



Company with limited liability (*société anonyme*)  
with a Management Board and Supervisory Board  
with a share capital of €1,297,178,380  
Registered office: 189-193, boulevard Malesherbes – 75017 Paris  
479 973 513 R.C.S. Paris

## **Supplement to the convening notice to the Ordinary and Extraordinary Shareholders' Meeting of May 20, 2010**

Supplement to the convening notice to the Ordinary and Extraordinary Shareholders' Meeting of Rexel, A French *société anonyme* with a Management Board and Supervisory Board with a share capital of €1,297,178,380, having its registered office at 189-193, boulevard Malesherbes – 75017 Paris (the "**Company**"), for May 20, 2010 at 10:30 a.m. at Salons Eurosites George V, located at 28, Avenue George V, 75008 Paris.

1. – The agenda of the Ordinary and Extraordinary Shareholders' Meeting of May 20, 2010 is supplemented as follows:

After the item "*Appointment of Amaury Hendrickx as member of the Supervisory Board*", a new item is added, as follows:

*"Appointment of Françoise Gri as member of the Supervisory Board"*

2. – The text of the draft resolutions to be submitted to the Ordinary and Extraordinary Shareholders' Meeting of May 20, 2010 is supplemented as follows:

After the fourteenth resolution "*Appointment of Amaury Hendrickx as member of the Supervisory Board*", a new fifteenth resolution is added, as follows:

### **"FIFTEENTH RESOLUTION**

#### **(Appointment of Françoise Gri as member of the Supervisory Board)**

*The shareholders' meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings,*

*Having reviewed the report of the Management Board, in accordance with article L.225-75 of the French commercial code:*

*Resolved that Françoise Gri, born on December 21, 1957, a French national, residing at 25, rue des Vaussourds, 92500 Rueil Malmaison, France, be appointed as member of the Supervisory Board for a term of four years, which is to expire upon the end of the shareholders' meeting convened to resolve on the financial statements for the financial year ending December 31, 2013, to be held in 2014, subject to the condition precedent of the approval of the thirty-second resolution of this shareholders' meeting in relation to the amendment of article 19.2 of the by-laws of the Company. Should this shareholders' meeting not approve the thirty-second resolution referred to above, the shareholders' meeting resolved that Françoise Gri be appointed as member of the Supervisory Board for a term of five years which is to expire upon the end of the shareholders' meeting convened to resolve on the financial statements for the financial year ending December 31, 2014, to be held in 2015.*

*Françoise Gri has indicated that she accepted these duties by anticipation and that she meets the legal and regulatory conditions, as well as those laid down by the by-laws, for exercising such duties."*

As a result of the insertion of a new fifteenth resolution, the previous fifteenth to thirty-third resolutions become the sixteenth to thirty-fourth, their content remaining unchanged subject to references to the previous fifteenth to thirty-third resolutions which become references to the sixteenth to thirty-fourth resolutions.

3. – The report of the Management Board to the Ordinary and Extraordinary Shareholders' Meeting of May 20, 2010 is supplemented as follows:

After the paragraph 1.8. "Appointment of Amaury Hendrickx as member of the Supervisory Board (fourteenth resolution)", a new paragraph 1.9. is added, as follows:

**"1.9.Appointment of Françoise Gri as member of the Supervisory Board (fifteenth resolution)**

*The fifteenth resolution submits to the approval of the shareholders the appointment of Françoise Gri as member of the Supervisory Board.*

*This appointment would be carried out for a term of four years, i.e., until the shareholders' meeting convened to approve the financial statements of the financial year ending December 31, 2013, to be held in 2014, subject to the condition precedent of the adoption of the thirty-second resolution in relation to the amendment of article 19.2 of the by-laws of the Company (term and renewal of the duties of the members of the Supervisory Board).*

*Should the thirty-second resolution not be approved by the shareholders of the Company, the appointment of Françoise Gri as member of the Supervisory Board would be effective, in accordance with the current provisions of the by-laws, for a term of five years, i.e., until the shareholders' meeting convened to approve the financial statements of the financial year ending December 31, 2014, to be held in 2015.*

*Françoise Gri was born on December 21, 1957, is a French national and resides at 25, rue des Vaussourds, 92500 Rueil Malmaison, France.*

*Françoise Gri is, since 2007, president of Manpower France and a member of Manpower's Executive Management Team. Before joining Manpower, Françoise Gri worked at the IBM group where she successively held the positions of Sales Representative, Account Manager and Sales Manager (1982-1989), Executive Assistant to the IBM France CGM (1990), Government and Public Sector Executive at IBM France (1991-1997), e-Business Solutions Executive, Sales Support and Operations Executive and VP Marketing and Channels at IBM EMEA (1996-2000), Sales Operations Executive at IBM EMEA (2000-2001) and President of IBM France (2001-2007). In 2007-2008, Françoise Gri also acted as a member of the Board of Directors of Aker Yards (renamed STX Europe, a South Korean shipbuilding company). Françoise Gri is a member of the Board of Directors of Ecole Centrale, Paris, a member of the Ethics Committee of the MEDEF, a member of the Board of Directors of Institut de l'Entreprise and the Vice President of FACE Foundation (Foundation for Action to combat exclusion). Françoise Gri received the title of Chevalier de l'Ordre National de la Légion d'Honneur and the title of Chevalier de l'Ordre National du Mérite. In 2009, for the sixth consecutive year, Françoise Gri was selected by Fortune Magazine for its 2009 list of the "50 Most Powerful Women in Business - International". Françoise Gri earned a Master of Science in Computer Engineering from Ecole Nationale Supérieure d'Informatique et Mathématiques Appliquées (ENSIMAG) in Grenoble, France.*

*Based on the criteria applied by Rexel to review the independence of the members of the Supervisory Board, Françoise Gri would qualify as an independent member of the Supervisory Board, thus increasing the number of independent members to four out of a total of twelve members, or one third of the Supervisory Board, in accordance with the code of corporate governance of the AFEP-MEDEF.*

*Françoise Gri has indicated that she accepted these duties by anticipation and that she meets the legal and regulatory conditions, as well as those laid down by the by-laws, for exercising such duties."*

As a result of the insertion of a new paragraph 1.9. and of a new fifteenth resolution, the previous paragraphs 1.9. to 1.13. become the paragraphs 1.10. to 1.14. and the previous fifteenth to thirty-third resolutions become the sixteenth to thirty-fourth, their content remaining unchanged subject to references to the previous fifteenth to thirty-third resolutions which become references to the sixteenth to thirty-fourth resolutions.