,944.62
Total	€467,361,750.45

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

Proposed distribution: €351,846,907.20

Deducted from:

• Distributable income at December 31, 2025	€349,313,073.82
• Carry forward account at December 31, 2025	€2,533,833.38

As a consequence, after the aforementioned distribution, the "carry forward" account would amount to €97,129,944.62.

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

	2024	2023	2022
Amount distributed per share	€1.20 ⁽ⁱ⁾	€1.20 ⁽ⁱ⁾	€1.20
Number of shares eligible	295,536,504	297,642,872	303,413,265
Total distribution	€354,643,804.80	€357,171,446.40	€363,429,429.6

(i) 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.

The right to this distribution will be detached from the share on May 11, 2026 and the distribution will be paid on May 13, 2026.

The total distribution of €351,846,907.20 has been determined on the basis of a number of shares making up the share capital of 296,096,004 shares at December 31, 2025 and a number of shares held by the Company of 2,890,248 shares at that same date.

In the event of a sale of shares between the date of the Shareholders' General 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, for French tax purposes, the distribution will qualify, up to an amount of EUR 1.20 per share, as taxable investment income for individual shareholders who are tax residents of France, subject to personal income tax at the flat rate of 12.8%. At the shareholder's option, the dividends may instead be subject to the progressive scale of personal income tax, in which case they will be eligible for a 40% allowance pursuant to Article 158-3-2° of the French General Tax Code. In all cases, shareholders are advised to consult their usual tax adviser in order to examine their particular 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' General Meeting.

New related-party agreement(s)

During the financial year ended December 31, 2025, no new related-party agreements were entered into.

Agreements continuing into the financial year ended December 31, 2025

During the financial year ended December 31, 2025, no agreements entered into in prior years continued.

We therefore invite you to approve this resolution.

2.4 Approval of the information required under article L.22-10-9, I of the French Commercial Code for the financial year ended December 31, 2025 (fifth resolution)

Pursuant to Article L.22-10-34, I of the French Commercial Code, the fifth 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, 2025.

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 2025 (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, 2025.

We invite you to approve this resolution.

2.5 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, 2025 to executive corporate officers (sixth and seventh resolutions)

Pursuant to Article L.22-10-34, II of the French Commercial Code, the sixth and seventh 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, 2025 to Agnès Touraine, Chairwoman of the Board of Directors, and to 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 2025 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, 2025, and are summarized below.

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

<i>(in €)</i>	2025	2024
AGNÈS TOURAINE		
Compensation allocated in respect of the financial year	400,000	400,000
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	400,000

<i>(in €)</i>	2025	2024
GUILLAUME TEXIER		
Compensation allocated in respect of the financial year	1,980,667	1,204,496
Valuation of the options allocated during the financial year	N/A	N/A
Valuation of the performance shares allocated during the year ⁽ⁱ⁾	1,859,881	1,757,308
Recruitment allowance	N/A	N/A
Retirement plan (Art. 82)	174,514	199,642
Total	4,015,062	3,161,446

(i) Valuation based on the IFRS 2 fair value recorded for the consolidated financial statements (€18.99 for 2025).

Gross compensation over the last two financial years summary table

<i>(in €)</i>	2025		2024	
	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	400,000	400,000
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	400,000	400,000

<i>(in €)</i>	2025		2024	
	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	820,227	820,227	800,000	800,000
Variable compensation	1,112,281	359,712	359,712	974,304
Activity compensation	N/A	N/A	N/A	N/A
Benefits in kind	48,159	48,159	44,784	44,784
Recruitment allowance	N/A	N/A	N/A	N/A
Retirement plan (Art. 82)	174,514	174,514	199,642	199,642
Total	2,155,181	1,402,612	1,404,138	2,018,730

We invite you to approve the compensation package for the financial year ended December 31, 2025 for

Agnès Touraine, Chairwoman of the Board of Directors and for Guillaume Texier, Chief Executive Officer.

2.6 Approval of the compensation policy applicable to the Chair of the Board of Directors, the directors and the Chief Executive Officer for the 2026 financial year, as referred to in Article L.22-10-8 of the French Commercial Code (eighth to tenth 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 2026 submitted for shareholder approval (Article L.22-10-8 of the French Commercial Code)" of the Company's Universal Registration Document for the fiscal year ended December 31, 2025.

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 Chairwoman of the Board of Directors, the Directors, and the Chief Executive Officer for the 2026 financial year.

2.7 Appointment and renewal of Directors' terms of office (eleventh to fourteenth resolutions)

2.7.1 Ratification of the co-option and renewal of Robert Schuchna's term of office as director (eleventh and twelfth resolutions)

The eleventh resolution submits for the approval of the shareholders the ratification of the co-option by the Board of Directors of Robert Schuchna as a director of the Company to replace Marcus Alexanderson, who has resigned.

The co-option is only for the remainder of the term of office of his predecessor, Marcus Alexanderson, *i.e.*, until the Shareholders' General Meeting called to approve the financial statements for the financial year ended December 31, 2028, to be held in 2029.

The twelfth resolution acknowledges the end of Robert Schuchna's term of office as Director at the close of this Shareholders' Meeting in accordance with Article 14.2 of the Company's Articles of Association, and submits for shareholder approval the early renewal of the term of office of Robert Schuchna as a director. Such renewal would be for a period of four years, *i.e.*, until the Shareholders' General Meeting called to approve the financial statements for the financial year ending December 31, 2029, to be held in 2030.

Details of the duties of Robert Schuchna are shown below:

Robert Schuchna



Age

37 years old

Nationality

Swiss and German

Professional address:

Cevian Capital Ltd
Churerstrasse 42
8808 Pfäffikon - Switzerland

Term of office

First appointment:

October 14, 2025
(co-optation)

Current term of office:

From October 15, 2025 until the Shareholders' Meeting deciding on the accounts for the financial year ending December 31, 2028

Number of Rexel shares held:

15,000

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

■ **Experience and expertise**

Robert Schuchna was unanimously co-opted as a director by the Board of Directors on October 14, 2025, with effect from October 15, 2025.

He replaces Marcus Alexanderson, a non-independent director also proposed by Cevian in May 2017, who has resigned. The ratification of Robert Schuchna's appointment as director will be submitted for approval at the Annual General Meeting on April 22, 2026.

Robert Schuchna is a Swiss and German national.

He is a partner at Cevian Capital Ltd, the investment advisor to the Cevian Capital investment fund, which manages €13 billion in assets and invests in listed European companies. He joined Cevian Capital in 2011.

