

REXEL

Combined General Meeting 22/05/2014

Resolutions voting results

Number of issued shares : 284 224 292

Number of shares with voting right : 282 491 076

Ordinary	Number	Shares	Voting rights
Shareholders attending to the combined general meeting	96	21 625 407	21 625 407
Proxy to the Chairman	938	4 275 518	4 275 518
Proxy to another shareholder	2	1 267	1 267
Vote by post	1 062	179 227 962	179 227 962
Total	2 098	205 130 154	205 130 154

Quorum 72,61%

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Resolutions	Type	Wording	Total voting shares at the comined general meeting	Statutory capital	% of the statutory capital	Total vote FOR	total vote AGAINST	Total vote ABSTENTION	Vote by post	Vote by post AGAINST	Shareholders attending to the combined general meeting voting	AGAINST	Shareholders attending to the combined general meeting voting	Total Votes	Total FOR (in %)	Total AGAINST (in %)	Total ABSTENTION (in %)	
Resolution	1	ord.	Approval of the annual financial statements for the financial year ended	205 130 154	284 224 292	72,17%	203 435 697	1 689 370	5 087	177 539 380	1 688 582	21 620 799	788	788	205 130 154	99,1740%	0,8236%	0,0025%
Resolution	2	ord.	Approval of the consolidated financial statements for the financial year ended December 31, 2013	205 130 154	284 224 292	72,17%	203 435 850	1 689 494	4 810	177 539 380	1 688 582	21 620 952	912	912	205 130 154	99,1740%	0,8236%	0,0023%
Resolution	3	ord.	Allocation of profit for the financial year ended December 31, 2013 and payment of the dividend	205 130 154	284 224 292	72,17%	202 680 120	2 443 241	6 793	176 785 410	2 442 552	21 619 192	689	689	205 130 154	98,8056%	1,1911%	0,0033%
Resolution	4	ord.	Option for the payment of the dividend in new shares	205 130 154	284 224 292	72,17%	201 783 242	3 000 115	346 797	176 228 096	2 999 866	21 279 628	249	249	205 130 154	98,3684%	1,4625%	0,1691%
Resolution	5	ord.	Authorization of related-party agreements referred to in articles L.225-86 et seq. of the French Commercial Code	205 130 154	284 224 292	72,17%	154 575 267	50 001 489	6 346	129 035 650	50 000 456	21 264 099	1 033	1 033	204 583 102	75,5562%	24,4407%	0,0031%
Resolution	6	ord.	Authorization of the performance criteria relative to the deferred compensation of Mrs. Catherine Guilloard referred to in article L.225-90-1 of the French Commercial Code	205 130 154	284 224 292	72,17%	139 069 690	66 054 799	5 665	113 177 035	66 050 927	21 617 137	3 872	3 872	205 130 154	67,7958%	32,2014%	0,0028%
Resolution	7	ord.	Authorization of the performance criteria relative to the deferred compensation of Mr. Rudy Provoost referred to in article L.225-90-1 of the French Commercial Code	205 130 154	284 224 292	72,17%	138 194 014	66 395 721	348 563	112 644 904	66 391 202	21 273 592	4 519	4 519	204 938 298	67,4320%	32,3979%	0,1701%
Resolution	8	ord.	Authorization of the performance criteria relative to the deferred compensation of Mr. Pascal Martin referred to in article L.225-90-1 of the French Commercial Code	205 130 154	284 224 292	72,17%	138 340 192	66 429 265	5 501	112 803 350	66 424 612	21 261 324	4 653	4 653	204 774 958	67,5572%	32,4401%	0,0027%
Resolution	9	ord.	Authorization of the performance criteria relative to the deferred compensation of Mrs. Catherine Guilloard referred to in article L.225-90-1 of the French Commercial Code	205 130 154	284 224 292	72,17%	138 694 680	66 430 254	5 220	112 803 404	66 424 558	21 615 758	5 696	5 696	205 130 154	67,6130%	32,3844%	0,0025%
