

TWO INDEPENDENT MEMBERS CO-OPTED TO REXEL'S BOARD OF DIRECTORS

Rexel's Board of Directors, acting on the recommendation of its Nomination Committee, unanimously agreed to co-opt Maria Richter and Isabel Marey-Semper as independent members of the Board of Directors during its meeting on May 22, 2014.

Maria Richter and Isabel Marey-Semper replace Roberto Quarta and Viviane Akriche respectively, following their resignations from the Board. Roberto Quarta and Viviane Akriche represented Ray Investment, which has reduced its shareholding significantly over the past few months, considerably increasing Rexel's free-float.

These changes follow the decision to move to a new governance structure, which received the approval of shareholders at Rexel's Annual General Meeting held on May 22. Shareholders approved the move 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.

Rudy Provoost, Rexel's Chairman and CEO, said: "*Rexel would like to thank Roberto Quarta and Viviane Akriche for their support over the years to the Group's development. We are delighted to welcome Maria Richter and Isabel Marey-Semper to Rexel's Board of Directors. The newly formed Board is predominantly composed of independent members with international backgrounds and a diverse range of skills and experience. The Board's female representation has also been significantly strengthened.*"

Rexel's Board of Directors is now composed of ten members:

- Rudy Provoost, Chairman and CEO
- François Henrot, Vice Chairman and Chairman of the Nomination Committee
- Patrick Sayer, Chairman of the Compensation Committee
- Pier-Luigi Sigismondi, Chairman of the Strategic Committee
- Fritz Froehlich, Chairman of the Audit Committee
- Hendrika Verhagen
- Monika Ribar
- Thomas Farrell
- Maria Richter
- Isabel Marey-Semper

Biographies

Maria Richter is a Non-Executive Director of National Grid plc (since 2003) one of the largest electricity and gas companies in the UK and northeast of the US, where she is Chairman of the Finance Committee and a member of the Audit Committee and Nominations Committee. She is on the Board of Directors of Bessemer Trust (since 2008), a US wealth management company and is a member of its

Remuneration Committee. Ms Richter is also on the Board of Pro Mujer International, a women's microfinance network and Chairman of the Board of Trustees of Pro Mujer UK.

Ms Richter began her career as an attorney for the law firm Dewey Ballantine (1980-1985) before joining The Prudential (1985-1992) where she held a number of positions and latterly as a Vice President of the firm's investment arm providing financing to utilities and independent power companies. She joined Salomon Brothers (1992-1993) as Vice President and then joined Morgan Stanley (1993-2002) as Executive Director and Head of Independent Power and Structured Finance and later became Managing Director and Head of South America Investment Banking and Managing Director of Corporate Finance Retail.

Ms. Richter has a Bachelor of Arts degree from Cornell University and a JurisDoctor degree from Georgetown University Law Center. She is a dual citizen of the Republic of Panama and the United States.

Isabel Marey-Semper is Director of Advanced Research of L'Oreal Group. Prior to this, she was Director of Shared Services at L'Oreal Research & Innovation (2010–2011). Earlier in her carrier, she served as Chief Financial Officer and Executive Vice President at PSA Peugeot Citroen, where she was also in charge of strategy and financial services (2007–2009); Chief Operating Officer, Intellectual Property and Licensing Business Unit at Thomson (2006–2007); Vice President Corporate Planning (2004–2005) and Director of Corporate Planning, High Performance Materials (2002–2004) at Saint-Gobain, and Principal at A.T. Kearney (Telesis, prior to acquisition by A.T. Kearney) (1997–2002). She was also member of the Board of Directors of Faurecia S.A. (2007–2009) and served as member of the Board of Directors and of the Audit Committee of Nokia Oyj from 2009 to 2013.

Isabel Marey-Semper holds a Master of Business Administration degree from College des Ingénieurs and a Doctorate in Neuro-Pharmacology from Université Pierre et Marie Curie – College de France. She is also a graduate of Ecole Normale Supérieure.

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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