Robert Schuchna holds a Master of Arts in Banking & Finance from the University of Zurich and is a Chartered Financial Analyst (CFA).

■ **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
 - -
- > Abroad
 - -

Titles and duties outside the Rexel Group:

Current:

- > In France
 - -
- > Abroad
 - Partner at Cevian Capital Ltd. St. Helier (Jersey), Zweigniederlassung Schweiz, (Switzerland – unlisted company)
 - Member of the Supervisory Board of Bilfinger SE (Germany – listed company)

Over the last five financial years:

- > In France
 - -
- > Abroad
 - -

We invite you to approve this resolution.

2.7.2 Renewal of Barbara Dalibard's term of office as director (thirteenth resolution)

Barbara Dalibard's term of office will expire at the close of the Shareholders' Meeting.

Consequently, the thirteenth resolution submits for shareholder approval the renewal of Barbara Dalibard's term of office as director. This renewal would be for a term of four years, until the Shareholders' General Meeting called to approve the financial statements for the financial year ending December 31, 2029, to be held in 2030.

The renewal of Barbara Dalibard's term of office is proposed insofar as she is an independent director and in view of her expertise and her involvement in the Company's various governance bodies. Barbara Dalibard is the Chairwoman of the Nomination, Governance and Corporate Social Responsibility Committee.

Details of the duties of Barbara Dalibard are shown below:

Barbara Dalibard



Age

67 years old

Nationality

French

Professional address:

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

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

Number of Rexel shares held:

2,400

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

■ Experience and expertise

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 21, 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 Chairwoman 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*.

■ 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
 - Chairwoman of the Supervisory Board of Michelin (France – listed company)
 - Member of the Supervisory committee of Devoteam Group (France – non-listed company)
- > Abroad
 - Member of the Board of Directors of American Tower Corporation Europe (non-listed company)

Over the last five financial years:

- > In France
 - Member of the Board of Directors of the *Institut Polytechnique de Paris* (public entity – non listed)
- > Abroad
 - Chief Executive Officer and Director of SITA (Switzerland – non-listed company)

We invite you to approve this resolution.

2.7.3 Renewal of François Auque's term of office as director (fourteenth resolution)

François Auque's term of office will expire at the close of the Shareholders' Meeting.

Consequently, the fourteenth resolution submits for shareholder approval the renewal of François Auque's term of office as director. This renewal would be for a term of four years, until the Shareholders' General Meeting called to approve the financial statements for the financial year ending December 31, 2029, to be held in 2030.

The renewal of François Auque's term of office is proposed insofar as he is an independent director and in view of his expertise and his involvement in the Company's various governance bodies. François Auque is Deputy Chairman of the Board of Directors and Chairman of the Audit and Risk Committee.

Details of the duties of François Auque's are shown below:

François Auque



Deputy Chairman of the Board of Directors, Chairman of the Audit and Risk Committee

■ Experience and expertise

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).

Age

69 years old

Nationality

French

Professional address:

InfraVia Capital Partners
42, rue Washington
75008 Paris – France

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

Number of Rexel shares held:
3,000

■ 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
- > 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
 - Director of Airbus Defence and Space Holding SAS (France – non-listed company)
- > Abroad
 - Chairman of the Board of Directors of VividQ (United Kingdom – non-listed company)

We invite you to approve this resolution.

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

The fifteenth 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, (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 (€50), the maximum amount allocated to the repurchase plan (€500 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 (sixteenth 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 (seventeenth to twentieth 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 30, 2024 and April 29, 2025 granted the

Board of Directors the delegations of authority and authorizations shown in the table attached as **Annex 1** 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 50% 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 10% 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.

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 or free shares plans. The draft resolutions submitted to the vote of the Shareholders' Meeting concerning financial authorizations are set out below.

3.2.1 Share capital increases reserved for employees, with cancellation of the preferential subscription right for members of employee savings plans (seventeenth resolution)

The purpose of the seventeenth 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-second resolution of the Extraordinary Shareholders' Meeting of April 29, 2025 or any resolution replacing it (in particular the eighteenth 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 29, 2025, 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 twenty-first resolution of the Shareholders' Meeting of April 29, 2025.

We invite you to approve this resolution.

3.2.2 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 (eighteenth resolution)

The purpose of the eighteenth 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 twenty-first resolution of the Extraordinary Shareholders' Meeting of April 29, 2025 or any successor resolution (in particular the seventeenth 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 twenty-first resolution of the Extraordinary Shareholders' Meeting of April 29, 2025, or any resolution replacing it (in particular the seventeenth 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 29, 2025, 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 or to a U.S. plan based on Section 423 of the Internal Revenue Code, 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 29, 2025 in its twenty-second resolution.

We invite you to approve this resolution.

3.2.3 Allocation of free shares to employees and corporate officers of the Company and its subsidiaries (nineteenth resolution)

In accordance with the provisions of Articles L.225-129 *et seq.*, L.225-197-1 *et seq.* and L.22-10-59 of the French Commercial Code, the purpose of the nineteenth resolution is to authorize the Board of Directors to grant free of charges existing shares and/or shares to be issued by the Company, on one or more occurrences, to employees and/or corporate officers of the Company and/or companies or groupings that are directly or indirectly related to it under the conditions set out in Article L.225-197-2 of the French Commercial Code, or to certain categories of such employees and/or corporate officers.

The granting of this authorization would allow the Board of Directors to set up share allotment plans for the benefit of corporate officers and employees of the Rexel Group, both in France and abroad. These plans have been part of the Group's compensation policy for many years.

Share allotment plans are an essential instrument for Rexel's development and transformation strategy, which requires major involvement of key personnel to successfully carry out the changes required in a disruptive and highly competitive environment.

By recognizing and rewarding committed teams in all its geographies, Rexel improves its performance and ensures that the skills needed for its development are built up over the long term to strengthen its global presence.

Within an unchanged envelope of shares that can be allocated, Rexel wishes to increase the number of participants and make these allocations benefit a broad and operational, high-performing and talented population.

All shares allocated to Group officers, Executive Committee members and regional, cluster and country managers will be subject to performance and presence conditions.

For other participants, shares may be allocated on the basis of presence alone, subject to the limits set out below.

The main terms of the authorization submitted to the Shareholders' Meeting are as follows:

Grant limits

The number of shares that may be granted may not exceed 1.4% of the Company's share capital over a period of 26 months, measured at the time the Board of Directors makes its decision.

