

# Q3 & 9-MONTH 2012 RESULTS

*(unaudited)*

October 31, 2012



Financial statements at September 30, 2012 were authorized for issue by the Management Board on October 24, 2012.

**REXEL**

ELECTRICAL SUPPLIES

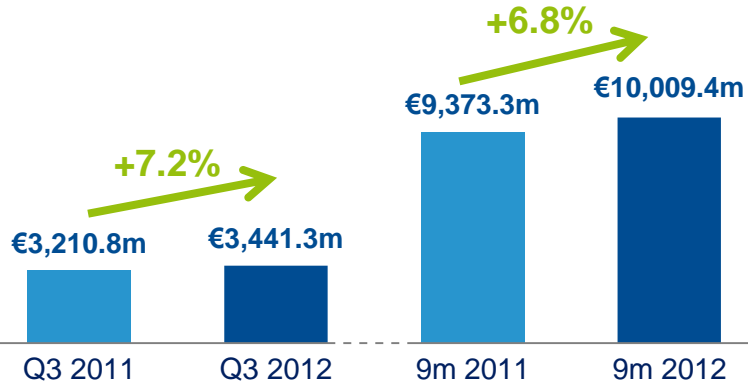


# RESULTS AT A GLANCE

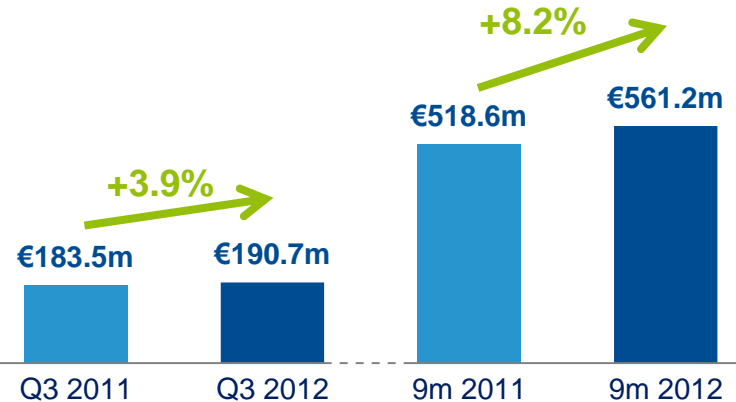
Q3 & 9-MONTH 2012 RESULTS

# Solid growth in reported performance driven by acquisitions and currency effect

## Reported sales



## Reported EBITA



- Contribution from acquisitions has accelerated since July 1<sup>st</sup> driven by the consolidation of Platt: net scope effect of +6.0% in Q3 (+3.0% in 9m)
- Positive currency effect of +6.0% in Q3 and +4.4% in 9m
- Copper impact (-1.0% in Q3 and -0.9% in 9m) expected to become positive in Q4

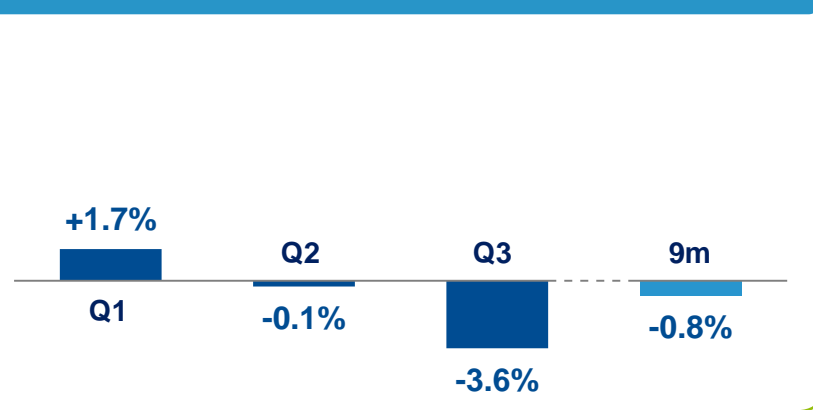


Accelerating impact on growth from acquisitions

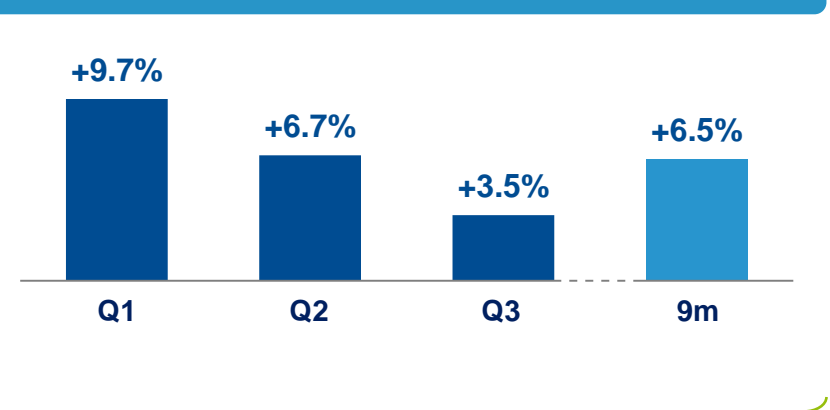
# Increasingly challenging macroeconomic conditions and unfavorable comparables

## Constant and same-day sales evolution

### Year-on-year (2012 vs. 2011)



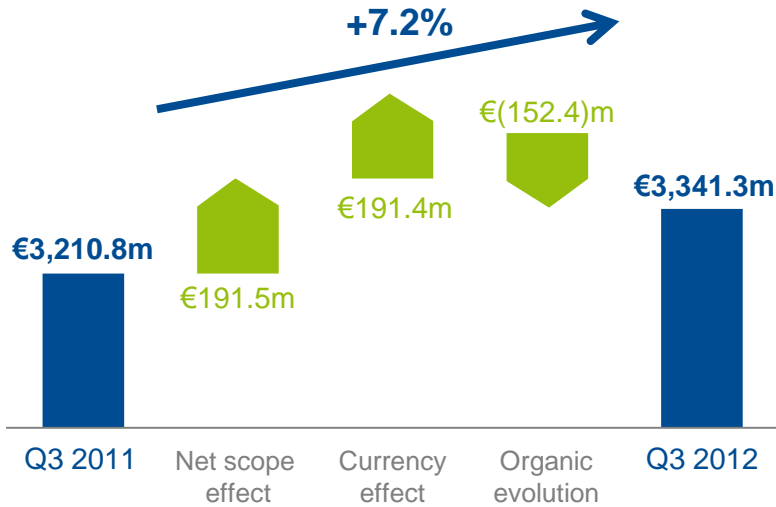
### 24-month (2012 vs. 2010)



- > Slowing momentum from industry
- > Persistently low level of residential construction
- > Weak activity in the commercial end-market

# Resilient profitability despite difficult environment in Q3

## Sales evolution



**Organic sales evolution: -4.2%**  
*o/w day impact: -0.6%*  
*o/w copper impact: -1.0%*

## Adjusted EBITA margin evolution



**Limited impact of organic sales drop on Adjusted EBITA<sup>1</sup> margin:  
 less than 5bps for each 100bp drop in sales**

# Most Group operations were very resilient or even improved their profitability

Q3 2012

Organic sales evolution  
*same-day*  
*actual-day*

Europe  
 (55% of sales)

-5.2%  
 -5.9%

North America  
 (32% of sales)

+0.1%  
 +0.0%

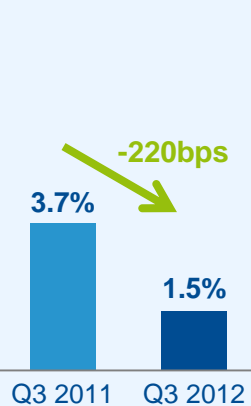
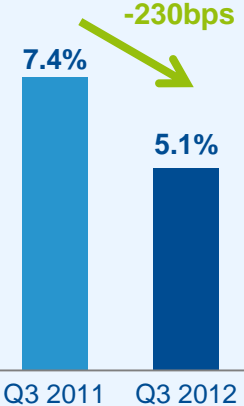
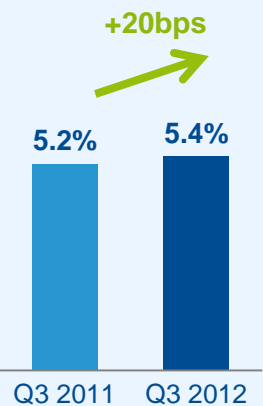
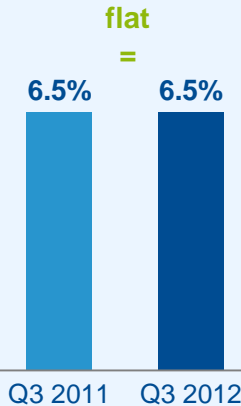
Asia-Pacific  
 (10% of sales)

-9.0%  
 -9.7%

Latin America  
 (3% of sales)

