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REXEL LAUNCHES A NEW EMPLOYEE SHARE PURCHASE PLAN IN 16 COUNTRIES

Rexel, a global leader in the distribution of electrical supplies, announces the launch of a new employee share purchase plan, named *Opportunity12*¹, through which its employees will have the opportunity to acquire shares in the company through a reserved capital increase under preferential conditions.

This offering will be open to over 90 % of the Group's employees, covering 16 countries. In most of the eligible countries, subscription will be through employee shareholding funds ("*fonds communs de placement d'entreprise*", or "**FCPE**") which received approval from the "*Autorité des Marchés Financiers*" ("**AMF**") on July 17th, 2012. In 13 of these countries, employees will be able to subscribe online. The conditions of the offering are detailed below.

Eligible employees will be able to purchase shares at a price of € 12.14² per share, corresponding to a subscription price equal to 80% of the average opening price of Rexel shares on the Euronext Paris stock exchange over the 20 trading days preceding September 3rd, 2012, the date on which Rexel's Management Board decided to proceed with the offering. Employees can subscribe to *Opportunity12* from September 10th until September 28th, 2012 (included).

This new employee share purchase plan is the third such plan launched by Rexel following offerings in 2007 and 2010. Through this new plan, Rexel wishes to continue its active employee shareholding policy, which enables Rexel employees to be more closely associated with the Group's performance and increase their stake in its share capital.

Opportunity12 follows the unveiling of the company project that Rexel launched on May 29th, 2012. Named *Energy in Motion*, this company project places employees at the heart of the Group's strategy, focusing in particular on two key areas: active management of resources and a culture of cooperation.

REXEL, BUILDING
THE FUTURE TOGETHER



Rexel, a global leader in the distribution of sustainable and innovative products and services for automation, technical supply and energy management, addresses three main markets - industrial, commercial and residential. The Group supports customers around the globe, wherever they are, to create value and run their business better. With a network of some 2,200 branches in 37 countries, and over 28,000 employees, 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 included in the following indices: SBF 120, CAC Mid 100, CAC AllTrade, CAC AllShares, FTSE EuroMid, FTSE4Good, STOXX600 and ASPI Eurozone

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

¹ A specific offering is reserved for participants in the United Kingdom, the terms and conditions of which are described below.

² Except in the United States (please refer to the key terms and conditions of the offering provided below).

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MAIN TERMS AND CONDITIONS OF THE OFFERING

ISSUER

REXEL (the “Company”)
Registered office: 189-193, boulevard Maiesherbes, 75017 Paris
Share capital: € 1,357,714,260
Registration number in the Paris Trade and Companies Registry: 479 973 513
Shares traded on Compartment A of the Euronext Paris stock exchange (France)
ISIN code for ordinary shares: FR0010451203 – RXL
Security admitted to the Deferred Payment Service (*Service de Règlement Différé*)

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

FRAMEWORK OF THE OFFERING

A capital increase reserved to employees who participate in Rexel Group saving’s plan is proposed in Germany, Australia, Austria, Belgium, Brazil, Canada, China, Spain, USA, Finland, France, Norway, The Netherlands, Sweden, Switzerland within the framework of the 33th resolution of Combined Shareholders’ General Meeting dated May 16, 2012.

Dates of the decisions of the Management Board and/or by one of its members by delegation:

- September 3, 2012 (decision determining the subscription price for all countries other than the USA and setting the schedule of the offering) and,
- September 7, 2012 (decision determining the subscription price applicable in the USA).

Depending on their country, eligible Rexel Group employees will be able to subscribe the shares offered in the context of *Opportunity12* either directly or through employee shareholding funds (“*fonds communs de placement d’entreprise*”) established under a Group savings plan (a French *plan d’épargne groupe* (“**PEG**”)) and an international Group savings plan (*plan d’épargne groupe international* (“**PEGI**”)).