Resolution	10	ord.	Opinion on the elements of compensation due or granted for the financial year 2013 to Mr. Rudy Provoost, Chairman of the Management Board	205 130 154	284 224 292	72,17%	143 257 225	61 524 636	348 293	117 708 818	61 519 144	21 272 889	5 492	5 492	205 130 154	69,8372%	29,9930%	0,1698%
Resolution	11	ord.	Opinion on the elements of compensation due or granted for the financial year 2013 to Mrs. Catherine Guilloard and Mr. Pascal Martin, members of the Management Board	205 130 154	284 224 292	72,17%	140 362 514	64 420 299	347 341	114 813 466	64 414 496	21 273 530	5 803	5 803	205 130 154	68,4261%	31,4046%	0,1693%
Resolution	12	ord.	Appointment of Mr. Pier Luigi Sigismondi as member of the Supervisory Board	205 130 154	284 224 292	72,17%	203 117 922	2 007 269	4 963	177 565 253	1 662 709	21 277 151	344 560	344 560	205 130 154	99,0190%	0,9785%	0,0024%
Resolution	13	ord.	Approval of the co-option of Mrs. Monika Ribar as member of the Supervisory Board	205 130 154	284 224 292	72,17%	202 433 072	2 690 778	6 304	176 538 998	2 688 964	21 618 556	1 814	1 814	205 130 154	98,6852%	1,3117%	0,0031%
Resolution	14	ord.	Approval of the co-option of Mr. François Henrot as member of the Supervisory Board	205 130 154	284 224 292	72,17%	202 128 257	2 654 082	347 815	176 576 213	2 651 749	21 276 526	2 333	2 333	205 130 154	98,5366%	1,2939%	0,1696%
Resolution	15	ord.	Approval of the co-option of Mrs. Hendrica Verhagen as member of the Supervisory Board	205 130 154	284 224 292	72,17%	201 097 418	4 026 955	5 781	175 202 713	4 025 249	21 619 187	1 706	1 706	205 130 154	98,0341%	1,9631%	0,0028%
Resolution	16	ord.	Renewal of the term of office of Mrs. Hendrica Verhagen as member of the Supervisory Board	205 130 154	284 224 292	72,17%	201 215 461	3 243 374	671 319	175 987 082	3 240 880	20 952 861	2 494	2 494	205 130 154	98,0916%	1,5811%	0,3273%
Resolution	17	ord.	Renewal of the term of office of Mr. Patrick Sayer as member of the Supervisory Board	205 130 154	284 224 292	72,17%	129 730 742	75 052 083	347 329	104 178 393	75 049 569	21 276 831	2 514	2 514	205 130 154	63,2431%	36,5875%	0,1693%
Resolution	18	ord.	Authorization to be granted to the Management Board to carry out transactions on the Company's shares	205 130 154	284 224 292	72,17%	199 098 899	6 025 966	5 289	173 544 657	5 683 305	21 278 724	342 661	342 661	205 130 154	97,0598%	2,9376%	0,0026%
Resolution	19	ord.	Determination of the attendance fees allocated to the members of the Supervisory Board	205 130 154	284 224 292	72,17%	147 172 569	57 951 129	6 456	121 283 066	57 944 896	21 613 985	6 233	6 233	205 130 154	71,7459%	28,2509%	0,0031%
Resolution	20	ord.	Approval of the decision of the Supervisory Board on the transfer of the Company's registered office	205 130 154	284 224 292	72,17%	203 468 046	1 655 661	6 447	177 573 219	1 654 743	21 619 309	918	918	205 130 154	99,1897%	0,8071%	0,0031%
Resolution	21	extr.	Authorization to be granted to the Management Board to carry out a share capital decrease by cancellation of shares	205 130 154	284 224 292	72,17%	202 739 130	2 386 420	4 604	176 843 210	2 384 752	21 620 402	1 668	1 668	205 130 154	98,8344%	1,1634%	0,0022%

