

REXEL

A French *Société anonyme* with registered capital: 1 528 582 455 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 21 APRIL 2022

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 21, April 2022 at 10:30 a.m. at the Châteaufort City - George V, 28, avenue George V - 75008 PARIS.

Ordinary resolutions:

- Number of issued shares: 305 716 491
- Number of shares with voting rights: 304 836 486
- Number of shareholders present or duly represented: 2 156
- Number of shares present, duly represented or having voted by mail: 265 602 839
- Number of votes present, duly represented or having voted by mail: 265 602 839
- Quorum: 87,13%

Ordinary Resolutions

Résolutions		Type	Voting time	Participating votes				Non-participating votes (Abstain+Null+Non-voting)	Participating shareholders		% of capital	Out of vote voting rights	Result
				For	%	Against	%		Shares	Votes			
1	Approval of the annual financial statements for the financial year ended December 31, 2021	Ordinary	04/21/2022 12:08:14	264 714 433	100,000%	1 099	0,000%	887 307	265 602 839	265 602 839	86,88%	0	Adopted
2	(Approval of the consolidated financial statements for the financial year ended December 31, 2021	Ordinary	04/21/2022 12:08:57	264 715 032	100,000%	1 099	0,000%	886 708	265 602 839	265 602 839	86,88%	0	Adopted
3	Allocation of results for the financial year ended December 31, 2021, distribution of an amount of €0.75 per share by deduction from the issue premium	Ordinary	04/21/2022 12:09:43	265 157 727	99,834%	441 043	0,166%	4 069	265 602 839	265 602 839	86,88%	0	Adopted
4	(Authorization of agreements referred to in Articles L.225-38 et seq. of the French Commercial Code	Ordinary	04/21/2022 12:10:26	265 589 454	99,999%	3 661	0,001%	9 724	265 602 839	265 602 839	86,88%	0	Adopted
5	Approval of the compensation policy applying to the Chairman of the Board of Directors for the 2022 financial year, pursuant to Article L.22-10-8 of the French Commercial Code	Ordinary	04/21/2022 12:11:12	265 085 651	99,809%	507 716	0,191%	9 472	265 602 839	265 602 839	86,88%	0	Adopted
6	Approval of the compensation policy applying to the Directors for the 2022 financial year, pursuant to Article L.22-10-8 of the French Commercial Code	Ordinary	04/21/2022 12:11:53	262 038 170	98,661%	3 556 683	1,339%	7 986	265 602 839	265 602 839	86,88%	0	Adopted
7	Approval of the compensation policy applying to the Chief Executive Officer for the 2022 financial year, pursuant to Article L.22-10-8 of the French Commercial Code	Ordinary	04/21/2022 12:12:36	251 162 326	95,002%	13 214 550	4,998%	1 225 963	265 602 839	265 602 839	86,88%	0	Adopted

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, 2021	Ordinary	04/21/2022 12:13:26	255 487 433	96,197%	10 099 701	3,803%	15 705	265 602 839	265 602 839	86,88%	0	Adopted
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 2021 financial year to Ian Meakins, Chairman of the Board of Directors	Ordinary	04/21/2022 12:14:16	265 035 387	99,791%	555 472	0,209%	11 980	265 602 839	265 602 839	86,88%	0	Adopted
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 2021 financial year to Patrick Berard, Chief Executive Officer until September 1, 2021	Ordinary	04/21/2022 12:15:06	216 464 985	81,982%	47 575 072	18,018%	1 562 782	265 602 839	265 602 839	86,88%	0	Adopted
11	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 2021 financial year to Guillaume Texier, Chief Executive Officer from September 1, 2021	Ordinary	04/21/2022 12:15:57	250 643 093	94,371%	14 950 221	5,629%	9 525	265 602 839	265 602 839	86,88%	0	Adopted
12	Ratification of the co-option of Barbara Dalibard as Director	Ordinary	04/21/2022 12:16:36	262 927 898	98,997%	2 663 767	1,003%	11 174	265 602 839	265 602 839	86,88%	0	Adopted
13	Renewal of the term of office of Barbara Dalibard as Director	Ordinary	04/21/2022 12:17:16	255 461 692	96,696%	8 728 027	3,304%	1 413 120	265 602 839	265 602 839	86,88%	0	Adopted
14	Renewal of the term of office of François Auque as Director	Ordinary	04/21/2022 12:17:55	259 545 006	98,497%	3 960 227	1,503%	2 097 606	265 602 839	265 602 839	86,88%	0	Adopted
15	Renewal of the term of office of Agnès Touraine as Director	Ordinary	04/21/2022 12:18:32	244 446 000	92,767%	19 059 265	7,233%	2 097 574	265 602 839	265 602 839	86,88%	0	Adopted
16	Renewal of the mandate of KPMG SA as Statutory Auditor	Ordinary	04/21/2022 12:19:09	257 363 754	96,902%	8 228 266	3,098%	10 819	265 602 839	265 602 839	86,88%	0	Adopted
17	Renewal of the mandate of Salustro Reydel as alternate Statutory Auditor	Ordinary	04/21/2022 12:19:46	262 936 615	99,000%	2 655 475	1,000%	10 749	265 602 839	265 602 839	86,88%	0	Adopted
18	Authorization to the Board of Directors to carry out transactions on the Company's shares	Ordinary	04/21/2022 12:20:25	264 867 579	99,930%	184 336	0,070%	550 924	265 602 839	265 602 839	86,88%	0	Adopted

Extraordinary resolutions:

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Resolution	Type	Voting time	Participating votes				Non-participating votes (Abstain+Null+Non-voting)		Participating shareholders		% of capital	Out of vote voting rights	Result
			For	%	Against	%	Shares	Votes					
19	Authorization to the Board of Directors to carry out a share capital decrease by cancellation of shares	Extraordinary	04/21/2022 12:21:03	265 469 256	99,953%	124 120	0,047%	9 463	265 602 839	265 602 839	86,88%	0	Adopted
20	Authorization to the BoD to increase the share capital by issuance of shares or sec. that are equity sec. giving access to other equity sec. or giving right to the allocation of debt sec./ sec. giving access to equity sec., with cancellation of the shareholders' PSR, to the members of a savings plan	Extraordinary	04/21/2022 12:21:48	257 448 171	96,934%	8 143 331	3,066%	11 337	265 602 839	265 602 839	86,88%	0	Adopted
21	Delegation to BoD to the issuance of shares/sec. that are equity sec. giving access to other equity sec./giving right to the alloc. of debt sec./sec. giving access to equity sec. with suppr of the shareholders' PSR for certain beneficiaries to the employee shareholding transactions	Extraordinary	04/21/2022 12:22:35	257 447 519	96,934%	8 143 569	3,066%	11 751	265 602 839	265 602 839	86,88%	0	Adopted

22	Authorization to be granted to the Board of Directors to grant free shares to the employees and to the corporate officers of the Company and its subsidiaries	Extraordinary	04/21/2022 12:23:15	253 271 398	95,481%	11 987 535	4,519%	343 906	265 602 839	265 602 839	86,88%	0	Adopted
23	Authorization to the Board of Directors to grant free shares to the employees and to the corporate officers of the Company and its subsidiaries subscribing to a Group shareholding plan	Extraordinary	04/21/2022 12:23:55	255 200 826	96,085%	10 398 204	3,915%	3 809	265 602 839	265 602 839	86,88%	0	Adopted
24	Powers to carry out legal formalities	Extraordinary	04/21/2022 12:24:31	265 595 672	99,999%	1 948	0,001%	5 219	265 602 839	265 602 839	86,88%	0	Adopted