

REXEL MOVES TO A NEW ONE-TIER GOVERNANCE STRUCTURE WITH BOARD OF DIRECTORS

At Rexel's Annual General Meeting, held on May 22, shareholders voted in favor of moving from a dual board structure with a Supervisory Board ("*Conseil de Surveillance*") and Management Board ("*Directoire*"), to a one-tier structure with a Board of Directors ("*Conseil d'Administration*"). This change reflects the evolution of Rexel's shareholding structure and aims at:

- Simplifying the decision making process,
- Accelerating the implementation of the Group's strategy,
- Reinforcing the Board's accountability,
- Creating greater proximity between Board members and Executive committee members.

Rudy Provoost has been appointed Chairman and CEO ("*Président-Directeur Général*") and Catherine Guillouard assumes the role of Deputy-CEO. Catherine Guillouard will sit on the Board as a permanent invitee.

In order to ensure a robust governance model, François Henrot has been nominated Vice-President and Senior Independent Director, with the following responsibilities:

- In the event the Chairman and CEO is unable to fulfill his role, the Vice-President has the authority to take over his responsibilities with the same rights as those held by the Chairman
- In his role as Senior Independent Director he has the authority to call a meeting of board members, at least once a year, without the presence of the corporate officers
- He is responsible for conducting annual reviews of the organization and the workings of the Board and specialized committees
- He also has the power to meet with existing and potential shareholders upon request and communicate any governance-related concerns to the board

The Board of Directors is supported by:

- The Nomination Committee, chaired by François Henrot,
- The Compensation Committee, chaired by Patrick Sayer,
- The Strategic Committee, chaired by Pier-Luigi Sigismondi,
- The Audit and Risks Committee, chaired by Fritz Frohlich.

About Rexel Group

Rexel, a global leader in the professional distribution of products and services for the energy world, addresses three main markets - industrial, commercial and residential. The Group supports customers around the globe, wherever they are, to create value and run their businesses better. With a network of some 2,300 branches in 38 countries, and c. 30,000 employees, Rexel recorded sales of €13 billion in 2013.

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, and STOXX600. Rexel is also part of several SRI indices including the DJSI Europe and the FTSE4Good Europe & Global. For more information, visit Rexel's web site at www.rexel.com

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