+4.3%  
 +1.2%

Adj. EBITA margin



**87% of sales**  
**Strong resilience of Europe and continued improvement in North America**

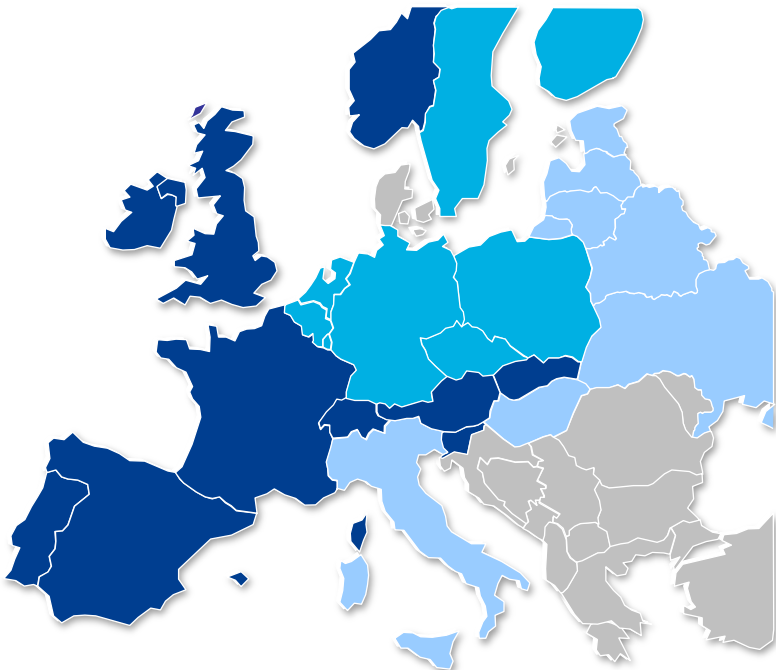
**13% of sales**  
**Significant drops in Asia-Pacific and Latin America**

# Europe (55% of sales): Resilient profitability despite continued slowdown in sales

## Rexel's presence

2011 market ranking:

■ # 1   ■ # 2 or # 3   ■ other



## Year-to-date key figures

€m	9m 2012	Change
Sales	<b>5,525.6</b>	+0.8%
<i>constant &amp; same-day</i>		-2.5%
EBITA <sup>1</sup>	<b>381.2</b>	+1.9%
<i>as a % of sales</i>	<b>6.9%</b>	+30bps

## Q3 key figures

€m	Q3 2012	Change
Sales	<b>1,829.3</b>	-0.7%
<i>constant &amp; same-day</i>		-5.2%
EBITA <sup>1</sup>	<b>118.4</b>	-6.7%
<i>as a % of sales</i>	<b>6.5%</b>	stable

# Europe (55% of sales): Resilient profitability despite continued slowdown in sales

## Quarterly business highlights

- **Reported sales: -0.7%, including scope effect of €68m**
- **Constant and same-day sales: -5.2%**
  - **France** : -4.9%; lower demand from the industrial end-market and slowdown in residential and commercial construction
  - **United Kingdom**: -3.3%; excl. PV and branch optimization effects, sales were down only 1.6%
  - **Germany**: -5.1% and -3.4% excl. PV ; slowing momentum from industry and lower export activity
  - **Belgium**: -13.9% and -6.8% excl. PV ; delayed commercial projects and lower residential activity
  - **The Netherlands**: -9.6% ; difficult market conditions and business transformation underway
  - **Scandinavia**: -3.3%; challenging environment in Sweden (-5,2%) and Finland (-6.4%), while Norway posted slight growth (+1.4%)
  - **Southern Europe**: -11.8% ; continued decline in Spain (-16,8%) and Italy (-8.4%), while Portugal (+4.6%) was helped by export activity
  - **Switzerland** and **Austria** grew respectively by +2.3% and +4.2%
- **Stable EBITA<sup>1</sup> margin of 6.5%**
  - Gross margin up 70bps
  - Opex reduction (-2.6%) partially offset sales decline (-5.9% actual-day)



# North America (32% of sales): Reported sales growth and improved profitability

## Rexel's presence

2011 market ranking:

■ # 1   ■ # 2 or # 3   ■ other



## Year-to-date key figures

€m	9m 2012	Change
Sales	3,224.4	+18.9%
<i>constant &amp; same-day</i>		+3.2%
EBITA <sup>1</sup>	162.4	+23.9%
<i>as a % of sales</i>	5.0%	+70bps

## Q3 key figures

€m	Q3 2012	Change
Sales	1,181.3	+22.5%
<i>constant &amp; same-day</i>		+0.1%
EBITA <sup>1</sup>	63.7	+3.3%
<i>as a % of sales</i>	5.4%	+20bps

<sup>1</sup> At comparable scope of consolidation and exchange rates and:

- excluding amortization of purchase price allocation
- excluding the non-recurring effect related to changes in copper-based cables price

# North America (32% of sales): Reported sales growth and improved profitability

## Quarterly business highlights

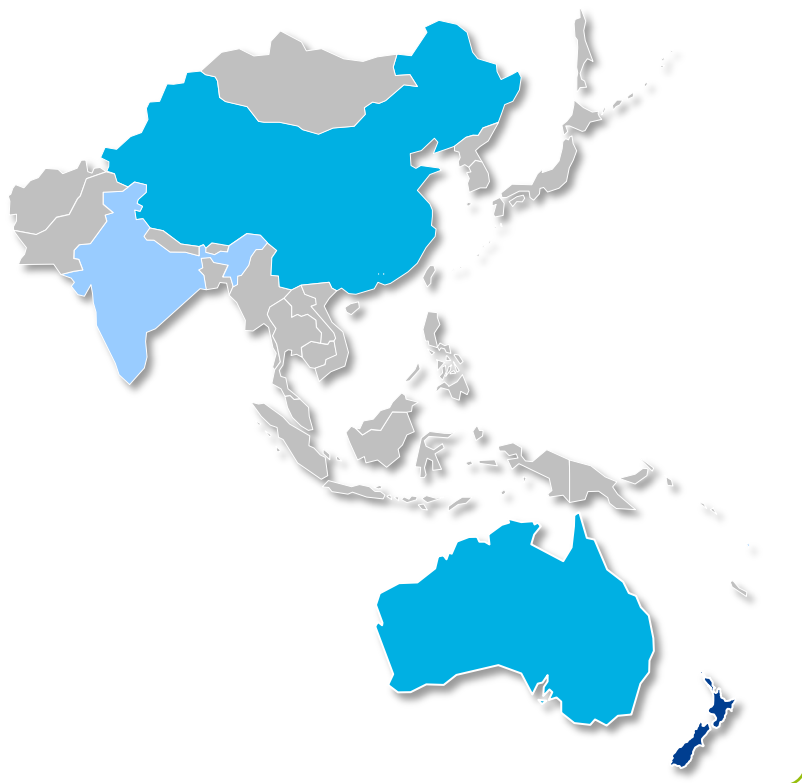
- **Reported sales up 22.5% thanks to the consolidation of Platt (€86m) and Liteco (€15m) + currency effect (€116m)**
- **Constant and same-day sales: +0.1%**
  - **USA** (70% of the region's sales): -1.8%  
Challenging comparables (+9.2% in Q3 2011)  
Q3 2012 sales up 8.9% on a 24-month basis (i.e. vs. Q3 2010)
  - **Canada** (30% of the region's sales): +5.0% ;  
Sustained growth, despite a challenging base effect (+11.2% in Q3 2011),  
driven by the industrial end-market (particularly the mining and oil & gas segments)
- **Increase of 20bps in EBITA<sup>1</sup> margin to 5.4%**
  - Gross margin up 20bps
  - Flat opex (as a % of sales)

# Asia-Pacific (10% of Group sales): Slowdown in China and market decline in the Pacific

## Rexel's presence

2011 market ranking:

■ # 1   ■ # 2 or # 3   ■ other



## Year-to-date key figures

€m	9m 2012	Change
Sales	<b>1,026.0</b>	+7.7%
<i>constant &amp; same-day</i>		-4.4%
EBITA <sup>1</sup>	<b>50.1</b>	-24.2%
<i>as a % of sales</i>	<b>4.9%</b>	-130bps

## Q3 key figures

€m	Q3 2012	Change
Sales	<b>352.9</b>	+0.9%
<i>constant &amp; same-day</i>		-9.0%
EBITA <sup>1</sup>	<b>18.1</b>	-37.6%
<i>as a % of sales</i>	<b>5.1%</b>	-230bps

<sup>1</sup> At comparable scope of consolidation and exchange rates and:

- excluding amortization of purchase price allocation
- excluding the non-recurring effect related to changes in copper-based cables price

# Asia-Pacific (10% of Group sales): Slowdown in China and market decline in the Pacific

## Quarterly business highlights

- **Reported sales up 0.9%, including currency effect of €41m**
- **Constant and same-day sales: -9.0%**
  - **Australia** (60% of the region's sales): -8.5% ;  
Tough macroeconomic conditions and implementation of a new carbon tax as from July 1<sup>st</sup> impacting mining and projects
  - **New Zealand** (10% of the region's sales): -14.8% ;  
Continued poor macroeconomic environment, branch closures and delay in post-earthquake reconstruction
  - **China** (25% of the region's sales): -7.4%  
Extremely challenging comparable (+33.3% in Q3 2011) and strong decline in wind sales; excl. wind, sales were up 1.1%
- **Drop of 230bps in EBITA<sup>1</sup> margin to 5.1%**
  - Gross margin down 150bps due to geographic mix and difficult conditions in the Pacific
  - Opex reduction (-5.0%) partially offset sales decline (-9.7% actual-day)