This limit of 1.4% of the Company's share capital will include, where applicable, any shares allocated to the Company's corporate officers.

Additional limits apply to corporate officers:

1. The number of shares allocated to corporate officers may not exceed 10% of the total number of shares allocated to all beneficiaries (*i.e.* a maximum of 0.14% of share capital over a period of 26 months); and
2. The annual value of performance shares granted to corporate officers may not exceed 100% of their fixed and variable target compensation for the said financial year. The limit of 1.4% of the Company's share capital for a period of 26 months has been determined on the basis of the number of employees in the Rexel Group, the organization in place and the strategic challenges. This limit is consistent with market practices and with the level of capital consumption of plans granted to Rexel's key populations, *i.e.* an average of around 0.68% of share capital per year.

This policy is therefore stable in terms of the number of shares allocated, and in line with market practice.

The total number of free shares allocated may not exceed 10% of share capital at the date of the Board of Directors' decision to allocate them. For information purposes, the free shares allocated and not yet delivered could give rise to the creation of 5,444,779 new shares, representing 1.84% of Rexel's share capital and voting rights at December 31, 2025.

Terms and conditions

The Board of Directors will make the allotment of all shares subject to a presence condition and to performance conditions for Group corporate officers, Executive Committee members and regional, cluster and country managers.

For the other participants, shares may be allocated on the basis of presence alone, it being specified that the total number of shares allocated on the basis of presence alone may not exceed 20% of the number of shares that may be allocated under this resolution (the remainder of the package – *i.e.* at least 80% of the shares – also remaining subject to performance conditions).

Up to a maximum of 900 shares per beneficiary and per plan, irrespective of the beneficiaries (with the exception of the above-mentioned group of

executives), these shares, subject only to the condition of presence, would allow to give greater recognition within the organization to a new population of talented, high-performance employees close to the field.

Eligibility criteria, grant levels and performance measurement are determined each year by the Board of Directors upon recommendation of the Compensation Committee. The performance criteria adopted for the share allotment plans are determined in line with the Group's strategy, and are demanding.

If approved by the Shareholders' Meeting, the 2026 plan would include the following performance criteria:

- the annual average growth rate of EBITA 2025-2028;
- the average of the free cash flow before interest and taxes/EBITDAaL ratio between years 2026, 2027 and 2028;
- ESG Index – 4 criteria to capture the deployment of the ESG roadmap: reduction of carbon footprint in Scopes 1, 2 and 3, gender diversity within management bodies, reduction in the frequency of workplace accidents and employee satisfaction surveys;
- the relative performance of Rexel's stock compared to the SBF 120 GR index.

Any allocation of shares, with the exception of the maximum 20% envelope as described above, would be subject to the achievement of demanding performance targets adapted to Rexel's current environment. These objectives would be defined by the Board of Directors, with reference to the Group's objectives, in line with the annual and multi-year targets communicated by the Group to the market.

Performance levels relating to internal performance criteria would be assessed at the end of the three-year period, and would correspond to the average annual performance. The level of performance relating to Rexel shares would also be assessed at the end of the three-year period.

The expected level of achievement and the performance achieved will be communicated very precisely ex-post in the Universal Registration Document. Financial targets are not communicated *ex-ante*, as this would not protect the company's interests by providing information on its long-term strategy in a highly competitive environment. The main financial criteria over three years are intended to be more challenging than annual objectives disclosed to the market. The stock market objective of the plan is communicated ex-ante, as are the objectives of the ESG index as detailed below.

CRITERIA	WEIGHT	TARGET
Reduction of carbon footprint – Scopes 1, 2 and 3	40%	-19.4% -7.3%
Gender diversity within management bodies	20%	34%
Reduction in the frequency of workplace accidents	20%	-15%
Employee satisfaction survey	20%	81%

The performance shares granted on April 29, 2025 on the basis of the authorization granted by the Shareholders' Meeting of April 30, 2024 are summarized below (for further details, please refer to

paragraph 3.7.2.6 "Free share grants" of the Universal Registration Document) for the financial year ended December 31, 2025:

Number of performance shares granted on April 30, 2024	1,681,580
Number of restricted shares granted on April 30, 2024	341,080
Representing a percentage of share capital as of December 31, 2025 of	0.68%
<i>Including Corporate Officers</i>	
<i>Guillaume Texier (Performance shares)</i>	<i>87,690</i>
Number of beneficiaries of performance shares	504
Number of beneficiaries of restricted shares	738
<hr/>	
Number of performance shares granted on April 29, 2025	1,629,830
Number of restricted shares granted on April 29, 2025	379,880
Representing a percentage of share capital as of December 31, 2025 of	0.68%
<i>Including Corporate Officers</i>	
<i>Guillaume Texier (Performance shares)</i>	<i>97,940</i>
Number of beneficiaries of performance shares	518
Number of beneficiaries of restricted shares	831

Acquisition and retention periods

The allocation of shares would only be effective after a minimum vesting period of three years and subject to the employee's presence in the Company.

In addition, the shares may be definitively allotted before the end of the vesting period in the event of the beneficiaries' disability corresponding to classification in the 2nd or 3rd categories provided for in Article L.341-4 of the French Social Security Code (or equivalent outside France). The shares would then be freely transferable immediately.

In accordance with Rexel's compensation policy, corporate officers are required to retain at least 20% of the shares acquired under these facilities until they cease to hold office.

Since 2014, Rexel has applied performance criteria measured over a minimum period of three years in order to be in line with market practices.

Term of authorization

The authorization would be granted for a period of 26 months from the date of the Shareholders' Meeting.

All these elements demonstrate the Rexel Group's determination to align itself with the best market practices in terms of performance share grants, and thus meet the expectations of its shareholders in this area.

We invite you to approve this resolution.

3.2.4 Allocation of free shares to employees or corporate officers who subscribe to a Group shareholding plan (twentieth resolution)

In accordance with the provisions of Articles L.225-129 *et seq.*, L.225-197-1 *et seq.* and L.22-10-59 of the French Commercial Code, the twentieth resolution is intended to authorize the Board of Directors to make one or more free allocations of existing shares and/or shares to be issued by the Company, to the benefit of employees and/or corporate officers of the Company and/or companies or groupings directly or indirectly affiliated to it under the terms of Articles L.225-197-2 of the French Commercial Code, who subscribe to a Group employee shareholding plan that would notably be set up as part of a share capital increase reserved for them, carried out pursuant to the twenty-first resolution of the Extraordinary Shareholders' Meeting of April 29, 2025 or any resolution that may replace it, or as part of a sale of existing shares reserved for members of a Rexel Group savings plan.

