

REXEL

A French *Société anonyme* with registered capital: 1,522,125,530 euros

Registered Office: 13, boulevard du Fort de Vaux - 75017 PARIS

Paris Trade and Companies Register No. 479 973 513

COMBINED GENERAL MEETING OF SHAREHOLDERS HELD ON 22 APRIL 2021

OUTCOME OF THE VOTE ON RESOLUTIONS (Article R.225-106-1 of the French Commercial Code)

Rexel informs its shareholders of the outcome of the vote on the resolutions submitted to the Combined General Meeting of Shareholders' held on Thursday 22 April at 10:30 a.m. at the Company's Registered Office, 13, boulevard du Fort de Vaux - 75017 PARIS.

Ordinary resolutions:

- | | |
|---|-------------|
| • Number of issued shares: | 304,425,106 |
| • Number of shares with voting rights: | 303,510,418 |
| • Number of shareholders present or duly represented: | 1,652 |
| • Number of shares present, duly represented or having voted by mail: | 249,918,269 |
| • Number of votes present, duly represented or having voted by mail: | 249,918,269 |
| • Quorum: | 82.342% |

Ordinary Resolutions

Nb	Resolution	Result	For		Against		Vote withhold		Total votes	Shares represented by the votes cast	Percentage of the share capital represented by the votes cast	Out of vote voting rights	Null voting rights	Quorum
			Votes	%	Votes	%	Votes	%						
1	Approval of the annual financial statements for the financial year ended December 31, 2020													
	1	Carried	249 263 774	> 99,99 %	6 455	< 0,01 %	648 040	-	249 270 229	249 918 269	82,095 %	0	0	82,342 %
2	Approval of the consolidated financial statements for the financial year ended December 31, 2020													
	2	Carried	249 263 714	> 99,99 %	6 515	< 0,01 %	648 040	-	249 270 229	249 918 269	82,095 %	0	0	82,342 %
3	Allocation of results for the financial year ended December 31, 2020, distribution of an amount of €0.46 per share by deduction from the issue premium													
	3	Carried	247 765 673	99,15 %	2 126 889	0,85 %	25 707	-	249 892 562	249 918 269	82,095 %	0	0	82,342 %
4	Authorization of agreements referred to in Articles L.225-38 et seq. of the French Commercial Code													
	4	Carried	249 885 229	> 99,99 %	6 765	< 0,01 %	26 275	-	249 891 994	249 918 269	82,095 %	0	0	82,342 %
5	Approval of the compensation policy applying to the Chairman of the Board of Directors for the 2021 financial year, pursuant to Article L.22-10-8 of the French Commercial Code													
	5	Carried	249 717 347	99,93 %	171 754	0,07 %	29 168	-	249 889 101	249 918 269	82,095 %	0	0	82,342 %
6	Approval of the compensation policy applying to the Directors for the financial year 2021, pursuant to Article L.22-10-8 of the French Commercial Code													
	6	Carried	249 486 082	99,84 %	403 322	0,16 %	28 865	-	249 889 404	249 918 269	82,095 %	0	0	82,342 %

Ordinary Resolutions

Nb	Resolution	Result	For		Against		Vote withhold		Total votes	Shares represented by the votes cast	Percentage of the share capital represented by the votes cast	Out of vote voting rights	Null voting rights	Quorum
			Votes	%	Votes	%	Votes	%						
7	Approval of the compensation policy applying to the Chief Executive Officer for the financial year 2021, until the end of Patrick Berard's term of office as Chief Executive Officer, pursuant to Article L.22-10-8 of the French Commercial Code													
	7	Carried	244 678 458	97,91 %	5 210 823	2,09 %	28 988	-	249 889 281	249 918 269	82,095 %	0	0	82,342 %
8	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, 2020													
	8	Carried	246 260 221	98,55 %	3 629 970	1,45 %	27 935	-	249 890 191	249 918 126	82,095 %	0	143	82,342 %
9	Approval of the fixed, variable and exceptional components making up the total compensation and the benefits of any kind paid or allocated in respect of the 2020 financial year to Ian Meakins, Chairman of the Board of Directors													
	9	Carried	248 090 181	99,28 %	1 799 717	0,72 %	28 371	-	249 889 898	249 918 269	82,095 %	0	0	82,342 %
10	Approval of the fixed, variable and exceptional components making up the total compensation and the benefits of any kind paid or allocated in respect of the 2020 financial year to Patrick Berard, Chief Executive Officer													
	10	Carried	240 656 888	96,51 %	8 693 409	3,49 %	567 972	-	249 350 297	249 918 269	82,095 %	0	0	82,342 %
11	Renewal of the term of office of François Henrot as director													
	11	Carried	245 721 843	98,78 %	3 031 160	1,22 %	1 165 266	-	248 753 003	249 918 269	82,095 %	0	0	82,342 %
12	Renewal of the term of office of Marcus Alexanderson as director													
	12	Carried	240 288 522	96,60 %	8 464 448	3,40 %	1 165 299	-	248 752 970	249 918 269	82,095 %	0	0	82,342 %