# Latin America (3% of Group sales): Solid organic growth and profitability in Brazil impacted by investments

## Rexel's presence

2011 market ranking:

# 1
  # 2 or # 3
  other



## Year-to-date key figures

€m	9m 2012	Change
Sales	<b>233.2</b>	<b>+43.9%</b>
<i>constant &amp; same-day</i>		+5.4%
EBITA <sup>1</sup>	<b>5.5</b>	<b>-32.1%</b>
<i>as a % of sales</i>	<b>2.4%</b>	-120bps

## Q3 key figures

€m	Q3 2012	Change
Sales	<b>77.6</b>	<b>+47.7%</b>
<i>constant &amp; same-day</i>		+4.3%
EBITA <sup>1</sup>	<b>1.2</b>	<b>-58.5%</b>
<i>as a % of sales</i>	<b>1.5%</b>	-220bps

<sup>1</sup> At comparable scope of consolidation and exchange rates and:

- excluding amortization of purchase price allocation
- excluding the non-recurring effect related to changes in copper-based cables price

# Latin America (3% of Group sales): Solid organic growth and profitability in Brazil impacted by investments

## Quarterly business highlights

- **Reported sales: +47.7%, including scope effect of €25m**
- **Constant and same-day sales: +4.3%**
  - **Brazil** (58% of the region's sales): -2.0%, impacted by slower momentum in industry and the integration process of the recently acquired Delamano
  - **Chile** (37% of the region's sales): +15.9%
  - **Peru** (5% of the region's sales): +15.8%
- **Drop of 220bps in EBITA<sup>1</sup> margin to 1.5%**
  - Gross margin up 80bps, with an improvement in every country
  - Opex mainly impacted by Brazil: strong inflation in personnel costs, incentive scheme implemented following acquisitions and investment to build a strong domestic platform



# FINANCIAL REVIEW

Q3 & 9-MONTH 2012 RESULTS

# Reported sales up 7.2% in Q3 and up 6.8% in 9m

- **Constant and same-day sales:**

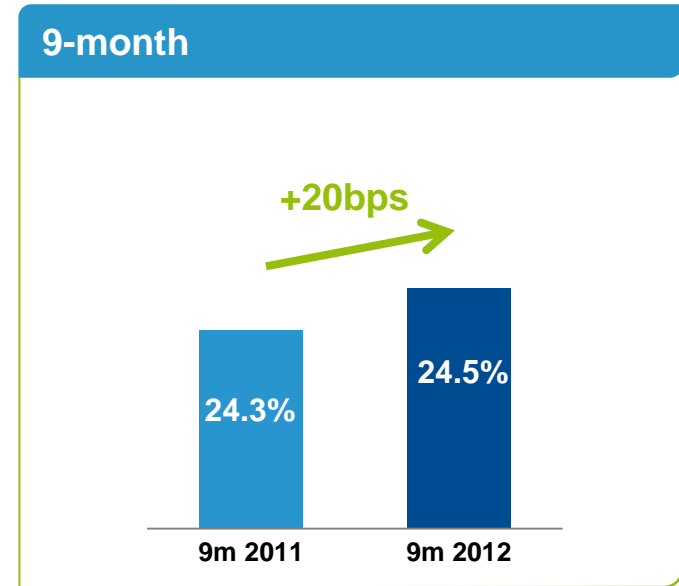
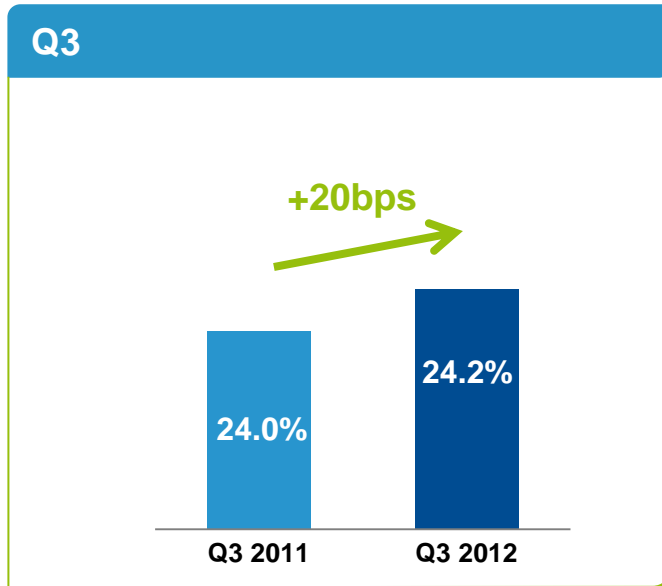
- Q3: -3.6% incl. copper impact; -2.6% excl. copper impact
- 9 months: -0.8% incl. copper impact; +0.1% excl. copper impact

	3 <sup>rd</sup> quarter	9 months
<b>Sales 2011 (€m)</b>	<b>3,210.8</b>	<b>9,373.3</b>
<b>Effect of changes in FX</b>	<b>+6.0%</b>	<b>+4.4%</b>
<b>Net effect of changes in scope<sup>1</sup></b>	<b>+6.0%</b>	<b>+3.0%</b>
<b>Sales 2011 comparable (€m)</b>	<b>3,593.7</b>	<b>10,065.1</b>
<b>Days impact</b>	<b>-0.6%</b>	<b>+0.2%</b>
<b>Constant and same-day</b>	<b>-3.6%</b>	<b>-0.8%</b>
<i>o/w copper impact</i>	<i>-1.0%</i>	<i>-0.9%</i>
<b>Sales 2012 (€m)</b>	<b>3,441.3</b>	<b>10,009.4</b>
<b>% of change</b>	<b>+7.2%</b>	<b>+6.8%</b>

<sup>1</sup> See detail on Appendix 2



# Continued improvement in gross margin



## Key drivers:

- > Strong discipline of our commercial teams
- > Positive impact from product mix
- > Gradual implementation of pricing management tools
- > Supplier relationship development

# Resilient EBITA<sup>1</sup> margin in Q3; up 10bps in the 9 months

## Reported EBITA up 8.2% in the 9 months

Constant and adj. basis <sup>1</sup> (€m)	Q3	YoY change	9m	YoY change
<b>Sales</b>	3,441.3	-4.2%	10,009.4	-0.6%
<b>Gross profit</b>	834.0	-3.3%	2,456.0	+0.3%
as a % of sales	24.2%	+20bps	24.5%	+20bps
<b>Distr. &amp; adm. exp. (incl. depr.)</b>	(642.3)	-1.8%	(1,897.9)	-0.1%
as a % of sales	18.7%	-40bps	19.0%	-10bps
<b>EBITA</b>	191.7	-8.2%	558.1	+1.7%
as a % of sales	5.6%	-20bps	5.6%	+10bps

### 9m comments

**Gross margin improvement**  
 Europe: +70bps in 9m  
 North America: +10bps in 9m  
 Asia-Pacific: -90bps in 9m  
 Latin America: +130 bps in 9m

**+**  
**Cost control**

**=**  
**Improved profitability**

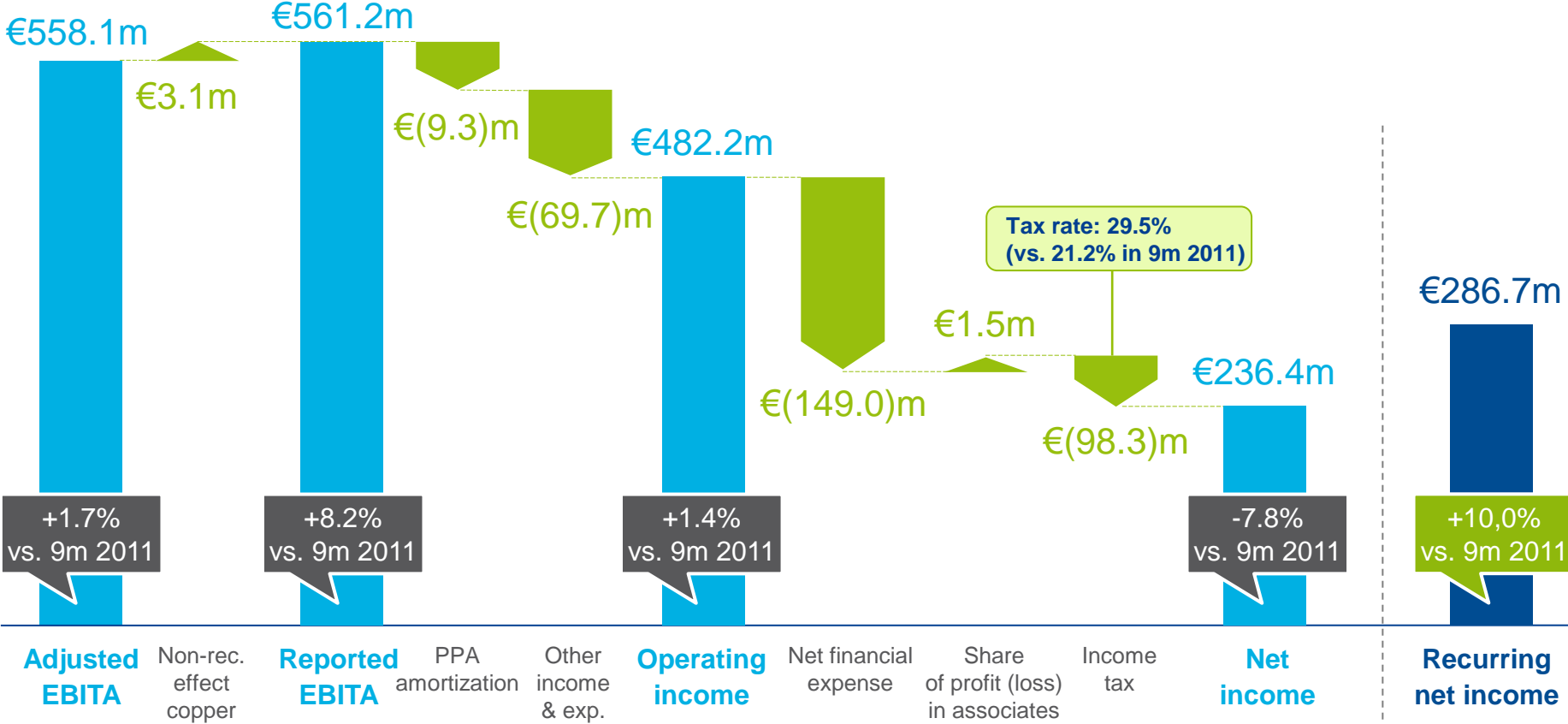
Reported basis (€m)	Q3	YoY change	9m	YoY change
<b>Sales</b>	3,441.3	+7.2%	10,009.4	+6.8%
<b>EBITDA</b>	209.7	+4.1%	615.6	+7.3%
Depreciation	(18.9)		(54.4)	
<b>EBITA</b>	190.8	+3.9%	561.2	+8.2%

