



Paris, 1 February 2008

*This is a press release of Kelium S.A.S. pursuant to the provisions of Section 9b(1), of the Dutch Securities Trade Supervision Decree 1995 (Besluit toezicht effectenverkeer 1995) (the Bte 1995). This announcement does not constitute an offer for any shares or bonds in Hagemeyer N.V.*

## **TWO MEMBERS TO JOIN THE FUTURE MANAGEMENT BOARD OF HAGEMEYER UPON SUCCESSFUL COMPLETION OF REXEL'S OFFER**

Reference is made to the recommended public offer made by Kelium S.A.S. (the **Offeror**), an indirect subsidiary of Rexel S.A. (**Rexel**), for all the issued and outstanding ordinary shares in the share capital of Hagemeyer N.V. (**Hagemeyer**) and (ii) all issued and outstanding 3.50 percent subordinated convertible bonds due 2012 (the **Offer**).

In connection with the Offer, Kelium announces that Maarten Henderson and Henk Scheffers shall be nominated to be appointed by Hagemeyer's general meeting of shareholders as Hold Separate Manager and Trustee, respectively, (the "B Directors") of the management board of Hagemeyer, subject to the Offeror having declared its Offer unconditional (*gestanddoening*) (which is, amongst others, subject to the relevant antitrust clearances as set out in the offer memorandum, dated 21 December 2007). This general meeting of shareholders of Hagemeyer shall take place as soon as possible after settlement of the Offer on a date yet to be determined.

As disclosed in the offer memorandum, dated 21 December 2007 (the **Offer Memorandum**), Rexel and Sonepar agreed on a specific governance framework that will remain in place until completion of the transfer of the Sonepar Entities to Sonepar. This framework is designed to facilitate and ensure the implementation of the agreed sale of these assets to Sonepar as soon as practicable and ensure that, in the meantime, the Sonepar Entities will be managed separately from the Rexel Entities.

In particular, the Hold Separate Manager, Maarten Henderson, will be in charge of oversight and supervision of the management of the Sonepar Entities pending their transfer to Sonepar and will monitor the divestiture process of the Sonepar Entities.

The Trustee, Henk Scheffers, will be in charge of implementing and facilitating the sale of the Sonepar Entities to Sonepar and ensuring implementation and compliance with the corporate governance framework and other mechanisms agreed by Rexel and Sonepar in view of ensuring such sales.

Reference is made to Section 5.14.5 (a) (*Composition of the Management Board*) and Section 5.16.5 (*Corporate Governance*) of the Offer Memorandum.

- Maarten Henderson, aged 59, has been non-executive Chairman of PV Crystalox PLC, a company listed in London, since June 2007. Prior to that, he held several positions as Chief Financial Officer and member of the Board of Management of several companies, including from 2000 to 2004 Royal KPN N.V., listed in both Amsterdam and New York. He started his career at Philips Electronics N.V. in 1972 ending as member of the Board of Management and CFO of Philips Kommunikations Industrie AG in 1996.
- Henk Scheffers, aged 60, has been member of the Executive Board of Directors of SHV Holdings N.V. from 1999 to June 2007. Prior to that, he was Chief Financial Officer and member of the board of Leaseplan Corp. from 1993 to 1999. He started his career with Royal Bunge in 1974 and was CEO and president for the period 1982-1992. He holds multiple Supervisory Directorships, being member of the Supervisory Board and Chairman of the Audit Committee of both Royal Friesland Foods and Wolters Kluwer N.V. He is also member of the Investment Committee of NPM Capital, member of the Supervisory Board of Aalberts Industries N.V., and Vice Chairman of the Supervisory Board of Flint Holding N.V.

## Further information

The information in this announcement is not complete and for further information reference is made to the Offer Memorandum.

Copies of the Offer Memorandum are available on the websites of Hagemeyer ([www.hagemeyer.com](http://www.hagemeyer.com)) and Rexel ([www.rexel.com](http://www.rexel.com)), as well as on the website of the information agent ([www.dfking.com](http://www.dfking.com)). Copies of the Offer Memorandum are also available free of charge at the offices of the Exchange Agent and can be obtained by contacting the Exchange Agent at the address stated below.

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### **Rexel profile**

Rexel, leading distributor worldwide of electrical supplies, serves three main end-markets: industrial, commercial and residential. The Group is present in 29 countries, with a network of 1,957 branches, and employs 25,400 people. Rexel posted sales of € 10.7 billion in 2006 on a pro-forma basis. Its majority shareholders are an investor group led by Clayton, Dubilier & Rice, Eurazeo and Merrill Lynch Global Private Equity.

Rexel is listed on the Eurolist market of Euronext Paris (compartment A, ticker RXL, ISIN code FR0010451203). It is integrated in the following indices: NEXT 150, SBF 120, and CAC Mid 100.

For more information, visit Rexel's web site at [www.rexel.com](http://www.rexel.com)

### **Sonepar profile**

Sonepar Group is a worldwide technical solutions provider to electrical industry professionals. With € 9.45 billion of turnover in 2006, and a double digit average growth for the last 20 years, Sonepar is now operating with more than 23,000 associates in 29 countries on four continents.

In 1982, through the acquisition of then equal size Dutch peer Otra NV, the group began to build its European dimension, and has pursued international expansion thereafter through targeted acquisitions in North and South America and Asia.

For more information, visit Sonepar's web site at [www.sonepar.com](http://www.sonepar.com)

### **Restrictions**

*The Offer is not being made, and the Shares and/or the Bonds will not be accepted for purchase from or on behalf of any Shareholders and/or Bondholders in any jurisdiction in which the making of the Offer or acceptance thereof would not be in compliance with the securities or other laws or regulations of such jurisdiction or would require any registration, approval or filing with any regulatory authority not expressly contemplated by the terms of the Offer Memorandum. Persons obtaining the Offer Memorandum are required to take due note and observe all such restrictions and obtain any necessary authorisations, approvals or consents. Any failure to comply with any such restrictions may constitute a violation of the law of any such jurisdiction. Neither the Offeror, nor Hagemeyer, nor any of their advisers accepts any liability for any violation by any person of any such restriction.*

*In particular, and without limitation, the Offer (i) is not being made, directly or indirectly, in or into Australia, Canada, Japan, Italy or the United States, whether by use of Australian, Canadian, Japanese, Italian or the United States mails or by any other means or instrumentality (including, without limitation, the post, facsimile transmission, telex and telephone or electronic transmission by way of the internet or otherwise) of Australian, Canadian, Japanese, Italian or United States interstate or foreign commerce; and (ii) cannot be accepted by any such use, means or instrumentality or from within Australia, Canada, Japan, Italy or the United States.*

*This press release will also be published in French. In the event of any inconsistencies between the English and the French versions of this announcement, the English version will prevail.*