Ordinary Resolutions

Nb	Resolution	Result	For		Against		Vote withhold		Total votes	Shares represented by the votes cast	Percentage of the share capital represented by the votes cast	Out of vote voting rights	Null voting rights	Quorum
			Votes	%	Votes	%	Votes	%						
13	Renewal of the term of office of Maria Richter as director													
	13	Carried	248 733 609	> 99,99 %	19 361	< 0,01 %	1 165 299	-	248 752 970	249 918 269	82,095 %	0	0	82,342 %
14	Authorization to be granted to the Board of Directors to carry out transactions on the Company's shares													
	14	Carried	248 314 057	99,55 %	1 125 699	0,45 %	478 513	-	249 439 756	249 918 269	82,095 %	0	0	82,342 %
25	Approval of the compensation policy applying to the Chief Executive Officer for the financial year 2021, as from the appointment of Guillaume Texier as Chief Executive Officer, pursuant to Article L. 22-10-8 of the French Commercial Code													
	25	Carried	240 706 145	96,58 %	8 516 255	3,42 %	695 869	-	249 222 400	249 918 269	82,095 %	0	0	82,342 %
26	Appointment of Guillaume Texier as Director													
	26	Carried	249 789 134	99,96 %	102 547	0,04 %	26 588	-	249 891 681	249 918 269	82,095 %	0	0	82,342 %
27	Powers to carry out legal formalities													
	27	Carried	249 885 573	> 99,99 %	6 303	< 0,01 %	26 393	-	249 891 876	249 918 269	82,095 %	0	0	82,342 %

Extraordinary resolutions:

• Number of issued shares:	304,425,106
• Number of shares with voting rights:	303,510,418
• Number of shareholders present or duly represented:	1,652
• Number of shares present, duly represented or having voted by mail:	249,918,269
• Number of votes present, duly represented or having voted by mail:	249,918,269
• Quorum:	82.342%

Extraordinary Resolutions

Nb	Resolution	Result	For		Against		Vote withhold		Total votes	Shares represented by the votes cast	Percentage of the share capital represented by the votes cast	Out of vote voting rights	Null voting rights	Quorum
			Votes	%	Votes	%	Votes	%						
15	Authorization to be granted to the Board of Directors to carry out a share capital decrease by cancellation of shares													
	15	Carried	247 905 573	99,20 %	2 005 363	0,80 %	7 333	-	249 910 936	249 918 269	82,095 %	0	0	82,342 %
16	Delegation of authority to be granted to the Board of Directors to decide upon the issuance of ordinary shares or securities that are equity securities giving access to other equity securities or giving right to the allocation of debt securities, or of securities giving access to equity securities to be issued, with upholding of the shareholders' PSR													
	16	Carried	238 636 205	95,49 %	11 274 874	4,51 %	7 190	-	249 911 079	249 918 269	82,095 %	0	0	82,342 %
17	Delegation to the Board of Directors to decide upon the issuance by way of public offering of ordinary shares or securities that are equity securities giving access to other equity securities or giving right to the allocation of debt securities /securities giving access to equity securities to be issued, with cancellation of the shareholders' PSR													
	17	Carried	240 529 928	96,25 %	9 380 611	3,75 %	7 730	-	249 910 539	249 918 269	82,095 %	0	0	82,342 %
18	Delegation of authority to be granted to the Board of Directors to decide upon the issuance by way of public offering referred to in Article L.411-2, 1° of the French Monetary and Financial Code, of ordinary shares or securities that are equity securities giving access to other equity securities or giving right to the allocation of debt securities, or of securities giving access to equity securities to be issued, without the shareholders' PSR													
	18	Carried	235 295 177	94,15 %	14 615 432	5,85 %	7 660	-	249 910 609	249 918 269	82,095 %	0	0	82,342 %
19	Delegation of authority to be granted to the Board of Directors in view of increasing the amount of the issuances carried out with upholding or without PSR of the shareholders, pursuant to the sixteenth, seventeenth and eighteenth resolutions													
	19	Carried	230 438 379	92,22 %	19 450 754	7,78 %	29 136	-	249 889 133	249 918 269	82,095 %	0	0	82,342 %
20	Delegation of powers to be granted to the Board of Directors to decide to issue ordinary shares or securities conferring access to the share capital of the Company within the limit of 10% of the share capital without of the PSR of the shareholders, in consideration for contributions in kind granted to the Company													
	20	Carried	244 375 952	97,79 %	5 533 703	2,21 %	8 614	-	249 909 655	249 918 269	82,095 %	0	0	82,342 %

Extraordinary Resolutions

Nb	Resolution	Result	For		Against		Vote withhold		Total votes	Shares represented by the votes cast	Percentage of the share capital represented by the votes cast	Out of vote voting rights	Null voting rights	Quorum
			Votes	%	Votes	%	Votes	%						
21	Authorization to be granted to the Board of Directors to increase the share capital by issuance of ordinary shares or securities that are equity securities giving access to other equity securities of the Company or giving right to the allocation of debt securities, or of securities giving access to equity securities to be issued, without of the shareholders' PSR, to the benefit of members of a savings plan													
	21	Carried	246 271 272	98,54 %	3 639 392	1,46 %	7 605	-	249 910 664	249 918 269	82,095 %	0	0	82,342 %
22	Delegation of authority to the Board of Directors to decide upon the issuance of ordinary shares or securities that are equity securities giving access to other equity securities or giving right to the allocation of debt securities, or of securities giving access to equity securities to be issued, without of the shareholders' PSR for the benefit of certain categories of beneficiaries in order to allow the implementation of employee shareholding transactions													
	22	Carried	246 270 743	98,54 %	3 639 476	1,46 %	8 050	-	249 910 219	249 918 269	82,095 %	0	0	82,342 %
23	Delegation of authority to be granted to the Board of Directors to decide to increase the share capital by incorporation of premiums, reserves, profits or other items that may be capitalized													
	23	Carried	249 522 015	99,84 %	388 706	0,16 %	7 548	-	249 910 721	249 918 269	82,095 %	0	0	82,342 %
24	Amendment of Art. 14, 28 and 30 of the by-laws of the Company to update the references to certain provisions of the French Civil Code and the French Commercial Code													
	24	Carried	249 881 607	> 99,99 %	6 717	< 0,01 %	29 945	-	249 888 324	249 918 269	82,095 %	0	0	82,342 %