**Solid rise in EBITA**

<sup>1</sup> At comparable scope of consolidation and exchange rates and:  
 - excluding amortization of purchase price allocation  
 - excluding the non-recurring effect related to changes in copper-based cables price

# Net income impacted by higher tax rate

## Recurring net income up 10% in the 9 months



# FCF before interest and tax of €229m in 9m

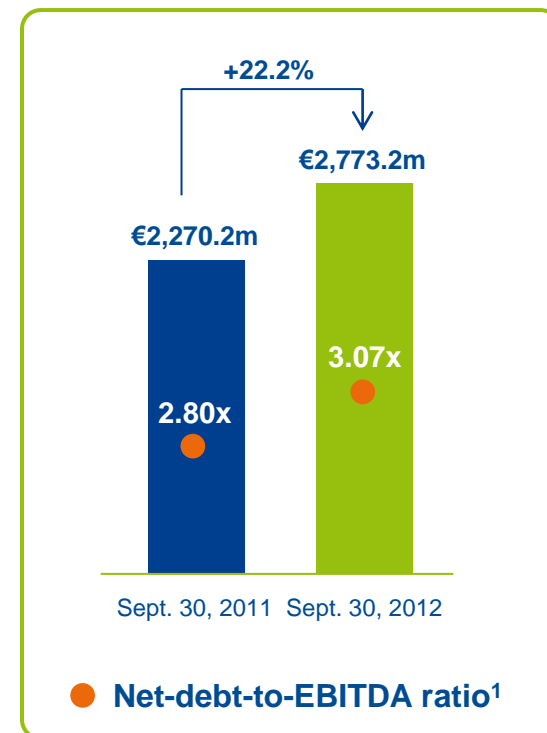
€m	Q3 2012	9m 2012
EBITDA	209.7	615.6
Other operating revenues & costs	(19.5)	(64.8)
Change in working capital	(69.0)	(268.0)
Net capital expenditure, o/w:	(17.4)	(54.2)
<i>Gross capital expenditure</i>	(20.2)	(53.8)
<i>Disposal of fixed assets and other</i>	2.8	(0,4)
<b>Free cash flow before interest &amp; tax</b>	<b>103.8</b>	<b>228.6</b>

Including restructuring expenses in Q3: €(10.6)m and in 9m: €(29.5)m

- **Free cash flow before interest & tax down 3.4% to €228.6m in 9m, reflecting:**
  - **Strong rise in EBITDA: +7.3%**
  - **Working capital** : up 60bps to 12.4% over the last 12 months, due to (i) lower level of payables at Sept. 30 and (iii) inventories not fully adjusted to the level of activity
  - **Low capital intensity of Rexel's business model:** gross capital expenditure amounted to 0.5% of sales

# Temporary rise in leverage due to Platt acquisition

At Sept. 30, 2012 (€m)	Last 12m	Last 9m
Free cash flow before interest & tax	593.0	228.6
Net interest paid	(166.3)	(126.1)
Income tax paid	(109.2)	(94.9)
Net financial investment	(533.3)	(491.6)
Dividend paid	(143.0)	(143.0)
Other	(81.4)	(48.1)
Net debt variation before currency	(440.2)	(675.1)
Currency change	(62.8)	(19.9)
Net debt variation after currency	(503.0)	(695.0)
Debt at the beginning of the period	2,270.2	2,078.2
Debt at the end of the period	2,773.2	2,773.3



Targeting a net debt-to-EBITDA ratio<sup>1</sup>  
back to around 2.8x at year-end

<sup>1</sup> As calculated under the Senior Credit Agreement terms

# Sound liquidity and financial structure

## • Breakdown of net debt at September 30, 2012:

- **Senior unsecured notes**
  - EUR Bond issued Dec. 2009 (maturity: Dec. 2016)
  - EUR Bond issued May 2011 (maturity: Dec. 2018)
  - USD Bond issued March 2012 (maturity: Dec. 2019)
- **Senior Credit Agreement and Bilaterals**
  - Facility A (€200m o/w €108.3m drawn - maturity Dec. 2012)
  - Facility B (€1.1bn totally undrawn - maturity: Dec. 2014)
- **Securitization** (4 programs for a compound commitment of €1.3bn)
- **Commercial paper**
- **Other debt & cash**

€1,507.5m
€629.3m
€489.5m
€388.7m
€138.9m
€1,000.3m
€170.8m
€(44.4)m
<b>€2,773.2m</b>

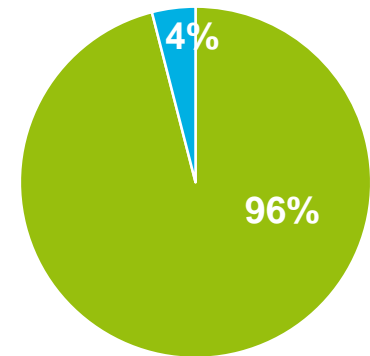
## • Enhanced financial flexibility

- €1.1bn of cash and undrawn facilities at September 30, 2012

## • Average financing maturity close to 3.5 years

- No significant debt repayment before December 2013

### Breakdown of gross debt at Sept. 30, 2012



- Capital markets
- Bank financings



# **UPDATE ON RECENT ACQUISITIONS & 2012 OUTLOOK**

Q3 & 9-MONTH 2012 RESULTS

# Munro (1/2): a new step to strengthen footprint and develop energy efficiency offer in the US

## Business description

- Family-owned company based in Massachusetts, founded in 1951
- Specialized in the fast-growing segment of energy efficiency and conservation solutions
- 2012 estimated sales : c. €115m (USD150m) vs. €88m (USD114m) in 2011
- 12 branches of which 10 in North-East (Massachusetts, Rhode Island, New York and New Jersey) and 2 in California
- 185 people at December 31, 2011

## Strategic rationale

- Improve Rexel's market share in the US and especially in the North-East
- Strong opportunity to accelerate Energy Efficiency growth initiatives and better access Energy Services Companies (ESCOs) and utilities
- Creation of an unrivaled offering of energy efficiency solution in the US through the combination with existing Gexpro + Rexel Inc capabilities

