

REXEL'S 2012 ANNUAL GENERAL MEETING

Rexel, a global leader in the distribution of electrical supplies, held its Shareholders' Assembly today in Paris.

All the resolutions submitted to shareholder vote were approved by a large majority, including those pertaining to the dividend payment and the composition of the Supervisory Board.

Dividend payment

Rexel's annual meeting of shareholders approved the distribution of a dividend of €0.65 per share and also decided to offer each shareholder the option of receiving the dividend payment either in cash or in new Rexel shares. The shareholders can exercise their option from May 24, 2012 (inclusive) to June 12, 2012 (inclusive) upon request to the concerned financial intermediaries. In the event of the absence of exercise of the option before June 12, 2012 (inclusive), the dividend will be paid in cash. The choice will apply to the full dividend amount for which this choice is offered. The price of the new shares issued for the dividend payment is set at € 13.39. The record date is May 23, 2012 and the ex-dividend date is May 24, 2012. The payment in cash or the delivery of the new shares when the option is exercised will be carried out from June 25, 2012. The maximum number of new shares that can be issued if the option is exercised is 12,954,190, i.e. 4.82% of Rexel's share capital and voting rights.

Supervisory Board: Appointment of an independent member and renewed mandates for five members

Shareholders also voted in favour of renewing the mandates of five members of the Supervisory Board for four years: Roberto Quarta, Fritz Fröhlich, Manfred Kindle, François David, and Eurazeo.

Shareholders also approved the appointment of Thomas Farrell as member of the Supervisory Board for four years. His designation as independent member of the Supervisory Board and his appointment as member of the Strategic Committee and member of the Audit Committee were also approved by Rexel's Supervisory Board on May 16 2012.

Thomas Farrell

Thomas Farrell has been with Lafarge since 1990. Prior to joining Lafarge, Thomas Farrell was a corporate attorney with Shearman & Sterling, working at both their New York and Paris offices. After joining Lafarge, Thomas Farrell first worked at the Paris headquarters as Vice-President of Strategy for two years. From 1992 to 2002, he managed various Lafarge operating units in France, Canada and India. In June 2002, Thomas Farrell was appointed EVP of Lafarge North America. In September 2007, he was appointed Lafarge Group EVP, Co-President of the Aggregates & Concrete Division, and a member of the Executive Committee. In January 2012, he became Group EVP, Operations. Thomas Farrell is a graduate of Brown University (1978) and a doctor in law (PhD) from Georgetown University (1981).

Rexel, a global leader in the distribution of electrical supplies, serves three main end markets: industrial, commercial and residential. The Group operates in 37 countries, with a network of some 2,200 branches, and employs over 28,000 people. Rexel's sales were €12.7 billion in 2011. 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, FTSE4Good, STOXX600 and ASPI Eurozone.

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

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