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REXEL LAUNCHES €500 MILLION NOTE OFFERING

Rexel announced today that it intends to offer €500 million of senior unsecured notes due in 2022 (the “Notes”). The Notes will be non-callable until 2018. They will rank *pari passu* with Rexel’s senior credit facility and other senior unsecured notes.

The proceeds of the issuance of the Notes will be used to redeem Rexel’s 6.125% senior U.S. dollar notes issued on March 28, 2012 and on April 23, 2012 (for the additional notes) due December 2019 (the “2019 Notes”), and for general corporate purposes. Rexel will redeem the 2019 Notes at their applicable make-whole redemption premium, plus accrued and unpaid interest. Rexel can elect not to redeem the 2019 Notes if it does not issue at least €400 million of Notes or if there is a material change in financial markets.

The Notes will be offered exclusively to investors outside the United States and are expected to be listed on the Luxembourg Stock Exchange (Euro MTF).

Rexel expects the Notes to be rated by Moody’s, Fitch and Standard & Poor’s. Ratings announcements are expected to be released shortly by the respective rating agencies.

This issuance will allow Rexel to enhance its financial flexibility by extending its debt maturity profile and reducing its overall cost of financing.

Crédit Agricole CIB, HSBC and Société Générale will act as Joint Global Coordinators, and as Joint Lead Bookrunners. BofA Merrill Lynch, CM-CIC, ING and J.P. Morgan will act as Joint Bookrunners for the Notes offering. Bayerische Landesbank and Natixis will act as Co-Lead Managers.

This document is not an offer of securities for sale nor the solicitation of an offer to purchase securities in France, in the United States or any other jurisdiction.

The securities described herein may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons unless they are registered or exempt from registration under the U.S. Securities Act of 1933, as amended (the “Securities Act”). The securities described herein have not been and will not be registered under Securities Act and Rexel does not intend to make a public offer of its securities in the United States.

The offer and sale of the Notes in France will be carried out through a private placement in accordance with article L.411-2 of the French Financial and Monetary Code and other applicable laws and regulations. There will be no public offering in France.

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.

CONTACTS

FINANCIAL ANALYSTS / INVESTORS

Marc MAILLET +33 1 42 85 76 12
Florence MEILHAC +33 1 42 85 57 61

marc.maillet@rexel.com
florence.meilhac@rexel.com

PRESS

Pénélope LINAGE +33 1 42 85 76 28
Brunswick: Thomas KAMM +33 1 53 96 83 92

penelope.linage@rexel.com
tkamm@brunswickgroup.com

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This announcement is not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of November 4, 2003 as implemented in each member State of the European Economic Area and amendments thereto, including Directive 2010/73/EU (the "Prospectus Directive").

This announcement does not, and shall not, in any circumstances constitute a public offering nor an invitation to the public in connection with any offer in any jurisdiction.

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With respect to the member States of the European Economic Area, other than France, which have implemented the Prospectus Directive, the Notes may only be offered under circumstances not requiring Rexel to publish a prospectus as provided under article 3(2) of the Prospectus Directive.

This communication does not constitute an offer to the public in the United Kingdom. No prospectus has been or will be approved in the United Kingdom in respect of the Notes. The distribution of this press release is not made, and has not been approved, by an "authorized person" within the meaning of Article 21(1) of the Financial Services and Markets Act 2000. As a consequence, this press release is directed only at persons who (i) are located outside the United Kingdom, (ii) have professional experience in matters relating to investments and fall within Article 19(5) ("investment professionals") of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005, (iii) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc.") of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 or (iv) are persons to whom this communication may otherwise lawfully be communicated (all such persons together being referred to as "Relevant Persons"). The Notes are directed only at Relevant Persons and no invitation, offer or agreements to subscribe, purchase or otherwise acquire Notes may be proposed or made other than with Relevant Persons. Any person other than a Relevant Person may not act or rely on this document or any provision thereof. This press release is not a prospectus which has been approved by the Financial Services Authority or any other United Kingdom regulatory authority for the purposes of Section 85 of the Financial Services and Markets Act 2000.

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accordance with Regulation S. Rexel does not intend to register any portion of the offering in the United States or to conduct an offering of securities in the United States.

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