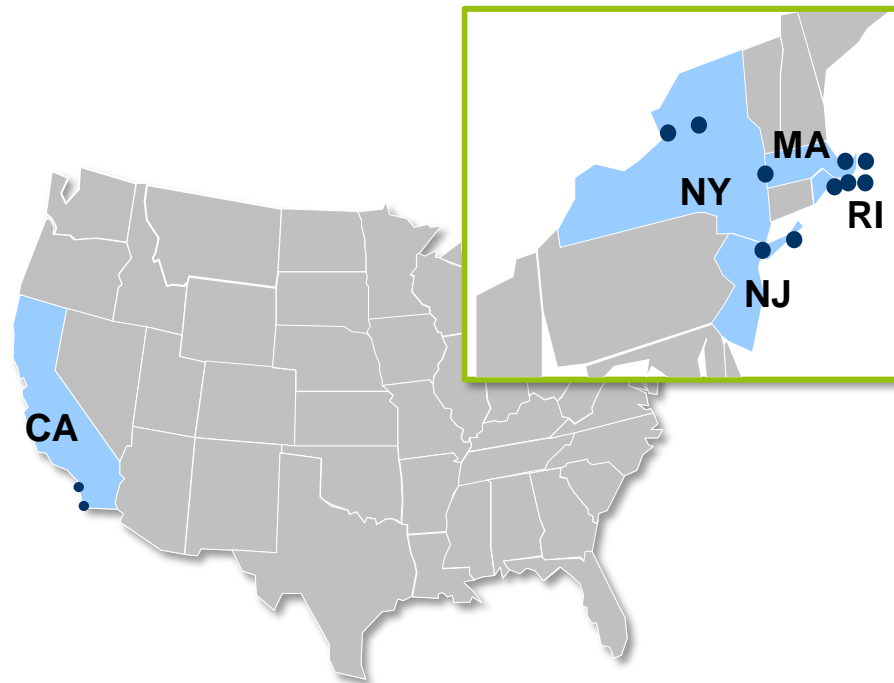


**A strategic acquisition to support Energy in Motion**



# Munro (2/2): a new step to strengthen footprint and develop energy efficiency offer in the US

## Patriot's presence in the US



- Acquisition price: c. €115m (USD150m)
- Strong synergies representing at least 1.8% of acquired sales
- EV/EBITDA multiples\*:
  - c. 10.6x Adj. EBITDA 2012e
  - c. 7.9x EBITDA 2013e, including synergies
- Accretive by the end of 2013
- Consolidation from December 2012
- Consistent with Rexel's strategy:
  - Strengthens market share in the US
  - Fits Energy in Motion ambitions



**Strong value-creation potential for Rexel**

\* Net of goodwill amortization benefit

# Dirome: an acquisition to enhance Rexel's presence in Peru and accelerate the Energy in Motion mining initiative

## Business description

- Founded in 1996
- One of the leading players in Peru
- 2012 estimated sales : c. €10m
- 4 branches covering the Peruvian coast from North to South
- 55 people at December 31, 2011

## Strategic rationale

- Strong geographical and business complementarity with V&F Tecnologia, which Rexel acquired in October 2011

## Rexel's presence in Peru



Strengthening Rexel's footprint in Peru

# 2012 Outlook

In a macroeconomic environment that has slowed continuously since the beginning of the year, Rexel, driven by its acquisition strategy, targets:

- **Mid- to high- single-digit growth in reported sales**  
*(vs. previous target of “organic growth above weighted GDP average growth”)*
- **Mid- to high- single-digit growth in reported EBITA**  
*(new target)*

Despite an increasingly uncertain macroeconomic context, Rexel confirms its profitability and cash-flow targets:

- **Adjusted EBITA margin of 5.7%**  
*(in line with the previously-announced target of “at least 5.7%”)*
- **Free cash-flow before interest and tax of around €600 million**  
*(unchanged)*

# APPENDICES

Rexel has elected for early adoption of revised IAS 19 “Employee Benefits” following its endorsement by EU on June 6th, 2012. The early adoption of this amendment improves information of the Group’s financial situation, in particular the presentation in the financial statements of the surplus or deficit of pension funds. Accounting policy changes have been applied retrospectively of January 1<sup>st</sup>, 2011 and comparative information are available in the consolidated financial statements.

# Appendix 1:

## Segment reporting – Constant and adjusted basis

### Group

Constant and adjusted basis (€m)	Q3 2011	Q3 2012	Change	9m 2011	9m 2012	Change
<b>Sales</b>	3,593.7	<b>3,441.3</b>	<b>-4.2%</b>	10,065.1	<b>10,009.4</b>	<b>-0.6%</b>
<i>on a constant basis and same days</i>			<b>-3.6%</b>			<b>-0.8%</b>
<b>Gross profit</b>	862.7	<b>834.0</b>	<b>-3.3%</b>	2,447.5	<b>2,456.0</b>	<b>+0.3%</b>
<i>as a % of sales</i>	24.0%	24.2%	+20bps	24.3%	24.5%	+20bps
Distribution & adm. expenses (incl. depreciation)	(653.9)	(642.3)	-1.8%	(1,899.0)	(1,897.9)	-0.1%
<b>EBITA</b>	208.8	<b>191.7</b>	<b>-8.2%</b>	548.6	<b>558.1</b>	<b>+1.7%</b>
<i>as a % of sales</i>	5.8%	5.6%	-20bps	5.5%	5.6%	+10bps
<b>Headcount (end of period)</b>	30,927	<b>30,400</b>	<b>-1.7%</b>	30,927	<b>30,400</b>	<b>-1.7%</b>

Constant and adjusted = at comparable scope of consolidation and exchange rates, excluding the non-recurring effect related to changes in copper-based cables price and before amortization of purchase price allocation; the non-recurring effect related to changes in copper-based cables price was, at the EBITA level :

- a loss of €8.8 million in Q3 2011 and a loss of €0.9 million in Q3 2012;
- a loss of €0.4 million in 9m 2011 and a profit of €3.1 million in 9m 2012.

# Appendix 1:

## Segment reporting – Constant and adjusted basis

### Europe

Constant and adjusted basis (€m)	Q3 2011	Q3 2012	Change	9m 2011	9m 2012	Change
<b>Sales</b>	1,944.9	<b>1,829.3</b>	<b>-5.9%</b>	5,690.1	<b>5,525.6</b>	<b>-2.9%</b>
<i>on a constant basis and same days</i>			<b>-5.2%</b>			<b>-2.5%</b>
o/w France	606.6	<b>576.9</b>	<b>-4.9%</b>	1,882.8	<b>1,825.5</b>	<b>-3.0%</b>
<i>on a constant basis and same days</i>			<b>-4.9%</b>			<b>-2.5%</b>
United Kingdom	294.9	<b>281.3</b>	<b>-4.6%</b>	806.4	<b>794.5</b>	<b>-1.5%</b>
<i>on a constant basis and same days</i>			<b>-3.3%</b>			<b>-1.5%</b>
Germany	241.1	<b>225.5</b>	<b>-6.5%</b>	669.3	<b>650.5</b>	<b>-2.8%</b>
<i>on a constant basis and same days</i>			<b>-5.1%</b>			<b>-2.3%</b>
Scandinavia	239.9	<b>228.6</b>	<b>-4.7%</b>	682.1	<b>688.4</b>	<b>+0.9%</b>
<i>on a constant basis and same days</i>			<b>-3.3%</b>			<b>+1.3%</b>
<b>Gross profit</b>	500.8	<b>482.6</b>	<b>-3.6%</b>	1,498.6	<b>1,489.4</b>	<b>-0.6%</b>
<i>as a % of sales</i>	25.7%	26.4%	<b>+70bps</b>	26.3%	27.0%	<b>+70bps</b>
Distribution & adm. expenses (incl. depreciation)	(373.8)	(364.1)	-2.6%	(1,124.4)	(1,108.2)	-1.4%
<b>EBITA</b>	127.0	<b>118.4</b>	<b>-6.7%</b>	374.2	<b>381.2</b>	<b>+1.9%</b>
<i>as a % of sales</i>	6.5%	6.5%	<i>stable</i>	6.6%	6.9%	<b>+30bps</b>
<b>Headcount (end of period)</b>	17,818	<b>17,230</b>	<b>-3.3%</b>	17,818	<b>17,230</b>	<b>-3.3%</b>

Constant and adjusted = at comparable scope of consolidation and exchange rates, excluding the non-recurring effect related to changes in copper-based cables price and before amortization of purchase price allocation; the non-recurring effect related to changes in copper-based cables price was, at the EBITA level :

- a loss of €8.8 million in Q3 2011 and a loss of €0.9 million in Q3 2012;
- a loss of €0.4 million in 9m 2011 and a profit of €3.1 million in 9m 2012.

# Appendix 1:

## Segment reporting – Constant and adjusted basis

### North America

Constant and adjusted basis (€m)	Q3 2011	Q3 2012	Change	9m 2011	9m 2012	Change
<b>Sales</b>	1,181.4	<b>1,181.3</b>	<b>0.0%</b>	3,078.5	<b>3,224.4</b>	<b>+4.7%</b>
<i>on a constant basis and same days</i>			<b>+0.1%</b>			<b>+3.2%</b>
o/w United States	838.2	<b>826.0</b>	-1.4%	2,125.6	<b>2,209.8</b>	+4.0%
<i>on a constant basis and same days</i>			-1.8%			+1.8%
Canada	343.3	<b>355.3</b>	+3.5%	952.9	<b>1,014.6</b>	+6.5%
<i>on a constant basis and same days</i>			+5.0%			+6.5%
<b>Gross profit</b>	255.7	<b>258.2</b>	<b>+1.0%</b>	659.7	<b>693.1</b>	<b>+5.1%</b>
<i>as a % of sales</i>	21.6%	21.8%	+20bps	21.4%	21.5%	+10bps
Distribution & adm. expenses (incl. depreciation)	(194.0)	(194.5)	+0.2%	(528.6)	(530.7)	+0.4%
<b>EBITA</b>	61.7	<b>63.7</b>	<b>+3.3%</b>	131.1	<b>162.4</b>	<b>+23.9%</b>
<i>as a % of sales</i>	5.2%	5.4%	+20bps	4.3%	5.0%	+70bps
<b>Headcount (end of period)</b>	8,378	<b>8,485</b>	<b>1.3%</b>	8,378	<b>8,485</b>	<b>1.3%</b>

Constant and adjusted = at comparable scope of consolidation and exchange rates, excluding the non-recurring effect related to changes in copper-based cables price and before amortization of purchase price allocation; the non-recurring effect related to changes in copper-based cables price was, at the EBITA level :

- a loss of €8.8 million in Q3 2011 and a loss of €0.9 million in Q3 2012;
- a loss of €0.4 million in 9m 2011 and a profit of €3.1 million in 9m 2012.

