

Compensation of members of Rexel's Management Board

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Compensation of corporate officers of Rexel

At its meeting of February 8, 2012, the Supervisory Board, upon recommendation of the Compensation Committee, determined the following compensation items for **Rudy Provoost, Chairman of the Management Board**, for the financial year 2012:

- gross fixed compensation, amounting to €800,000 per annum (+0% compared to 2011),
- an annual variable target-based bonus amounting to 100% of his gross annual compensation if 100% of his individual and financial set targets are reached (+0% compared to 2011). If the achieved financial results exceed 100% of the set financial targets, the variable bonus may reach up to 137.5% of the nominal amount. This variable bonus is based on financial criteria for 75% and on qualitative criteria for 25%, and
- a housing allowance for a gross annual amount of €60,000.

At its meeting of February 8, 2012, the Supervisory Board, upon recommendation of the Compensation Committee, decided to pay a gross amount of €91,350 to Rudy Provoost in order to compensate for the loss of part of his variable bonus for the year 2011 corresponding to the period before he joined the Group.

At its meeting of February 8, 2012, the Supervisory Board, upon recommendation of the Compensation Committee, determined the following compensation items for **Michel Favre, member of the Management Board**, for the financial year 2012:

- gross fixed compensation, amounting to €465,000 per annum (+2.65% compared to 2011); and
- an annual variable target-based portion which may reach 65% of the gross annual fixed compensation in the event of the achievement of 100% of the individual and financial targets (+0% compared to 2011). If the achieved financial results exceed 100% of the set financial targets, the variable bonus may reach up to 132.5% of the nominal amount. This variable bonus is based on financial criteria linked to the results of the Rexel Group for 65% and on qualitative criteria for 35%.

Subject to his effective presence up to December 31, 2012, Michel Favre will thus be eligible for an exceptional bonus in a gross amount of €226,500, as established in a retention plan determined by the Supervisory Board at its meeting of July 26, 2011, upon the recommendation of the Compensation Committee. This exceptional bonus in a management-transition period may be paid to him on a prorata temporis basis in the event that he leaves the Rexel Group prior to such date, except in the event of gross negligence (faute grave) or wilful misconduct (faute lourde) or resignation.

At its meeting of February 8, 2012, the Supervisory Board, upon recommendation of the Compensation Committee, determined the following compensation items for **Pascal Martin, member of the Management Board**, for the financial year 2012:

- gross fixed compensation, amounting to €465,000 per annum (+2.65% compared to 2011), and
- an annual variable target-based portion which may reach 65% of the gross annual fixed compensation in the event of the achievement of 100% of the individual and financial targets (+0% compared to 2011). If the achieved financial results exceed 100% of the set financial targets, the variable bonus may reach up to 132.5% of the nominal amount. This variable bonus is based on financial criteria linked to the results of the Rexel Group for 65%, and on qualitative criteria for 35%.

Subject to his effective presence up to December 31, 2012, Pascal Martin will thus be eligible for an exceptional bonus in a gross amount of €226,500, as established in a retention plan determined by the Supervisory Board at its meeting of July 26, 2011 upon the recommendation of the Compensation Committee. This exceptional bonus in a management-transition period may be paid to him on a prorata temporis basis in the event that he leaves the Rexel Group prior to such date, except in the event of gross negligence (faute grave) or wilful misconduct (faute lourde) or resignation.

At its meeting of February 8, 2012, the Supervisory Board, upon recommendation of the Compensation Committee, determined the following compensation items for **Jean-Dominique Perret, member of the Management Board**, for the financial year 2012:

- gross fixed compensation, in his capacity as member of the Management Board of Rexel and in his salaried capacity, amounting to €300,000 per annum (+4.17% compared to 2011), and
- an annual variable target-based portion which may reach 60% of the gross annual fixed compensation in the event of the achievement of 100% of the individual and financial targets (+0% compared to 2011). If the achieved financial results exceed 100% of the set financial targets, the variable bonus may reach up to 132.5% of the nominal amount. This variable bonus is based on financial criteria linked to the results of the Rexel Group for 65%, and on qualitative criteria for 35%.

Subject to his effective presence up to December 31, 2012, Jean-Dominique Perret will thus be eligible for an exceptional bonus in a gross amount of €144,000, as established in a retention plan determined by the Supervisory Board at its meeting of July 26, 2011 upon the recommendation of the Compensation Committee. This exceptional bonus in a management-transition period may be paid to him on a prorata temporis basis in the event that he leaves the Rexel Group prior to such date, except in the event of gross negligence (faute grave) or wilful misconduct (faute lourde) or resignation.

Allocation of free shares to Rexel's corporate officers

On May 2, 2012, under the authorization of the May 19, 2011 Shareholders' Meeting, the Management Board, based on the recommendation of the Compensation Committee and upon the authorization of the Supervisory Board, decided to proceed with the allocation of free shares to Group executives including corporate officers. These free shares allocated are subject, for all beneficiaries, to a two-year presence condition and to performance criteria covering the entire allocation.

Performance conditions:

- EBITA margin increase over 2 years,
- Free Cash Flow before interest and tax/EBITDA level over a two-year period,
- EBITA level,
- Free Cash Flow before interest and tax level.

Possibility of reaching 150% of the nominal amount allocated in the event of the outperformance of indicators – the individual figures below indicate in the first place this possibility of the utmost outperformance of indicators, as well as the nominal amount of the package.

- Number of free shares allocated to Mr. Rudy Provoost: **90,816**, ie **60,544** at nominal value
- Number of free shares allocated to Mr. Michel Favre: **41,055**, ie **27,370** at nominal value
- Number of free shares allocated to Mr. Pascal Martin: **46,050**, ie **30,700** at nominal value
- Number of free shares allocated to Mr. Jean-Dominique Perret: **41,055**, ie **27,370** at nominal value