

CAPITAL INCREASE RESERVED FOR EMPLOYEES OF THE REXEL GROUP

Following the Shareholders' General Meeting held on May 20, 2008 as well as the authorization given by the Supervisory Board on July 30, 2008, Rexel launches an employee share purchase plan on preferential terms.

This operation will take place in 24 countries, including France, and will involve more than 95% of the Group's employees. In the majority of the covered countries, subscription will be made via employee shareholding funds ("*fonds communs de placement d'entreprise*", or "**FCPE**") which received approval from the "*Autorité des Marchés Financiers*" ("**AMF**") on September 19, 2008.

Following a first offering scheme conducted in 2007, this offering enables to further strengthen the ties between Rexel and its employees by giving the largest possible number of employees the opportunity to be closely associated to the Group's future growth and performance. This second operation demonstrates Rexel's commitment to open its capital to its employees on a regular basis.

The main terms and conditions of the offering are described below.

ISSUER

REXEL (the "**Company**")

Registered office: 189-193, boulevard Malesherbes, 75017 Paris

Share capital: € 1 279 969 135

Registration number in the Paris Trade and Companies Registry: 479 973 513

Shares traded on: Compartment A of Euronext Paris (France)

ISIN code for ordinary shares: FR0010451203 – RXL

Security admitted to the Deferred Payment Service (*Service de Règlement Différé*)

FRAMEWORK OF THE OFFERING

Authorization of the capital increase reserved for employees: Shareholders' General Meeting dated of May 20, 2008.

Authorization of the principle of the capital increase reserved for employees: Supervisory Board meeting dated of July 30, 2008.

Eligible employees of the Company Group may subscribe shares in the offering directly or through employee shareholding funds ("*fonds communs de placement d'entreprise*", or **FCPE**) established under a Company group savings plan.

SUBSCRIPTION CONDITIONS

Eligible employees: Employees of the participating direct and indirect majority-owned Group's companies, for at least one day between December 12 and December 19, 2008, subject to a seniority condition of three months as of the last day of the subscription period (accumulated between January 1, 2007 and December 19, 2008).

Type of issuance: Issuance of new shares, without preferential subscription rights to existing shareholders.

Subscription period: Eligible employees will be entitled to subscribe to Company shares from December 1, 2008 to December 19, 2008 (inclusive).

Maximum subscription amount: Limited to 1.5 % of the share capital of the Company on the price fixing date (which is expected to occur on December 11, 2008). For informational purposes, on the basis of the Company's share capital of November 27, 2008, the maximum number of ordinary shares to be issued would be 3,839,907, with a maximum amount of the share capital increase of Euros 19,199,535.

Subscription price: Equal to 80 %¹ of the average of the opening price of the Company share on the Eurolist market of Euronext Paris S.A. over the twenty (20) trading days preceding the price fixing date that should occur on December 11, 2008.

Matching contribution: In France, participating employees will benefit from an employer matching contribution at the time of subscription. Outside of France, participating employees will be granted free shares to be delivered on February 28, 2014 provided that continued employment conditions are satisfied (with limited exceptions provided in the free share plan rules). The free shares are expected to be granted by the Management Board on the date of the capital increase with a cap of 965,000 shares.

Voting rights: Voting rights at the Company's Shareholders' Meetings will be exercised directly by the employees when subscriptions are carried out via direct shareholding and by the FCPE's Supervisory Board when subscriptions are carried out via the FCPE.

Creation and listing of the shares: The settlement-delivery of the shares is expected to occur on February 12, 2009. The new shares will bear benefit entitlement (*jouissance*) as of January 1, 2008 and will therefore be fully assimilated to existing shares. Admission of such shares to trading on the Eurolist market of Euronext Paris S.A. on the same listing line as the existing shares will be requested immediately after their issuance.

Lock-up period applicable to the Rexel shares: Employees subscribing to the issuance must hold their shares or FCPE units, until February 28, 2014, except in the occurrence of early exit events as set forth by regulatory provisions.

Reduction of subscription requests: In the event of oversubscription, a reduction will be carried out proportionally above a guaranteed minimum number of shares per subscriber (equal to the maximum number of shares offered divided by the number of subscribers).

Dates relative to the calendar of the operation are indicative and may be changed by the Company.

INTERNATIONAL LEGEND

This press release does not constitute an offer to sell or a solicitation to purchase Rexel shares. The offering of Rexel shares reserved for employees will only be carried out in those countries where such an offering has been registered with or notified to the competent local authorities and/or following the approval of a prospectus by the competent local authorities or in consideration of an exemption from the requirement to prepare a prospectus or register the offering or notify authorities of the offering. IN PARTICULAR, THE SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED IN THE UNITED STATES UNDER THE SECURITIES ACT OF 1933, AND WILL ONLY BE OFFERED IN THE UNITED STATES TO ELIGIBLE EMPLOYEES IN TRANSACTIONS NOT REQUIRING REGISTRATION UNDER SUCH ACT. More generally, the offering will only be carried out in those countries where all required filing procedures and/or consultation or information obligations with respect to organizations representing employees and/or notifications have been completed and the necessary authorizations have been obtained. This press release is not destined for, and copies thereof should not be sent to, countries in which such a prospectus has not been approved or such an exemption is not available or where all of the required filing procedures and/or consultation or information obligations with respect to organizations representing employees and/or notifications have not been completed or where the necessary authorizations have not been obtained.

¹ Except for the United States, where the price will equal 85% of the share price on the price fixing date, if higher.

This press release constitutes the information document required pursuant to Articles 212-4 (paragraph 5) and 212-5 (paragraph 6) of the AMF's General Regulations and to Article 14 of instruction n°2005-11 of December 13, 2005, published in the form of a press release in accordance with Article 221-3 of the AMF's General Regulations.

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Leading distributor worldwide of electrical supplies, Rexel serves three main end markets: industrial, commercial and residential. The Group operates in 34 countries, with a network of some 2,550 sales outlets, and employs 34,000 people. Rexel's pro forma sales were 14.3 billion EUR 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, you can visit the website www.rexel.com