The granting of this authorization would allow the Board of Directors to set up plans for the allocation of free shares to employees or corporate officers eligible for an employee shareholding plan who subscribe to such a plan. Indeed, a matching contribution is often granted to people who subscribe to employee shareholding plans, and it may be necessary, particularly in countries other than France, for this matching contribution to take the form of an allotment of free shares.

This tool has been implemented by Rexel few years ago as part of its "Opportunity" plans outside France. This resolution is therefore necessary to give it the opportunity to ensure continuity in the structuring of its employee shareholding plans.

In such a structure, free shares may be allocated at the time of settlement-delivery of shares subscribed under the shareholding plan, and be delivered subject to a presence condition, for example at the end of a minimum period of 3 years, *i.e.* at a date close to the release date of shares under the Rexel Group savings plan.

In this case, no retention period applies.

It makes sense not to make these shares subject to performance conditions, since they are a benefit linked to the employee's or officer's capital expenditure in the employee shareholding plan.

The main terms of the authorization submitted to the Shareholders' Meeting are as follows:

Allocation limits

The number of free shares that may be allotted may not exceed 0.3% of the Company's share capital at the time the Board of Directors makes its decision.

The total number of free shares allocated may not exceed 10% of the share capital at the date of the Board of Directors' decision to allocate them.

Terms and conditions

The Board of Directors would determine the conditions of allocation and, if applicable, the criteria for granting the shares. The Board of Directors would make the allocation of shares subject to a presence condition. It may, however, make exceptions to this condition in very specific cases.

Acquisition and retention periods

The shares would only be granted after a minimum vesting period of three years, with no lock-up period.

In addition, the shares may be definitively allotted before the end of the vesting period in the event of the beneficiaries' disability corresponding to classification in the 2nd or 3rd categories provided for in Article L.341-4 of the French Social Security Code (or equivalent outside France). The shares would then be freely transferable immediately.

Term of authorization

The authorization would be granted for a period of 26 months from the date of the Shareholders' Meeting.

We invite you to approve this resolution.

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

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

We invite you to approve this resolution.

Signed in Paris

On February 11, 2026

The Board of Directors

Annex 1

CURRENT AUTHORIZATIONS					PROPOSED RESOLUTIONS FOR THE ANNUAL GENERAL MEETING ON APRIL 22, 2026		
NATURE OF DELEGATION	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 22, 2026							
Rexel repurchase of its own shares							
Share repurchase of its own shares	April 29, 2025 (Resolution 14)	18 months (October 29, 2026)	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-making purposes: • acquisition of 6,981,664 shares (representing 2.36% of the share capital) at an average price of €26.66 • sale of 7,161,050 shares at an average price of €26.89 Use in the context of the agreement concluded with HSBC on April 3, 2025 for the purpose of share cancellation: • acquisition of 1,314,849 shares at an average price of €22.82 Use in the context of the agreement concluded with Crédit Industriel Commercial SA on July 29, 2025 for the purpose of delivering free shares: • acquisition of 743,121 shares at an average price of €26.91 Use in the context of the agreement concluded with HSBC on October 17, 2025 for the purpose of share cancellation: • acquisition of 1,623,854 shares at an average price of €30.79	15	18 months (October 22, 2027)	10% of the capital on the date of execution Total maximum amount: €500,000,000 Maximum purchase price: €50
Capital reduction by cancellation of shares							
Capital reduction by cancellation of shares	April 29, 2025 (Resolution 15)	18 months (October 29, 2026)	10% of share capital at the cancellation date for 24 month periods	Cancellation of 2,940,615 shares acquired under the share buyback program	16	18 months (October 22, 2027)	10% of the capital on the cancellation date in periods of 24 months

CURRENT AUTHORIZATIONS					PROPOSED RESOLUTIONS FOR THE ANNUAL GENERAL MEETING ON APRIL 22, 2026		
NATURE OF DELEGATION	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 29, 2025 (Resolution 21)	26 months (June 29, 2027)	<p>2% of the share capital on the day of the Board of Directors' decision</p> <p>This maximum would be deducted from the €750,000,000 maximum provided for in the 16th resolution of the Annual General Meeting of April 29, 2025</p> <p>This maximum would be deducted from the 2% maximum common to the 20th and 21st resolutions of 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 <i>et seq.</i> of the French Labor Code. The maximum discount is set at 30% of the average of the first quoted prices during the twenty trading days preceding the day of the Board of Directors' decision setting the subscription opening date</p>	N/A	17	26 months (June 22, 2028)	<p>2% of the capital on the day of the Board of Directors' decision</p> <p>This maximum would be deducted from the €750,000,000 maximum provided in the 16th resolution of the Annual General Meeting on April 29, 2025</p> <p>This maximum would also be deducted from the 2% maximum common to the 17th and 18th resolutions of the Annual General Meeting on April 22, 2026</p> <p>The issuance price would be determined under the conditions provided for in articles L.3332-19 and following of the French 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>
Issue with cancellation of preferential subscription rights reserved for certain categories of beneficiaries to allow employee shareholding operations to be carried out The categories of beneficiaries are (a) employees and corporate 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 29, 2025 (Resolution 22)	18 months (June 29, 2027)	<p>1% of the capital on the day of the Board of Directors' decision.</p> <p>This maximum would be deducted from the 750,000,000 euros maximum provided in the 16th resolution of the Annual General Meeting on April 29, 2025</p> <p>This maximum would also be deducted from the 2% maximum common to the 20th and 21st resolutions of the General Assembly of April 29, 2025</p>	N/A	18	18 months (October 22, 2027)	<p>1% of the capital on the day of the Board of Directors' decision</p> <p>This maximum would be deducted from the €750,000,000 maximum provided in the 16th resolution of the Annual General Meeting on April 29, 2025</p> <p>This maximum would also be deducted from the 2% maximum common to the 17th and 18th resolutions of the Annual General Meeting on April 22, 2026</p>