# Appendix 1:

## Segment reporting – Constant and adjusted basis

### Asia-Pacific

Constant and adjusted basis (€m)	Q3 2011	Q3 2012	Change	9m 2011	9m 2012	Change
<b>Sales</b>	390.8	<b>352.9</b>	<b>-9.7%</b>	1,071.9	<b>1,026.0</b>	<b>-4.3%</b>
<i>on a constant basis and same days</i>			<b>-9.0%</b>			<b>-4.4%</b>
o/w China	103.3	<b>97.2</b>	-5.8%	264.3	<b>274.9</b>	+4.0%
<i>on a constant basis and same days</i>			-7.4%			+3.2%
Australia	226.7	<b>203.8</b>	-10.1%	634.2	<b>599.9</b>	-5.4%
<i>on a constant basis and same days</i>			-8.5%			-5.5%
New Zealand	41.0	<b>34.4</b>	-16.1%	115.6	<b>100.1</b>	-13.4%
<i>on a constant basis and same days</i>			-14.8%			-12.5%
<b>Gross profit</b>	88.5	<b>74.6</b>	<b>-15.7%</b>	238.2	<b>218.2</b>	<b>-8.4%</b>
<i>as a % of sales</i>	22.6%	21.1%	-150bps	22.2%	21.3%	-90bps
Distribution & adm. expenses (incl. depreciation)	(59.4)	(56.4)	-5.0%	(172.2)	(168.1)	-2.4%
<b>EBITA</b>	29.1	<b>18.1</b>	<b>-37.6%</b>	66.0	<b>50.1</b>	<b>-24.2%</b>
<i>as a % of sales</i>	7.4%	5.1%	-230bps	6.2%	4.9%	-130bps
<b>Headcount (end of period)</b>	2,920	<b>2,794</b>	<b>-4.3%</b>	2,920	<b>2,794</b>	<b>-4.3%</b>

Constant and adjusted = at comparable scope of consolidation and exchange rates, excluding the non-recurring effect related to changes in copper-based cables price and before amortization of purchase price allocation; the non-recurring effect related to changes in copper-based cables price was, at the EBITA level :

- a loss of €8.8 million in Q3 2011 and a loss of €0.9 million in Q3 2012;
- a loss of €0.4 million in 9m 2011 and a profit of €3.1 million in 9m 2012.



# Appendix 1: Segment reporting – Constant and adjusted basis

## Latin America

Constant and adjusted basis (€m)	Q3 2011	Q3 2012	Change	9m 2011	9m 2012	Change
<b>Sales</b>	76.7	<b>77.6</b>	<b>+1.2%</b>	224.4	<b>233.2</b>	<b>+3.9%</b>
<i>on a constant basis and same days</i>			<b>+4.3%</b>			<b>+5.4%</b>
o/w Brazil	49.1	<b>47.3</b>	-3.5%	137.1	<b>135.8</b>	-0.9%
<i>on a constant basis and same days</i>			-2.0%			+0.3%
Chile	24.3	<b>26.2</b>	+8.0%	77.9	<b>86.1</b>	+10.6%
<i>on a constant basis and same days</i>			+15.9%			+12.9%
Peru	3.4	<b>4.1</b>	+19.3%	9.4	<b>11.3</b>	+20.4%
<i>on a constant basis and same days</i>			+15.8%			+18.5%
<b>Gross profit</b>	17.3	<b>18.1</b>	<b>+4.7%</b>	48.8	<b>53.8</b>	<b>+10.1%</b>
<i>as a % of sales</i>	22.5%	23.3%	+80bps	21.8%	23.1%	+130bps
Distribution & adm. expenses (incl. depreciation)	(14.4)	(16.9)	+17.4%	(40.7)	(48.3)	+18.6%
<b>EBITA</b>	2.9	<b>1.2</b>	<b>-58.5%</b>	8.1	<b>5.5</b>	<b>-32.1%</b>
<i>as a % of sales</i>	3.7%	1.5%	-220bps	3.6%	2.4%	-120bps
<b>Headcount (end of period)</b>	1,614	<b>1,685</b>	<b>4.4%</b>	1,614	<b>1,685</b>	<b>4.4%</b>

Constant and adjusted = at comparable scope of consolidation and exchange rates, excluding the non-recurring effect related to changes in copper-based cables price and before amortization of purchase price allocation; the non-recurring effect related to changes in copper-based cables price was, at the EBITA level :

- a loss of €8.8 million in Q3 2011 and a loss of €0.9 million in Q3 2012;
- a loss of €0.4 million in 9m 2011 and a profit of €3.1 million in 9m 2012.

# Appendix 2:

## Consolidated Income Statement

Reported basis (€m)	Q3 2011	Q3 2012	Change	9m 2011	9m 2012	Change
<b>Sales</b>	<b>3,210.8</b>	<b>3,441.3</b>	<b>+7.2%</b>	<b>9,373.3</b>	<b>10,009.4</b>	<b>+6.8%</b>
<b>Gross profit</b>	<b>761.9</b>	<b>833.1</b>	<b>+9.3%</b>	<b>2,294.5</b>	<b>2,459.3</b>	<b>+7.2%</b>
<i>as a % of sales</i>	23.7%	24.2%		24.5%	24.6%	
Distribution & adm. expenses (excl. depreciation)	(560.4)	(623.3)	+11.2%	(1,721.0)	(1,843.7)	+7.1%
<b>EBITDA</b>	<b>201.5</b>	<b>209.7</b>	<b>+4.1%</b>	<b>573.5</b>	<b>615.6</b>	<b>+7.3%</b>
<i>as a % of sales</i>	6.3%	6.1%		6.1%	6.2%	
Depreciation	(17.9)	(18.9)		(54.8)	(54.4)	
<b>EBITA</b>	<b>183.6</b>	<b>190.8</b>	<b>+3.9%</b>	<b>518.7</b>	<b>561.2</b>	<b>+8.2%</b>
<i>as a % of sales</i>	5.7%	5.5%		5.5%	5.6%	
Amortization of purchase price allocation	(3.9)	(4.2)		(13.1)	(9.3)	
<b>Operating income bef. other inc. and exp.</b>	<b>179.7</b>	<b>186.6</b>	<b>+3.8%</b>	<b>505.6</b>	<b>551.9</b>	<b>+9.2%</b>
<i>as a % of sales</i>	5.6%	5.4%		5.4%	5.5%	
Other income and expenses	(14.1)	(14.6)		(29.9)	(69.7)	
<b>Operating income</b>	<b>165.6</b>	<b>172.0</b>	<b>+3.9%</b>	<b>475.7</b>	<b>482.2</b>	<b>+1.4%</b>
Financial expenses (net)	(54.4)	(52.0)		(152.1)	(149.0)	
Share of profit (loss) in associates	1.1	1.3		1.2	1.5	
<b>Net income (loss) before income tax</b>	<b>112.3</b>	<b>121.3</b>	<b>+8.1%</b>	<b>324.8</b>	<b>334.7</b>	<b>+3.0%</b>
Income tax	(28.1)	(36.0)		(68.5)	(98.3)	
<b>Net income (loss)</b>	<b>84.2</b>	<b>85.3</b>	<b>+1.3%</b>	<b>256.3</b>	<b>236.4</b>	<b>-7.8%</b>
Net income (loss) attr. to non-controlling interests	0.6	0.6		1.0	0.7	
Net income (loss) attr. to equity holders of the parent	<b>83.6</b>	<b>84.7</b>	<b>+1.3%</b>	<b>255.3</b>	<b>235.7</b>	<b>-7.7%</b>

## Appendix 2: Recurring net income

In millions of euros	Q3 2011	Q3 2012	Change	9m 2011	9m 2012	Change
<b>Reported net income</b>	84.2	<b>85.3</b>	<b>+1.3%</b>	256.3	<b>236.4</b>	<b>-7.8%</b>
Non-recurring copper effect	8.6	<b>0.9</b>		0.6	<b>-3.1</b>	
Other expense & income	14.2	<b>14.6</b>		29.9	<b>69.7</b>	
Financial expense	3.1	<b>0.0</b>		13.1	<b>-7.4</b>	
Tax expense	-13.9	<b>-4.4</b>		-39.4	<b>-9.0</b>	
<b>Recurring net income</b>	96.1	<b>96.4</b>	<b>+0.3%</b>	260.5	<b>286.7</b>	<b>+10.0%</b>

