

REXEL

A French *Société anonyme* with registered capital: 1 495 183 095 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 29 APRIL 2025

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 Tuesday 29, April 2025 at 10:30 a.m. at the Châteauform'City - George V, 28, avenue George V - 75008 PARIS.

- Number of issued shares: 299,036,619
- Number of shares with voting rights: 295,856,569
- Number of shareholders present or duly represented: 3,221
- Number of shares present, duly represented or having voted by mail: 254,844,742
- Number of votes present, duly represented or having voted by mail: 254,844,742
- Quorum: 86,13 %

The details of the outcome of the vote and the general quorum of the Combined General Meeting of Shareholders' are included in Appendices 1 and 2.

APPENDIX 1: OUTCOME OF THE VOTE

Details of the voting results and the general quorum of the mixed general assembly below:

Resolution	Type	Vote Time	Votes valid for majority				Votes not valid for majority			Presents & Represented		Shares valid for majority		Excluded voting rights	State of adoption	
			For	%	Against	%	Abstain	Invalid	Not voted	Shares	Votes	For + Against	% of shares capital			
1	Approval of the financial statements for the financial year ended December 31, 2024	Ordinary	29/04/2025 11:31:57	253 658 702	>99,99%	15 229	<0,01%	1 169 217	0	1 594	254 844 742	254 844 742	253 673 931	84,83%	0	Carried
2	Approval of the consolidated financial statements for the financial year ended December 31, 2024	Ordinary	29/04/2025 11:32:30	253 658 846	>99,99%	15 269	<0,01%	1 169 157	0	1 470	254 844 742	254 844 742	253 674 115	84,83%	0	Carried
3	Allocation of net result for the financial year ended December 31, 2024, distribution of €1.20 per share from net profit	Ordinary	29/04/2025 11:33:07	254 663 678	99,93%	178 323	0,07%	1 071	0	1 670	254 844 742	254 844 742	254 842 001	85,22%	0	Carried
4	Approval of agreements governed by articles L.225-38 et seq. of the French Commercial Code	Ordinary	29/04/2025 11:33:43	254 838 034	>99,99%	2 208	<0,01%	3 030	0	1 470	254 844 742	254 844 742	254 840 242	85,22%	0	Carried
5	Approval of the compensation policy applicable to the Chairman of the Board of Directors for financial year 2025, as provided for in article L.22-10-8 of the French Commercial Code	Ordinary	29/04/2025 11:34:24	254 608 273	99,91%	223 803	0,09%	11 196	0	1 470	254 844 742	254 844 742	254 832 076	85,22%	0	Carried
6	Approval of the compensation policy applicable to directors for the 2025 financial year, as provided for in article L.22-10-8 of the French Commercial Code	Ordinary	29/04/2025 11:34:58	253 931 232	99,65%	900 714	0,35%	11 253	0	1 543	254 844 742	254 844 742	254 831 946	85,22%	0	Carried
7	Approval of the compensation policy applicable to the Chief Executive Officer for the 2025 financial year, as provided for in article L.22-10-8 of the French Commercial Code	Ordinary	29/04/2025 11:35:36	239 481 557	94,39%	14 241 321	5,61%	1 120 369	0	1 495	254 844 742	254 844 742	253 722 878	84,85%	0	Carried
8	Approval of the information required under article L.22-10-9, I of the French Commercial Code for the financial year ended December 31, 2024	Ordinary	29/04/2025 11:36:13	248 193 742	97,39%	6 644 171	2,61%	5 334	0	1 495	254 844 742	254 844 742	254 837 913	85,22%	0	Carried
9	Approval of the fixed, variable and exceptional items of the total compensation and benefits of any kind paid or granted in respect of the 2024 financial year to Mrs Agnès Touraine, Chairwoman of the Board of Directors	Ordinary	29/04/2025 11:36:59	254 759 588	99,97%	71 906	0,03%	11 705	0	1 543	254 844 742	254 844 742	254 831 494	85,22%	0	Carried
10	Approval of the fixed, variable and exceptional items of the total compensation and benefits of any kind paid or granted in respect of the 2024 financial year to Guillaume Texier, Chief Executive Officer	Ordinary	29/04/2025 11:37:42	245 520 025	96,77%	8 201 981	3,23%	1 121 053	0	1 683	254 844 742	254 844 742	253 722 006	84,85%	0	Carried
11	Renewal of Marcus Alexanderson's term of office as director	Ordinary	29/04/2025 11:38:16	234 130 605	91,87%	20 710 154	8,13%	2 488	0	1 495	254 844 742	254 844 742	254 840 759	85,22%	0	Carried
12	Renewal of Guillaume Texier's term of office as director	Ordinary	29/04/2025 11:38:47	249 801 389	98,42%	4 013 584	1,58%	1 028 274	0	1 495	254 844 742	254 844 742	253 814 973	84,88%	0	Carried
13	Renewal of Agnès Touraine's term of office as director	Ordinary	29/04/2025 11:39:18	249 265 580	97,81%	5 575 389	2,19%	2 278	0	1 495	254 844 742	254 844 742	254 840 969	85,22%	0	Carried
14	Authorization for the Board of Directors to trade in the Company's shares	Extraordinary	29/04/2025 11:39:52	254 558 409	99,92%	213 831	0,08%	71 007	0	1 495	254 844 742	254 844 742	254 772 240	85,20%	0	Carried
15	Authorization to be granted to the Board of Directors to decrease share capital by cancelling shares	Extraordinary	29/04/2025 11:40:27	254 654 610	99,94%	158 973	0,06%	29 689	0	1 470	254 844 742	254 844 742	254 813 583	85,21%	0	Carried