CURRENT AUTHORIZATIONS					PROPOSED RESOLUTIONS FOR THE ANNUAL GENERAL MEETING ON APRIL 22, 2026		
NATURE OF DELEGATION	DATE OF THE SHAREHOLDERS' MEETING (RESOLUTION NO.)	TERM (EXPIRY DATE)	MAXIMUM AUTHORIZED AMOUNT	USE	RESOLUTION NUMBER	DURATION	CAP
Free allocation of shares to employees and corporate officers of the Company and its subsidiaries	April 30, 2024 (Resolution 22)	26 months (June 30, 2026)	1.4% of the share capital over a period of 26 months assessed on the date of the allocation decision by the Board of Directors	Allocation on April 30, 2024 of 2,022,660 shares corresponding to €10,113,300 Allocation on April 29, 2025 of 2,009,710 shares corresponding to €10,048,550	19	26 months (June 22, 2028)	1.4% of the share capital over a period of 26 months assessed on the date of the allocation decision by the Board of Directors
Free allocation of shares to employees and corporate officers of the Company and its subsidiaries subscribing to Group employee share ownership plan	April 30, 2024 (Resolution 23)	26 months (June 30, 2026)	0.3% of the share capital on the day of the Board of Directors' decision	N/A	20	26 months (June 22, 2028)	0.3% of the share capital on the date of the Board of Directors' decision

AUTHORISATIONS NOT SUBJECT TO THE SHAREHOLDERS MEETING ON APRIL 22, 2026

Capital increase

Issuance with preferential subscription rights	April 29, 2025 (Resolution 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 resolutions of the Annual General Meeting of April 29, 2025 Debt securities: €1,000,000,000 This maximum is common to the 16 th to 22 nd resolutions of the Annual General Meeting of April 29, 2025	N/A	N/A	N/A	N/A
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Combined Shareholders' Meeting of April 22, 2026

CURRENT AUTHORIZATIONS					PROPOSED RESOLUTIONS FOR THE ANNUAL GENERAL MEETING ON APRIL 22, 2026		
NATURE OF DELEGATION	DATE OF THE SHAREHOLDERS' MEETING (RESOLUTION NO.)	TERM (EXPIRY DATE)	MAXIMUM AUTHORIZED AMOUNT	USE	RESOLUTION NUMBER	DURATION	CAP
Issuance by means of 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 29, 2025 (Resolution 17)	26 months (June 29, 2027)	<p>Equity securities: €150,000,000 (30,000,000 shares)</p> <p>This maximum is common to the 17th, 18th and 20th resolutions of the Annual General Meeting of April 29, 2025</p> <p>This maximum is deducted from the maximum provided for in the 16th resolution of the General Meeting of April 29, 2025</p> <p>Debt securities: €1,000,000,000</p> <p>This maximum is to be deducted from the maximum provided for in the 16th resolution of the General Meeting of April 29, 2025</p> <p>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%</p>	N/A	N/A	N/A	N/A

CURRENT AUTHORIZATIONS					PROPOSED RESOLUTIONS FOR THE ANNUAL GENERAL MEETING ON APRIL 22, 2026		
NATURE OF DELEGATION	DATE OF THE SHAREHOLDERS' MEETING (RESOLUTION NO.)	TERM (EXPIRY DATE)	MAXIMUM AUTHORIZED AMOUNT	USE	RESOLUTION NUMBER	DURATION	CAP
Issuance by way of an offer referred to in Article L.411-2, 1° of the French Monetary and Financial Code, with cancellation of preferential subscription rights	April 29, 2025 (Resolution 18)	26 months (June 29, 2027)	<p>Equity securities: €150,000,000 (30,000,000 shares)</p> <p>This maximum is common to the 17th, 18th and 20th resolutions of the Annual General Meeting of April 29, 2025</p> <p>This maximum will be deducted from the maximum provided for in the 16th resolution of the General Meeting of April 29, 2025</p> <p>Debt securities: €1,000,000,000</p> <p>This maximum will be deducted from the ceiling provided for in the 16th resolution of the General Meeting of April 29, 2025</p> <p>The issuance price is freely determined by the Board of Directors, it being specified that this price may not be lower than the last listed price of the Company's shares on the regulated market of Euronext in Paris preceding the setting of the issue price, reduced, as the case may be, by a maximum discount of 10%</p>	N/A	N/A	N/A	N/A
Authorization granted to increase the amount of the initial issue with or with cancellation of preferential subscription right	April 29, 2025 (Resolution 19)	26 months (June 29, 2027)	<p>15% of the initial issue</p> <p>This maximum is deducted from the maximum applicable to the initial issue and from the maximum provided for in the 16th resolution of the Shareholders' Meeting of April 29, 2025</p>	N/A	N/A	N/A	N/A
Issuance in the maximum of 10% of capital, in compensation contributions in kind	April 29, 2025 (Resolution 23)	26 months (June 29, 2027)	<p>10% of share capital on the day of the Board of Directors' decision to issue Shares</p> <p>This maximum is deducted from the maximums provided for in the 16th and 17th resolutions of the Shareholders' Meeting of April 29, 2025</p>	N/A	N/A	N/A	N/A
Capital increase by incorporation of premiums, reserves, profits or other items that may be capitalized	April 29, 2025 (Resolution 23)	26 months (June 29, 2027)	<p>€200,000,000 (40,000,000 shares)</p> <p>This maximum is not deducted from any maximum</p>	N/A	N/A	N/A	N/A

2. Text of the draft resolutions submitted to the Combined Shareholders' Meeting of April 22, 2026

I. Resolutions submitted to the Ordinary Shareholders' Meeting

First resolution

(Approval of the financial statements for the financial year ended December 31, 2025)

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, 2025,

Approved the financial statements, *i.e.* the balance sheet, the income statement and annexes, for the financial year ended December 31, 2025 as presented to it, together with the transactions reflected in these

financial statements and summarized in these reports.

These financial statements result in a profit of 367,697,972.45 euros.

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 14,696.24 euros during the past financial year, corresponding to a corporate income tax paid for an amount of 5,358.88 euros.

Second resolution

(Approval of the consolidated financial statements for the financial year ended December 31, 2025)

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, 2025,

Approved the consolidated financial statements, comprising the balance sheet, income statement and the annexes, for the financial year ended December 31, 2025, as presented, and the transactions reflected in these accounts and summarized in these reports.

These financial statements show a profit of €591.4 million.

Third resolution

(Allocation of result for the financial year ended December 31, 2025, distribution of €1.20 per share from 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 the profit for the financial year ended December 31, 2025 amounting to €367,697,972.45 as follows:

Origin of the result to be allocated:

Results for the 2025 financial year	€367,697,972.45
Carry forward at December 31, 2025	€99,663,778.00
Total	€467,361,750.45

Allocation:

To the legal reserve (5%)	€18,384,898.63
To the dividend distribution	€351,846,907.20
Carried forward	€97,129,944.62
Solde	€467,361,750.45

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 11, 2026 and the distribution will be paid on May 13, 2026.