# Appendix 2:

## Sales and profitability by segment – Reported basis

Reported basis (€m)	Q3 2011	Q3 2012	Change	9m 2011	9m 2012	Change
<b>Sales</b>	<b>3,210.8</b>	<b>3,441.3</b>	<b>+7.2%</b>	<b>9,373.3</b>	<b>10,009.4</b>	<b>+6.8%</b>
Europe	1,842.2	1,829.3	-0.7%	5,480.3	5,525.6	+0.8%
North America	964.5	1,181.3	+22.5%	2,712.9	3,224.4	+18.9%
Asia-Pacific	349.7	352.9	+0.9%	953.0	1,026.0	+7.7%
Latin America	52.6	77.6	+47.7%	162.1	233.2	+43.9%
<b>Gross profit</b>	<b>761.9</b>	<b>833.1</b>	<b>+9.3%</b>	<b>2,294.5</b>	<b>2,459.3</b>	<b>+7.2%</b>
Europe	467.9	482.7	+3.2%	1,442.5	1,494.2	+3.6%
North America	203.7	257.9	+26.6%	577.6	692.2	+19.8%
Asia-Pacific	76.6	73.8	-3.6%	210.3	217.6	+3.5%
Latin America	12.3	18.0	+46.1%	36.4	53.7	+47.5%
<b>EBITA</b>	<b>183.6</b>	<b>190.8</b>	<b>+3.9%</b>	<b>518.7</b>	<b>561.2</b>	<b>+8.2%</b>
Europe	119.3	118.6	-0.5%	368.7	385.8	+4.6%
North America	48.4	63.4	+31.0%	114.4	161.5	+41.2%
Asia-Pacific	25.4	17.4	-31.4%	59.8	49.5	-17.2%
Latin America	2.1	1.1	-48.7%	6.5	5.4	-16.4%

# Appendix 2:

## Impact on sales from changes in the scope of consolidation

<b>Acquisitions</b>	<b>Country</b>	<b>Conso. as from</b>	<b>Q3 2012</b>	<b>9m 2012</b>
Europe	France, UK, Spain, Belgium	misc.	67.8	136.0
North America	Canada, USA	misc.	100.8	123.7
Asia-Pacific	China, India	01/07/11	0.2	23.1
Latin America	Brazil, Peru	misc.	24.6	63.4
<b>Total acquisitions</b>			<b>193.4</b>	<b>346.1</b>
<b>Divestments</b>	<b>Country</b>	<b>Deconso. as from</b>	<b>Q3 2012</b>	<b>9m 2012</b>
ACE	ACE	01/07/11	-1.9	-64.9
<b>Total divestments</b>			<b>-1.9</b>	<b>-64.9</b>
<b>Net impact on sales</b>			<b>191.5</b>	<b>281.2</b>

# Appendix 2:

## Consolidated Balance Sheet

<b>Assets (€m)</b>	<b>December 31, 2011</b>	<b>September 30, 2012</b>
Goodwill	4,002.2	4,348.2
Intangible assets	935.7	1,045.5
Property, plant & equipment	261.7	276.1
Long-term investments <sup>(1)</sup>	97.1	89.9
Investments in associates	11.8	11.2
Deferred tax assets	153.2	164.9
<b>Total non-current assets</b>	<b>5,461.7</b>	<b>5,935.8</b>
Inventories	1,240.8	1,468.6
Trade receivables	2,122.9	2,316.8
Other receivables	476.2	473.4
Assets classified as held for sale	3.7	3.3
Cash and cash equivalents	413.7	251.6
<b>Total current assets</b>	<b>4,257.3</b>	<b>4,513.7</b>
<b>Total assets</b>	<b>9,719.0</b>	<b>10,449.5</b>

<b>Liabilities (€m)</b>	<b>December 31, 2011</b>	<b>September 30, 2012</b>
<b>Total equity</b>	<b>4,042.5</b>	<b>4,132.8</b>
Long-term debt	2,182.3	2,557.6
Deferred tax liabilities	111.3	163.0
Other non-current liabilities	437.2	471.2
<b>Total non-current liabilities</b>	<b>2,730.8</b>	<b>3,191.8</b>
Interest bearing debt & accrued interests	333.5	503.2
Trade payables	1,903.3	1,926.1
Other payables	708.9	695.6
Liabilities classified as held for sale	0.0	0.0
<b>Total current liabilities</b>	<b>2,945.7</b>	<b>3,124.9</b>
<b>Total liabilities</b>	<b>5,676.5</b>	<b>6,316.7</b>
<b>Total equity &amp; liabilities</b>	<b>9,719.0</b>	<b>10,449.5</b>

(1) Includes Fair value hedge derivatives for €23.8 million at December 31, 2011 and for €36.0 million at September 30, 2012

# Appendix 2:

## Change in Net Debt

€m	Q3 2011	Q3 2012	9m 2011	9m 2012
<b>EBITDA</b>	<b>201.5</b>	<b>209.7</b>	<b>573.5</b>	<b>615.6</b>
Other operating revenues & costs <sup>(1)</sup>	(10.8)	(19.5)	(40.9)	(64.8)
<b>Operating cash flow</b>	<b>190.7</b>	<b>190.2</b>	<b>532.6</b>	<b>550.8</b>
Change in working capital	(16.5)	(69.0)	(253.9)	(268.0)
Net capital expenditure, of which:	(15.1)	(17.4)	(42.1)	(54.2)
<i>Gross capital expenditure</i>	<i>(16.0)</i>	<i>(20.2)</i>	<i>(60.4)</i>	<i>(53.8)</i>
<i>Disposal of fixed assets &amp; other</i>	<i>0.9</i>	<i>2.8</i>	<i>18.3</i>	<i>(0.4)</i>
<b>Free cash flow before interest and tax</b>	<b>159.1</b>	<b>103.8</b>	<b>236.6</b>	<b>228.6</b>
Net interest paid / received	(43.8)	(44.7)	(115.2)	(126.1)
Income tax paid	(24.1)	(27.1)	(71.6)	(94.9)
<b>Free cash flow after interest and tax</b>	<b>91.2</b>	<b>32.0</b>	<b>49.8</b>	<b>7.6</b>
Net financial investment <sup>(2)</sup>	41.2	(353.1)	(14.0)	(491.6)
Dividends paid	(0.1)	0.0	(105.3)	(143.0)
Net change in equity	0.0	(0.2)	88.4	0.0
Other	(15.1)	(13.4)	(36.6)	(48.1)
Currency exchange variation	(23.6)	19.9	20.8	(19.9)
<b>Decrease (increase) in net debt</b>	<b>93.6</b>	<b>(314.8)</b>	<b>3.1</b>	<b>(695.0)</b>
<b>Net debt at the beginning of the period</b>	<b>2,363.8</b>	<b>2,458.4</b>	<b>2,273.3</b>	<b>2,078.2</b>
<b>Net debt at the end of the period</b>	<b>2,270.2</b>	<b>2,773.2</b>	<b>2,270.2</b>	<b>2,773.2</b>

(1) Includes restructuring outflows of €7.0 million in Q3 2011 and of €10.6 million in Q3 2012 and of €34.4 million in 9m 2011 and of €29.5 million in 9m 2012

(2) Q3 2012 includes €473.1 million of acquisitions (net of cash) and 9m 2012 includes €338.1 million of acquisitions (net of cash)

# Appendix 3: Working Capital

Constant basis	September 30, 2011	September 30, 2012
<b>Net inventories</b>		
<i>as a % of sales 12 rolling months</i>	<b>10.0%</b>	<b>10.3%</b>
<i>as a number of days</i>		
<b>Net trade receivables</b>		
<i>as a % of sales 12 rolling months</i>	<b>18.2%</b>	<b>17.2%</b>
<i>as a number of days</i>		
<b>Net trade payables</b>		
<i>as a % of sales 12 rolling months</i>	<b>14.9%</b>	<b>13.8%</b>
<i>as a number of days</i>		
<b>Trade working capital</b>		
<i>as a % of sales 12 rolling months</i>	<b>13.3%</b>	<b>13.6%</b>
<b>Total working capital</b>		
<i>as a % of sales 12 rolling months</i>	<b>11.8%</b>	<b>12.4%</b>



# Appendix 4: Headcount & Branch Evolution

FTEs at end of period comparable	30/09/2011	31/12/2011	30/09/2012	Change
<b>Europe</b>	17,818	17,710	17,230	-3.3%
<i>USA</i>	6,017	6,078	6,070	0.9%
<i>Canada</i>	2,361	2,397	2,414	2.2%
<b>North America</b>	8,378	8,475	8,485	1.3%
<b>Asia-Pacific</b>	2,920	2,926	2,794	-4.3%
<b>Latin America</b>	1,614	1,661	1,685	4.4%
<b>Other</b>	197	204	206	4.6%
<b>Group</b>	30,927	30,976	30,400	-1.7%

Branches comparable	30/09/2011	31/12/2011	30/09/2012	Change
<b>Europe</b>	1,396	1,389	1,377	-1.4%
<i>USA</i>	413	406	395	-4.4%
<i>Canada</i>	223	221	218	-2.2%
<b>North America</b>	636	627	613	-3.6%
<b>Asia-Pacific</b>	299	293	278	-7.0%
<b>Latin America</b>	83	85	89	7.2%
<b>Group</b>	2,414	2,394	2,357	-2.4%

