



Paris, Naarden, 22 February 2008

*This is a joint press release of Hagemeyer N.V. and 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.*

## ACQUISITION OF HAGEMEYER CLEARED BY ANTI-TRUST AUTHORITIES

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 (i) all the issued and outstanding shares with a nominal value of EUR 1.20 each in the share capital of Hagemeyer N.V. (**Hagemeyer**) at a price of EUR 4.85 per share and (ii) all issued and outstanding 3.50 percent subordinated convertible bonds due 2012 (the **Offer**).

The European Commission today authorized Rexel to proceed with its proposed acquisition of Hagemeyer's European assets.

The Commission required, as sole remedy, the post-closing divestiture by Rexel of Hagemeyer's electrical wholesale business in Ireland, representing less than 40 million EUR of sales.

This approval marks a significant step towards completion of this strategic transaction for Rexel and Sonepar. Following the Commission's authorization of Sonepar's acquisition of the Sonepar Entities, as set out in Section 5.16.4 and Section 8 of the offer memorandum dated 21 December 2007 (the **Offer Memorandum**), it finalizes the set of antitrust approvals sought by both companies in connection with the transaction.

Subject to the terms of the Offer Memorandum, the tender period under the Offer will expire at 15.00 hours, Amsterdam time on 4 March 2008.

### Further information

The information in this announcement is not complete. 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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### **Hagemeyer profile**

In 2007 Hagemeyer had net revenues of € 6.4 billion (2006: € 6.2 billion) and employed approximately 18,000 employees. More than 90% of Hagemeyer's total revenue is generated by its core Professional Products and Services (PPS) business. PPS focuses on the value-added business-to-business distribution of electrical parts and supplies, safety and other Maintenance, Repair and Operations (MRO) products in some 25 countries across Europe, North America and Asia-Pacific. The remaining part of Hagemeyer's revenues is realized by its Agencies/Consumer Electronics (ACE) business, which distributes consumer electronics and branded products in the Netherlands and Australia and luxury goods in a number of countries in Asia. The Hagemeyer Group has its head office in Naarden, the Netherlands.

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

### **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 1,960 branches, and employs 25,600 people. Rexel posted sales of € 10.7 billion in 2007. 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 10.5 billion euros of turnover in 2007, and a double digit average growth for the last 20 years, Sonepar is now operating with more than 25 250 associates in 29 countries on four continents.

In 1982, through the acquisition of then equal size Dutch peer Otr 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.*