

TERMS AND CONDITIONS FOR THE PAYMENT OF THE DIVIDEND IN SHARES OR IN CASH

The Board of Directors of Rexel has decided to submit to Rexel's annual meeting of shareholders, that will meet on May 27, 2015, to distribute a dividend of €0.75 per share.

The Board of Directors of Rexel has also decided to submit to Rexel's annual meeting of shareholders a resolution in order to offer to each shareholder the choice of opting for the payment of the dividend either in cash or in new shares of Rexel.

The shareholders can exercise their option from June 3, 2015 (inclusive) to June 23, 2015 (inclusive) upon request to the concerned financial intermediaries. In the event of the absence of exercise of the option before June 23, 2015 (inclusive), the dividend will be paid only in cash.

The choice will apply to the full dividend amount for which this choice is offered.

If the option is exercised, the price of the new shares issued for the payment of the dividend will represent 90% of the average opening stock prices over the twenty trading days preceding the date of the annual meeting, less the net amount of dividend and rounded up to the nearest euro cent.

If the dividend amount to which a shareholder is entitled is not equal to a whole number of shares, the shareholder will receive the next lower whole number of shares along with a cash payment for the difference, which corresponds to the difference between the amount of dividends for which the option is made and the subscription price of the next lower number of shares.

The new shares issued as payment for the dividend, in the event the option is exercised, will be the object of an application for admission to trading on the NYSE Euronext market in Paris. They will be subject to Rexel's article of association and will carry rights from January 1, 2015. Consequently, from their issuance, they will be entirely assimilated to ordinary shares composing Rexel's share capital (FR0010451203 – RXL).

The record date is June 2, 2015 and the ex-dividend date is June 3, 2015. The payment in cash or the delivery of the new shares when the option is exercised will be carried out from July 1, 2015.

Disclaimer

This press release constitutes the information document required in application of articles 212-4 (§4) and 212-5 (§5) of the General Regulations of the Autorité des marchés financiers and of article 13 of guideline 2005-11 of December 13, 2005 as amended.

This press release does not constitute a tender offer for securities. This press release and any other document concerning the payment of dividend in shares shall not be published outside France unless in accordance with local laws and regulations and shall not constitute an offer for securities in countries where such offer would violate applicable laws and regulations.

The stock dividend election described herein is not available to shareholders in Australia, Japan or any country in which such election would require the registration with, or approval by, local securities regulators. Shareholders are required to inform themselves of any election conditions that may apply under their local law. In deciding whether to make an election to receive shares, shareholders should consider the risks associated with an investment in shares. For further information regarding the Company, its business, its strategy, its financial results and the risks it faces, please refer to the section "Risk Factors" in Rexel's Annual Report (which is available on www.rexel.com).



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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 2,200 branches in 38 countries, and c. 30,000 employees, Rexel's sales were €13.1 billion in 2014.

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, STOXX600. Rexel is also part of the following SRI indices: DJSI Europe, FTSE4Good Europe & Global, EURO STOXX Sustainability, Euronext Vigeo Europe 120 and ESI Excellence Europe. Finally, Rexel is included on the Ethibel EXCELLENCE Investment Registers in recognition of its performance in corporate social responsibility (CSR). For more information, visit Rexel's web site at www.rexel.com

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