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REXEL LAUNCHES €500 MILLION NOTE OFFERING

Rexel announced today that it intends to offer €500 million of senior unsecured notes maturing in 2018 (the “Notes”), market conditions permitting.

Following the issuance in December 2009/January 2010 of the 8.25% senior notes maturing in 2016 for an amount of €650 million, this new offering will allow Rexel to further enhance its financial flexibility and extend its debt maturity profile.

About the Notes issuance

Rexel intends to offer €500 million of senior unsecured Notes maturing in December 2018 that will be non-callable for four years. The Notes will rank *pari passu* with Rexel’s senior credit facility and the 2016 notes and will be guaranteed by the same Rexel group subsidiaries that already guarantee Rexel’s obligations under the senior credit facility and the 2016 notes.

The Notes will be offered exclusively to institutional investors outside the United States and are expected to be listed on the Luxembourg Stock Exchange (Euro MTF).

Rexel expects the Notes to be rated by Moody's, Fitch and Standard & Poor's. Rating announcements are expected to be released shortly by each of the rating agencies.

BNP Paribas, HSBC and Société Générale Corporate & Investment Banking will act as Joint Global Coordinators and Joint Bookrunners for the Notes offering. Crédit Agricole CIB, ING and Natixis will act as Joint Bookrunners. Bayern LB, BofA Merrill Lynch, CM-CIC and The Royal Bank of Scotland will act as Co-Lead Managers.

Settlement and delivery is expected to take place around May 27, 2011.

This document is not an offer of securities for sale nor the solicitation of an offer to purchase securities in France, in the United States or any other jurisdiction.

The securities described herein may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons unless they are registered or exempt from registration under the U.S. Securities Act of 1933, as amended (the “Securities Act”). The securities described herein have not been and will not be registered under Securities Act and Rexel does not intend to make a public offer of its securities in the United States.

The offer and sale of the Notes in France will be carried out through a private placement to qualified investors, in accordance with article L.411-2 of the French Financial and Monetary Code and other applicable laws and regulations. There will be no public offering in France.

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Rexel, a global leader in the distribution of electrical supplies, serves three main end markets: industrial, commercial and residential. The Group operates in 36 countries, with a network of some 2,200 branches, and employs 28,000 people. Rexel's sales were €12.0 billion in 2010. Its majority shareholders are an investor group led by Clayton, Dubilier & Rice, Eurazeo and BAML Capital Partners.

Rexel is listed on the Eurolist market of Euronext Paris (compartment A, ticker RXL, ISIN code FR0010451203). It is integrated in the following indices: SBF 120, CAC Mid 100, CAC AllTrade, CAC AllShares, FTSE EuroMid and FTSE4Good.

For more information, visit Rexel's web site at www.rexel.com

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No communication and no information in respect of the offering by Rexel of notes (the "Notes") may be distributed to the public in any jurisdiction where a registration or approval is required. No steps have been or will be taken in any jurisdiction where such steps would be required. The offering or subscription of the Notes may be subject to specific legal or regulatory restrictions in certain jurisdictions. Rexel takes no responsibility for any violation of any such restrictions by any person.

This announcement is not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of November 4, 2003 as implemented in each member State of the European Economic Area and amendments thereto, including Directive 2010/73/EU to the extent implemented in the relevant member State of the European Economic Area (the "Prospectus Directive").

This announcement does not, and shall not, in any circumstances constitute a public offering nor an invitation to the public in connection with any offer in any jurisdiction.

The offer and sale of the Notes in France will be carried out through a private placement to qualified investors, in accordance with article L.411-2 of the French Financial and Monetary Code and other applicable laws and regulations. There will be no public offering in France.

With respect to the member States of the European Economic Area, other than France, which have implemented the Prospectus Directive, the Notes may only be offered under circumstances not requiring Rexel to publish a prospectus as provided under article 3(2) of the Prospectus Directive.

This communication does not constitute an offer to the public in the United Kingdom. No prospectus has been or will be approved in the United Kingdom in respect of the Notes. The distribution of this press release is not made, and has not been approved, by an "authorized person" within the meaning of Article 21(1) of the Financial Services and Markets Act 2000. As a consequence, this press release is directed only at persons who (i) are located outside the United Kingdom, (ii) have professional experience in matters relating to investments and fall within Article 19(5) ("investment professionals") of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005, (iii) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc.") of the Financial Services

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In connection with the issue of the Notes, one or more parties named as the stabilizing manager(s) (or persons acting on behalf of any stabilizing manager(s)) may over allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, there is no assurance that the stabilizing manager(s) (or persons acting on behalf of any stabilizing manager(s)) will undertake stabilization action. Any stabilization action or over allotment must be conducted by the relevant stabilizing manager(s) (or person(s) acting on behalf of any stabilizing manager(s)) in accordance with all applicable laws and rules.

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