In the United Kingdom, a « *Share Incentive Plan* » is implemented within the framework of the 34th resolution of the Combined Shareholders’ Meeting dated May 16th, 2012, for the benefit of Capita IRG Trustees Limited (the “**Trustee**”) up to a limit of 0.3 % of the Company’s share capital, as assessed on September 3rd, 2012, or a maximum number of 814,657 shares corresponding to a share capital increase of a maximum nominal amount of € 4,073,285. The accumulation period for the Share Incentive Plan will take place from September 29, 2012 to February 28, 2013. The local employer will grant “matching shares” to each employee subscribing to the offering, under the following conditions: two “matching shares” will be granted for each full share subscribed, up to a limit of fifteen full shares subscribed by the employee, and one “matching share” will be granted for each full share subscribed starting with the sixteenth share, all within a personal investment cap of € 800.

The Trustee will subscribe to the share capital increase reserved for it in the name and on behalf of employees of the Group companies with registered headquarters in the UK and who wish to participate in the offering. The conditions of the UK offering differ from those applicable to other countries described below.

REASONS FOR THE OFFERING

Rexel wishes to continue implementing the employee shareholding policy it launched in 2007 and renewed in 2010, which aims to strengthen the connection between employees and the Group by associating them more closely with its results and increasing their stake in Rexel's share capital.

TERMS OF SUBSCRIPTION FOR THE OFFERING RESERVED TO EMPLOYEES WHO PARTICIPATE IN THE GROUP SAVINGS PLAN OF REXEL (PEG AND PEGI), EXCLUDING THE UK

Eligible employees: Employees of participating Group companies that have part of a PEG or PEGI, subject to satisfying a seniority condition of three months as of the last day of the subscription period (accumulated between January 1, 2011 and the last day of the subscription period (i.e. September 28, 2012) and remaining an employee of one of these companies on September 28, 2012 (the “**Beneficiaries**”).

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

Subscription period: Eligible employees will be entitled to subscribe to Company shares from September 10, 2012 to September 28, 2012 (included).

Maximum number of shares that can be issued: Capital increase limited to 1.70 % of the share capital of the Company, i.e. a maximum number of 4,616,395 shares, corresponding to a maximum nominal increase of € 23,081,975 in the Company's share capital.

Subscription price: The subscription price is equal to 80 %³ of the average opening price of the Company's shares on the Eurolist market of Euronext Paris S.A. over the twenty (20) trading days preceding the September 3, 2012 decision by the Management Board that decided to launch the offering (the “**Subscription Price**”). The Subscription Price, set by the Management Board on September 3rd, 2012, is thus equal to € 12.14 per share.

Rexel matching contribution: In France, participating employees will benefit from an employer matching contribution at the time of subscription. Outside of France, participating employees are expected to be granted free shares.

Maximum number of free shares that may be granted: The maximum number of free shares that may be granted is limited to 1 % of the share capital of the Company, measured at the date of grant of such shares.

Maximum subscription amount: Individual subscriptions may not exceed the ceiling referenced under L. 3332-10 of the French labor code.

Voting rights: Voting rights at the Company's shareholders' meetings will be exercised either directly by the employees when subscriptions are carried out via direct shareholding, or by the relevant FCPE Supervisory Board when subscriptions are carried out via an FCPE.

Creation and listing of the shares: The settlement-delivery of the shares subscribed in *Opportunity 12* is expected to occur before the end of the 2012 calendar year. The new shares will bear dividend entitlement (*jouissance*) as of January 1, 2012 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 FCPE units or shares until June 30, 2017 inclusive, except in the occurrence of early exit events as set forth by applicable regulations.

Delivery of the free shares: The free shares will be delivered at expiration of the 5-year vesting period, which shall remain in effect until June 30th, 2017, provided the conditions of the plan are complied with.

INTERNATIONAL DISCLAIMER

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.

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.

³ Except for the United States, where the price will be equal to the greater of 85% of the share price determined by the Management Board on the closing price of the Rexel share on September 7, 2012 and the Subscription Price.