The total payout of €351,846,907.20 was determined on the basis of a number of shares making up the share capital of 296,096,004 shares at December 31, 2025 and a number of shares held by the Company of 2,890,248 shares at the same date.

The total amount of the distribution and of the "retained earnings" account 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 free shares. 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 attached to the shares issued during this period will be deducted from the account "retained earnings" and, as the case may be, from the share premium account.

Shareholders are also advised that, subject to possible adjustments related to any variations mentioned in the paragraph above, the distribution will be treated for tax purposes, in the amount of €1.20 per share, as investment income, 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 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:

	2024	2023	2022
Amount distributed per share	€1.20 ⁽¹⁾	€1.20 ⁽¹⁾	€1.20
Number of shares eligible	295,536,504	297,642,872	303,413,265
Total distribution	€354,643,804.80	€357,171,446.40	€363,429,429.6

(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,

Acknowledged that no new agreements were entered into during the financial year ended December 31, 2025 and acknowledged that no agreements entered into in previous financial years continued into the last financial year.

Fifth resolution

(Approval of the information referred to in Article L.22-10-9, I of the French Commercial Code for the financial year ended December 31, 2025)

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, 2025, which constitutes the report on

corporate governance, in accordance with Article L.225-37 of the French Commercial Code, in particular paragraph 3.2.2 "Compensation of corporate officers for the 2025 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 referred to in Article L.22-10-9, I of the French Commercial Code for the financial year ended December 31, 2025.

Sixth 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 2025 financial year to 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, 2025, which constitutes the report on corporate governance, in accordance with Article L.225-37 of the French Commercial Code, and in particular paragraph 3.2.2 "Compensation of corporate officers for the 2025 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, II of the French Commercial Code, 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, 2025 to Agnès Touraine, Chairwoman of the Board of Directors as presented in the Company's Universal Registration Document for the financial year ended December 31, 2025, and in particular paragraph 3.2.2.2 "Compensation and other benefits paid or granted to Agnès Touraine, Chairwoman of the Board of Directors".

Seventh 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 2025 financial year to Guillaume Texier, Chief Executive Officer)

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

Having reviewed Chapter 3 of the Company's Universal Registration Document for the financial year ended December 31, 2025, 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 2025 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, II of the French Commercial Code, 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, 2025 to Guillaume Texier, Chief Executive Officer, as presented in the Company's Universal Registration Document for the financial year ended December 31, 2025, paragraph 3.2.2.3 "Compensation and other benefits paid or granted to Guillaume Texier, Chief Executive Officer".

Eighth resolution

(Approval of the compensation policy applicable to the Chairwoman of the Board of Directors for the 2026 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, 2025, which constitutes

the corporate governance report, in accordance with Article L.225-37 of the French Commercial Code, and in particular paragraph 3.2.1.3 "Compensation policy applicable to the Chairwoman of the Board of Directors for the 2026 financial year",

Approved the compensation policy applicable to the Chairwoman of the Board of Directors in respect of her office for the financial year 2026, as detailed in the said document.

Ninth resolution

(Approval of the compensation policy applicable to directors for the 2026 financial year, referred to 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, 2025, which constitutes the report on corporate governance, in accordance with Article L.225-37 of the French Commercial Code, and in particular paragraph 3.2.1.2 "Compensation policy applicable to Directors for the 2026 financial year",

Approved the compensation policy applicable to directors in respect of their offices for the financial year 2026, as detailed in the said document.

Tenth resolution

(Approval of the compensation policy applicable to the Chief Executive Officer for the 2026 financial year, referred to 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, 2025, which constitutes the report on corporate governance, in accordance with Article L.225-37 of the French Commercial Code, and in particular paragraph 3.2.1.4 "Compensation policy applicable to the Chief Executive Officer for the financial year 2026",

Approved the compensation policy applicable to the Chief Executive Officer in respect of his office for the financial year 2026, as detailed in the said document.

Eleventh resolution

(Ratification of the co-option of Robert Schuchna 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,

Resolved, in accordance with Article L.225-24 of the French Commercial Code, to ratify the co-option

of Robert Schuchna as director to replace Marcus Alexanderson, who has resigned, for the remainder of his predecessor's term of office, *i.e.* until the Shareholders' Meeting called to approve the financial statements for the financial year ended December 31, 2028, to be held in 2029.

This co-option was decided by the Board of Directors on October 14, 2025.

Twelfth resolution

(Renewal of Robert Schuchna'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 Robert Schuchna's term of office as Director at the close of this Shareholders' Meeting in accordance

with Article 14.2 of the Company's Articles of Association; and

2. Resolved to reappoint Robert Schuchna 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, 2029, to be held in 2030.

Robert Schuchna 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 Barbara Dalibard'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 Barbara Dalibard's term of office as Director at the close of this Shareholders' Meeting; and

2. Resolved to reappoint Barbara Dalibard 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, 2029, to be held in 2030.

Barbara Dalibard 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

(Renewal of François Auque'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 François Auque's term of office as Director at the close of the Shareholders' Meeting; and

2. Resolved to reappoint François Auque 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, 2029, to be held in 2030.

François Auque 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.

Fifteenth 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 stimulating 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 €500 million;
- the maximum purchase price per Company share is determined at €50, it being specified that in the event of a share capital transaction, notably the capitalization of reserves and the allocation of free shares, splitting of 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 fourteenth resolution of the Annual Shareholders' Meeting of April 29, 2025.

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

Sixteenth 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 fifteenth resolution of the Extraordinary Shareholders' Meeting of April 29, 2025.

Seventeenth 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 Commercial Code and, of Articles L. 3332-1 *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 set 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-second resolution of the Extraordinary Shareholders' Meeting of April 29, 2025 or any resolution that may replace it (notably the eighteenth 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 29, 2025 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.

Eighteenth 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 twenty-first resolution of the Extraordinary

Shareholders' Meeting of April 29, 2025 or any resolution that may replace it (notably the seventeenth 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 29, 2025 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.