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' preferential subscription right	Extraordinary	29/04/2025 11:40:59	235 081 654	92,25%	19 743 930	7,75%	17 658	0	1 500	254 844 742	254 844 742	254 825 584	85,22%	0	Carried
17	Delegation of authority to be granted to the Board of Directors to decide upon the issuance by way of public offering - other than the offers referred to in article L.411-2, 1° of the French Monetary and Commercial Code - of ordinary shares or securities that are equity securities giving access to other equity securities or giving right to the allocation of debt securities, or of securities giving access to equity securities to be issued, with cancellation of the shareholders' preferential subscription right)	Extraordinary	29/04/2025 11:41:33	245 420 664	96,31%	9 390 807	3,69%	31 771	0	1 500	254 844 742	254 844 742	254 811 471	85,21%	0	Carried
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, with cancellation of the shareholders' preferential subscription right	Extraordinary	29/04/2025 11:42:07	242 878 655	95,31%	11 946 319	4,69%	18 268	0	1 500	254 844 742	254 844 742	254 824 974	85,22%	0	Carried
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 cancellation of the preferential subscription right of the shareholders, pursuant to the sixteenth, seventeenth and eighteenth resolutions	Extraordinary	29/04/2025 11:42:42	231 528 893	91,06%	22 716 940	8,94%	597 409	0	1 500	254 844 742	254 844 742	254 245 833	85,02%	0	Carried
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 with cancellation of the preferential subscription right of the shareholders, in consideration for contributions in kind granted to the Company	Extraordinary	29/04/2025 11:43:19	253 048 880	99,31%	1 763 605	0,69%	30 757	0	1 500	254 844 742	254 844 742	254 812 485	85,21%	0	Carried
21	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	Extraordinary	29/04/2025 11:43:52	250 198 258	98,18%	4 627 401	1,82%	17 583	0	1 500	254 844 742	254 844 742	254 825 659	85,22%	0	Carried
22	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	Extraordinary	29/04/2025 11:44:33	250 198 832	98,18%	4 626 060	1,82%	18 350	0	1 500	254 844 742	254 844 742	254 824 892	85,22%	0	Carried
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	Extraordinary	29/04/2025 11:45:12	254 466 238	99,86%	358 597	0,14%	18 407	0	1 500	254 844 742	254 844 742	254 824 835	85,22%	0	Carried
24	Modification of Article 17 of the Company's bylaws regarding proceedings for deliberation of the Board of Directors	Extraordinary	29/04/2025 11:45:51	254 806 979	>99,99%	18 160	<0,01%	18 103	0	1 500	254 844 742	254 844 742	254 825 139	85,22%	0	Carried
25	Powers for legal formalities	Extraordinary	29/04/2025 11:46:21	254 824 820	>99,99%	3 876	<0,01%	14 546	0	1 500	254 844 742	254 844 742	254 828 696	85,22%	0	Carried

APPENDIX 2: GENERAL QUORUM

**REXEL
Annual General Meeting, Tuesday 29 April 2025**

QUORUM

CAPITAL SHARES	299 036 619
OWN SHARES HELD	3 140 050
VOTING SHARES	295 896 569
REQUIRED QUORUM: 25% OF VOTING SHARES	73 974 143

The quorum reached is 86.13%

It represents 254,844,742 shares for 3,221 shareholders

86.13% of the 295,896,569 shares entitled to vote

	SHAREHOLDERS	SHARES	%	VOTES
Presents	38	371 295	0,13%	371 295
Represented	2	136	0,00%	136
Proxies to chairman	593	148 324	0,05%	148 324
Direct votes	2 588	254 324 987	85,95%	254 324 987
Total	3 221	254 844 742	86,13%	254 844 742

THE GENERAL MEETING MAY VALIDLY DELIBERATE