# Appendix 5: Senior Credit Agreement

- **The €1.3bn SCA comprises two revolving credit facilities:**

- A 3-year multi-currency revolving credit facility in an amount of €200m (the initial amount was €600m and was reduced to €400m after one year and to €200m after two years), named “Facility A”
- A 5-year multi-currency revolving credit facility in an amount of €1.1bn, named “Facility B”

- **The applicable margin levels vary according to the IR thresholds (IR = Indebtedness Ratio, i.e. adjusted consolidated net debt to adjusted consolidated EBITDA of the last 12 months), as indicated below:**

IR	IR $\geq$ 5.00	4.50 $\leq$ IR $<$ 5.00	4.00 $\leq$ IR $<$ 4.50	3.50 $\leq$ IR $<$ 4.00	3.00 $\leq$ IR $<$ 3.50	2.50 $\leq$ IR $<$ 3.00	IR $\leq$ 2.50
Facility A	4.25%	3.50%	3.00%	2.50%	2.00%	1.75%	1.50%
Facility B	4.50%	3.75%	3.25%	2.75%	2.25%	2.00%	1.75%

- **In addition, the margin applicable to both facilities shall be increased by an utilization fee equal to:**

- 25bps if the total amount drawn under both facilities is comprised between 33% and 66% of the total commitment
- 50bps if the total amount drawn under both facilities equals or exceeds 66% of the total commitment

- **The applicable financial covenants are the following:**

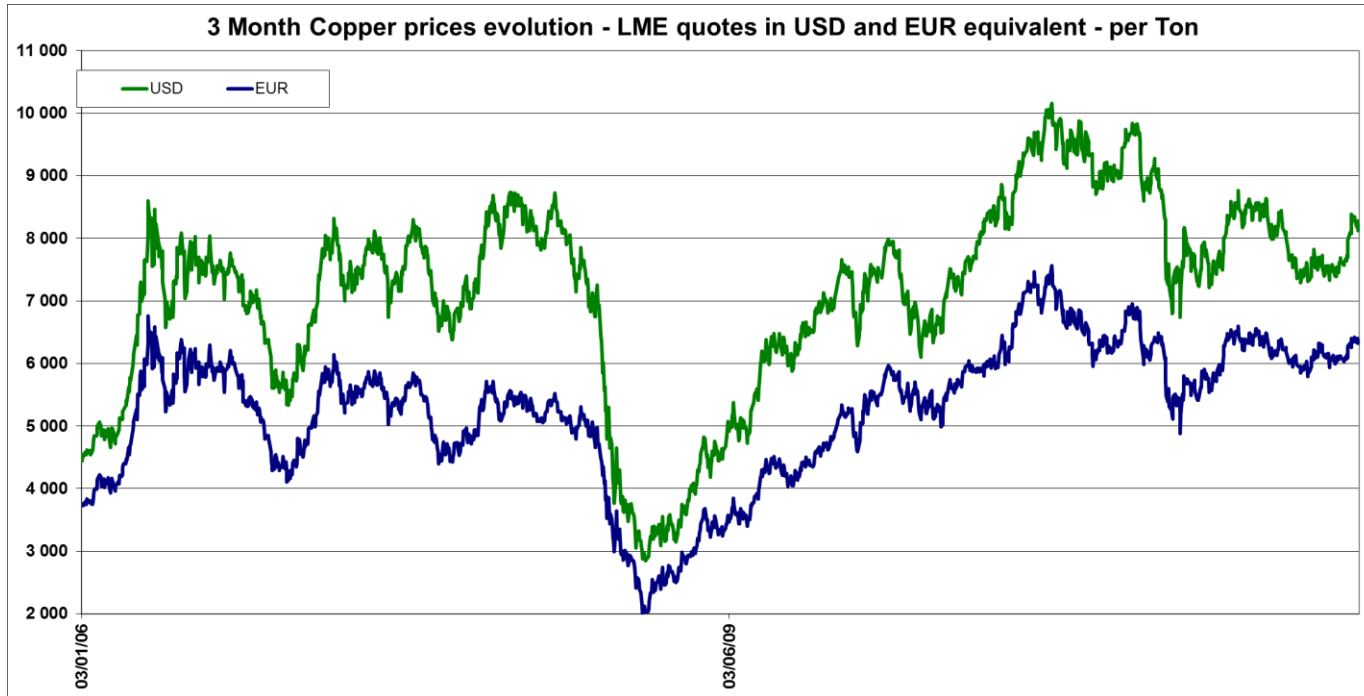
- Commitment to keep indebtedness ratio below thresholds

Date	30/06/2010	31/12/2010	30/06/2011	31/12/2011	30/06/2012	Thereafter
IR commitment	5.15x	4.90x	4.50x	4.00x	3.75x	3.50x

- Commitment to suspend dividend payments as long as IR  $\geq$  4.00x
- Commitment to limit capital expenditure to 0.75% of sales as long as IR  $\geq$  4.00x

- **The SCA contains customary clauses for this type of agreement.** These include clauses restricting the ability of Rexel Group companies to pledge their assets, carry out mergers or restructuring programs, borrow or lend money or provide guarantees. In particular, the Rexel Group has no restriction on acquisitions if the Indebtedness Ratio does not exceed 3.50x and has an acquisition basket of up to €200 million for each 12-months period if the Indebtedness Ratio equals or exceed 3.50x

# Appendix 7: Three-month Copper Price Evolution



USD/t	Q1	Q2	Q3	Q4	FY
2010	7,264	7,056	7,279	8,617	7,554
2011	9,634	9,176	9,003	7,537	8,838
<b>2012</b>	<b>8,327</b>	<b>7,829</b>	<b>7,688</b>		
2011 vs. 2010	+33%	+30%	+24%	-13%	+17%
<b>2012 vs. 2011</b>	<b>-14%</b>	<b>-15%</b>	<b>-15%</b>		

€/t	Q1	Q2	Q3	Q4	FY
2010	5,250	5,540	5,635	6,349	5,694
2011	7,052	6,382	6,369	5,539	6,336
<b>2012</b>	<b>6,351</b>	<b>6,098</b>	<b>6,149</b>		
2011 vs. 2010	+34%	+15%	+13%	-13%	+11%
<b>2012 vs. 2011</b>	<b>-10%</b>	<b>-5%</b>	<b>-4%</b>		

# Disclaimer

*The Group is exposed to fluctuations in copper prices in connection with its distribution of cable products. Cables accounted for approximately 17% of the Group's sales, and copper accounts for approximately 60% of the composition of cables. This exposure is indirect since cable prices also reflect copper suppliers' commercial policies and the competitive environment in the Group's markets. Changes in copper prices have an estimated so-called "recurring" effect and an estimated so called "non-recurring" effect on the Group's performance, assessed as part of the monthly internal reporting process of the Rexel Group:*

*- the recurring effect related to the change in copper-based cable prices corresponds to the change in value of the copper part included in the sales price of cables from one period to another. This effect mainly relates to the Group's sales;*

*- the non-recurring effect related to the change in copper-based cables prices corresponds to the effect of copper price variations on the sales price of cables between the time they are purchased and the time they are sold, until all such inventory has been sold (direct effect on gross profit). Practically, the non-recurring effect on gross profit is determined by comparing the historical purchase price for copper-based cable and the supplier price effective at the date of the sale of the cables by the Rexel Group. Additionally, the non-recurring effect on EBITA corresponds to the non-recurring effect on gross profit, which may be offset, when appropriate, by the non-recurring portion of changes in the distribution and administrative expenses (principally, the variable portion of compensation of sales personnel, which accounts for approximately 10% of the variation in gross profit).*

*The impact of these two effects is assessed for as much of the Group's total cable sales as possible, over each period. Group procedures require that entities that do not have the information systems capable of such exhaustive calculations to estimate these effects based on a sample representing at least 70% of the sales in the period. The results are then extrapolated to all cables sold during the period for that entity. Considering the sales covered, the Rexel Group considers such estimates of the impact of the two effects to be reasonable.*

*This document may contain statements of future expectations and other forward-looking statements. By their nature, they are subject to numerous risks and uncertainties, including those described in the Document de Référence registered with the French Autorité des Marchés Financiers (AMF) on March 15, 2012 under number D.12-0164. These forward-looking statements are not guarantees of Rexel's future performance. Rexel's actual results of operations, financial condition and liquidity as well as development of the industry in which Rexel operates may differ materially from those made in or suggested by the forward-looking statements contained in this release. The forward-looking statements contained in this communication speak only as of the date of this communication and Rexel does not undertake, unless required by law or regulation, to update any of the forward-looking statements after this date to conform such statements to actual results, to reflect the occurrence of anticipated results or otherwise.*

*The market and industry data and forecasts included in this press release were obtained from internal surveys, estimates, experts and studies, where appropriate, as well as external market research, publicly available information and industry publications. Rexel, its affiliates, directors, officers, advisors and employees have not independently verified the accuracy of any such market and industry data and forecasts and make no representations or warranties in relation thereto. Such data and forecasts are included herein for information purposes only.*

*This press release includes only summary information and must be read in conjunction with Rexel's Document de Référence registered with the AMF on March 15, 2012 under number D.12-0164, as well as the consolidated financial statements and activity report for the 2011 fiscal year, which may be obtained from Rexel's website ([www.rexel.com](http://www.rexel.com)).*