Nineteenth resolution

(Authorization to be granted to the Board of Directors to allot free shares to employees and officers of the Company and its subsidiaries)

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 resolving in accordance with the provisions of Articles L.225-129 *et seq.*, L.225-197-1 *et seq.* and L.22-10-59 of the French Commercial 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 make free share allotments, on one or more occurrences, of existing shares and/or shares to be issued by the Company to employees and/or corporate officers of the Company and/or companies or groupings that are directly or indirectly related to it, as defined in Article L.225-197-2 of the French Commercial Code, or to certain categories of such employees and/or corporate officers;
2. Resolved that the Board of Directors shall determine the identity of the beneficiaries of the allocations and the number of shares allocated to each of them, the conditions of allocation and the criteria for allocating the shares.

The Board of Directors shall make the allocation of all shares subject to a condition of presence

and to performance conditions for corporate officers, members of the Executive Committee and members of country management bodies. For other beneficiaries, all or some of the shares allocated may be subject to a presence-only condition, it being specified that the total number of free shares allocated subject to a presence-only condition may not exceed 20% of the number of shares that may be allocated under this resolution.

Performance conditions will be assessed over a minimum period of three years and will include average percentage change in EBITA, average ratio of free cash flow before interest and taxes/EBITDAaL, deployment of the ESG roadmap as assessed by a Rexel internal CSR index comprising four sub-criteria, and Rexel share performance compared with the SBF 120 GR index.

3. Resolved that the number of shares that may be allotted free of charge under this authorization may not exceed 1.4% of the Company's share capital over a period of 26 months, measured as at the date of the Board of Directors' decision to make the allotment, it being specified that:
 - this limit is determined without taking into account any legislative, regulatory or contractual adjustments required to safeguard the rights of beneficiaries; and
 - the total number of free shares allocated may not exceed 10% of the share capital at the date of the Board of Directors' decision to allocate

them, it being specified that, in accordance with Article L.225-197-1 of the French Commercial Code, this percentage does not include shares which have not been definitively allocated at the end of the vesting period set out in paragraph 4 below, or shares which are no longer subject to the retention obligation determined by the Board of Directors.

This limit of 1.4% of the Company's share capital shall include, where applicable, shares to be allocated to the Company's corporate officers, it being specified that such allocations may not exceed 10% of the allocations made pursuant to this authorization;

4. Resolved that the allotment of shares to their beneficiaries would become definitive at the end of a minimum vesting period of three years;
5. Resolved that the final allocation of shares may take place before the end of the vesting period in the event of the beneficiaries' disability corresponding to the classification in the 2nd or 3rd category provided for in Article L.341-4 of the French Social Security Code (or equivalent outside France) and that the shares will be freely transferable immediately;
6. Authorized the Board of Directors to adjust the number of shares allotted, if necessary, during the vesting period, in the light of any transactions affecting the Company's share capital, so as to preserve the rights of beneficiaries;
7. Authorized the Board of Directors, in the event of the allotment of shares to be issued, to carry out one or more share capital increases through the capitalization of reserves, profits or additional paid-in capital in favor of the beneficiaries of said shares, and duly note that this authorization automatically entails the waiver by shareholders of their preferential right to subscribe for said shares and to the portion of reserves, profits and additional paid-in capital thus capitalized, a transaction for which the Board of Directors has been delegated authority in accordance with Article L.225-129-2 of the French Commercial Code;
8. Granted full powers to the Board of Directors, with the option to sub-delegate such powers in accordance with the applicable laws and regulations, to implement the present authorization, and in particular to:
 - determine whether the shares granted are shares to be issued or existing shares;
 - determine the identity of beneficiaries and the number of shares allocated to each of them;
 - determine the dates on which the shares will be allotted, in accordance with the law;
 - set out the other terms and conditions of the share grants, in particular the vesting and holding periods, in a set of regulations governing the free share plan;
 - decide on the conditions under which the number of shares allotted will be adjusted, in accordance with applicable laws and regulations and, where applicable, contractual stipulations; and
 - more generally, enter into all agreements, draw up all documents, record the share capital increases resulting from definitive allotments, amend the by-laws accordingly, carry out all formalities and make all declarations to all bodies;
9. Resolved that this authorization is granted for a period of 26 months from the date of this Shareholders' Meeting;
10. Resolved that this authorization cancels out the unused portion of any previous authorization for the same purpose, and replaces the authorization granted in the twenty-second resolution of the Extraordinary Shareholders' Meeting of April 30, 2024.

Twentieth resolution

(Authorization to be granted to the Board of Directors to allocate free shares to employees and corporate officers of the Company and its subsidiaries who subscribe for a Rexel Group employee shareholding plan)

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

Having considered the report of the Board of Directors and the Statutory Auditors' special report, and ruling in accordance with the provisions of Articles L.225-129 *et seq.* and L.225-197-1 *et seq.* and L.22-10-59 and L.22-10-60 of the French Commercial 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 grant free of charge existing shares and/or shares to be issued by the Company, on one or more occurrences, to employees and/or officers of the Company and/or companies or groupings that are directly or indirectly related to it, in accordance with the provisions of Article L.225-197-2 of the French Commercial Code, who subscribe to an employee shareholding plan of the Rexel Group that would be set up in particular as part of a capital increase reserved for them, carried out in accordance with the twenty-first resolution of the Extraordinary Shareholders' Meeting of April 29, 2025 or any resolution that may replace it (in particular the seventeenth resolution of this Shareholders' Meeting if it is adopted) or as part of a sale of existing shares reserved for members of a Rexel Group shareholding plan;
2. Resolved that the Board of Directors would determine the identity of the beneficiaries of the allocations and the number of shares allocated to each of them, the conditions of allocation and, where applicable, the criteria for the allocation of the shares. The Board of Directors shall make the allotment of shares subject to a condition of presence;
3. Resolved that the number of shares that may be allotted free of charge under this authorization may not exceed 0.3% of the Company's share capital as assessed on the date of the Board of Directors' decision to make the allotment, it being specified that:
 - this limit is determined without taking into account any legislative, regulatory or contractual adjustments required to safeguard the rights of beneficiaries; and
 - the total number of free shares allocated may not exceed 10% of the share capital at the date of the Board of Directors' decision to allocate them, it being specified that, in accordance with Article L.225-197-1 of the French Commercial Code, this percentage does not include shares which have not been definitively allocated at the end of the acquisition period provided for in paragraph 4 below, or shares which are no longer subject to the retention obligation determined by the Board of Directors, where applicable;
4. Resolved that the allotment of shares to their beneficiaries will become final at the end of a minimum vesting period of three years, with no lock-up period;
5. Resolved that the final allotment of shares may take place before the end of the vesting period in the event of the beneficiaries' disability corresponding to the classification in the 2nd or 3rd category provided for in Article L.341-4 of the French Social Security Code (or equivalent outside France) and that the shares will be freely transferable immediately;
6. Authorized the Board of Directors to adjust the number of free shares allotted during the vesting period, if necessary, to reflect any transactions affecting the Company's share capital, so as to preserve the rights of beneficiaries;
7. In the event of a bonus issue of shares, authorized the Board of Directors to carry out one or more share capital increases by capitalizing reserves, profits or additional paid-in capital in favor of the beneficiaries of said shares, and records that this authorization automatically entails the waiver by shareholders of their preferential subscription rights to subscribe for said shares and to the portion of reserves, profits and additional paid-in capital thus capitalized, for which the Board of Directors has been granted a delegation of authority in accordance with article L.225-129-2 of the French Commercial Code;
8. Granted full powers to the Board of Directors, with the option to sub-delegate such powers in accordance with the applicable laws and regulations, to implement this authorization, in particular in order to:
 - determine whether the free shares granted are shares to be issued or existing shares;

- determine the identity of beneficiaries and the number of shares allocated to each of them;
- determine the dates on which free shares will be allotted, in accordance with the conditions and limits stipulated by law;
- determine the condition of presence and the other terms and conditions of share allocation, in particular the vesting period, in a set of rules for the free share allocation plan;
- decide the conditions under which the number of free shares allocated will be adjusted, in accordance with the applicable legal and regulatory provisions; and
- more generally, enter into all agreements, draw up all documents, record the share capital

increases resulting from definitive allotments, amend the by-laws accordingly, carry out all formalities and make all declarations to all bodies;

9. Resolved that this authorization be granted for a period of 26 months from the date of this Shareholders' Meeting;
10. Resolved that this authorization cancel out the unused portion of any previous authorization for the same purpose, and replaces the authorization granted in the twenty-third resolution of the Extraordinary Shareholders' Meeting of April 30, 2024.

Twenty-first 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.



France

Rexel has installed photovoltaic panels on several supermarkets where solar power now supplies 30% of the hypermarket's energy needs


A photograph of a supermarket aisle with shelves of packaged bread. A hand is visible on the left, reaching for a loaf. The background is blurred, showing more shelves and a person in a blue shirt. The text 'Your participation' is overlaid in white on a green gradient background.

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 Wednesday, April 22, 2026 Châteaufort City George V – 28, avenue George V, 75008 Paris, France</p>	<p>Request should be received at the latest on Thursday, April 16, 2026 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>
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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 Wednesday April 22, 2026 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 2026

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 Wednesday, April 22, 2026 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 fifth business day before the Meeting, *i.e.* **Wednesday, April 15, 2026 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 fifth business day before the Meeting, *i.e.* **Wednesday, April 15, 2026, 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 **Wednesday April 22, 2026** 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 fifth business day before the Shareholders' Meeting; *i.e.* on **Wednesday April 15, 2026 at 00:00** (Paris time), 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 before the date of the Meeting, and no later than **Monday, April 20, 2026 at 12:00 noon** (Paris time), **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 before the date of the Meeting, and no later than **Monday, April 20, 2026 at 12:00 noon** (Paris time), **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 3, 2026, at 9:00 a.m.** (Paris time). Online voting prior to the Meeting will close on the day before the Meeting, *i.e.* **Tuesday, April 21, 2026 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 before **Monday, April 20, 2026, at 12:00 p.m.**, Paris time;
- **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 **Tuesday, April 21 2026, at 3:00 p.m.**, 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 DÉSIRE ASSISTER À CETTE ASSEMBLÉE 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 1 480 480 020 euros
Siège social : 13, boulevard du Fort de Vaux - CS 60002
75017 Paris
479 973 513 RCS Paris

ASSEMBLÉE GÉNÉRALE MIXTE
Convoquée le 22 avril 2026 à 10h30
à Châteaufort' City George V
28, Avenue George V - 75008 PARIS

COMBINED GENERAL MEETING
To be held on April 22th, 2026 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:

Vote simple / Single vote:

Vote double / Double vote:

Nombre d'actions / Number of shares:

Nominal / Registered:

Porteur / Bearer:

Nombre de voix / Number of voting rights:

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
Cf. au verso (2) - See reverse (2)

Je vote **OUI** à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci l'une des cases "Non" ou "Absentions", j'y vote **YES** à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci l'une des cases "Non" ou "Absentions", j'y vote **NO** or I abstain.

1	2	3	4	5	6	7	8	9	10	A	B
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	12	13	14	15	16	17	18	19	C	D	
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21	22	23	24	25	26	27	28	29	30	E	F
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<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"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
41	42	43	44	45	46	47	48	49	50	J	K
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Si des amendements ou des résolutions nouvelles doivent être présentés en assemblée, je vote NON à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci l'une des cases "Non" ou "Absentions", j'y vote NON à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci l'une des cases "Non" ou "Absentions", j'y vote NO to all amendments or new resolutions 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 donne procuration (cf. au verso verso (4) à M. M. M. ou Mlle, M. M. ou Mlle, Raison Sociale pour voter en mon nom.

I appoint (see reverse (4) Mr, Mrs or Miss, Corporate Name to vote on my behalf.

Préciser après les coordonnées, quel formulaire doit parvenir au siège social.

To be completed, state completed form must be returned to later than:

1^{er} formulaire / 1st communication / on 1st notification: 20 avril 2026, 12H00

2nd formulaire / 2nd communication / on 2nd notification:

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 ne 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 (des 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)

I HEREBY APPOINT: See reverse (4)

M. M. M. 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 l'intermédiaire), cela vaut automatiquement pour le Président de l'Assemblée Générale = If the form is returned dated and signed but no choice is checked (admission card / ballot vote / power of attorney to the President / power of attorney to a representative), this automatically applies to 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 Chairwoman of the Board of Directors – 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.* **Thursday, April 16, 2026**.

The responses to the written questions will be posted on the Company's website: <https://www.rexel.com/en/investors-analysts/shareholders-meeting>.

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 Company's website: <https://www.rexel.com/en/investors-analysts/shareholders-meeting> (section: Investor/Event/Annual General Shareholders' Meeting) beginning on the 21st day preceding the Meeting, *i.e.* **Wednesday, April 1, 2026**.

Broadcast of the Shareholders' Meeting

The Shareholders' Meeting will be broadcast live *via* a video webcast available at the <https://www.rexel.com/en/investors-analysts/shareholders-meeting> website. The video recording will be available after the Shareholders' Meeting.

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