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Resolution 22	extr.	Delegation of authority to be granted to the Management Board in order to decide upon the issuance, with upholding of the shareholders' preferential subscription right, of ordinary shares and/or securities conferring access, immediately and/or in the future, to the share capital of the Company or to debt securities	205 130 154	284 224 292	72,17%	71 479 772	133 643 729	6 653	45 585 130	133 642 832	21 619 124	897	897	205 130 154	34,8461%	65,1507%	0,0032%
Resolution 23	extr.	Delegation of authority to be granted to the Management Board in order to decide the issuance, with cancellation of the shareholders' preferential subscription right, by way of a public offering, of ordinary shares and/or securities conferring access, immediately and/or in the future, to the share capital of the Company or to debt securities	205 130 154	284 224 292	72,17%	58 006 732	146 774 485	348 937	32 458 775	146 769 187	21 272 439	5 298	5 298	205 130 154	28,2780%	71,5519%	0,1701%
Resolution 24	extr.	Delegation to be granted to the Management Board in order to decide upon the issuance, with cancellation of the shareholders' preferential subscription right, of ordinary shares and/or securities conferring access, to the share capital or to debt securities by way of an offering as defined in art. L.411-2II of the French Monetary and Financial Code	205 130 154	284 224 292	72,17%	65 800 590	138 981 873	347 691	40 920 093	138 307 869	20 604 979	674 004	674 004	205 130 154	32,0775%	67,7530%	0,1695%
Resolution 25	extr.	Delegation of authority to be granted to the Management Board to increase the amount of issuances, with cancellation or upholding of the shareholders' preferential subscription right, pursuant to the twenty-second, twenty-third and twenty-fourth resolutions	205 130 154	284 224 292	72,17%	81 677 852	123 103 872	348 430	56 796 156	122 431 806	20 606 178	672 066	672 066	205 130 154	39,8176%	60,0126%	0,1699%
Resolution 26	extr.	Authorization to be granted to the Management Board to determine the price of issuances of ordinary shares or securities by way of public offering as defined in article L.411-2 II of the French Monetary and Financial Code, with cancellation of the shareholders' preferential subscription right, within the limit of 10% of share capital per year	205 130 154	284 224 292	72,17%	151 737 655	53 044 803	347 696	126 855 389	52 372 573	20 606 748	672 230	672 230	205 130 154	73,9714%	25,8591%	0,1695%
Resolution 27	extr.	Authorization to be granted to the Management Board to increase the share capital through the issuance of shares and/or securities conferring access to the capital of the Company with cancellation of the shareholders' preferential subscription right for the benefit of members of a company savings plan	205 130 154	284 224 292	72,17%	201 079 267	4 045 832	5 055	175 186 604	4 041 358	21 617 145	4 474	4 474	205 130 154	98,0252%	1,9723%	0,0025%
Resolution 28	extr.	Delegation of authority to the Management Board to increase the share capital, without preferential subscription rights, through a capital increase reserved to certain categories of beneficiaries in order to implement employee shareholding transactions	205 130 154	284 224 292	72,17%	200 781 534	4 342 307	6 313	174 890 185	4 337 777	21 615 831	4 530	4 530	205 130 154	97,8801%	2,1169%	0,0031%
Resolution 29	extr.	Delegation of powers to be granted to the Management Board to decide to issue ordinary shares and/or securities conferring access to the share capital of the Company within the limit of 10% of the share capital, without preferential subscription rights, in consideration for contributions in kind granted to the Company	205 130 154	284 224 292	72,17%	157 712 504	47 070 151	347 499	132 161 551	47 066 411	21 275 435	3 740	3 740	205 130 154	76,8841%	22,9465%	0,1694%
Resolution 30	extr.	Delegation of authority to consent to the Management Board in order to increase the share capital by issuance of ordinary shares and/or securities giving access to the share capital of the Company without preferential subscription rights as compensation of the contribution of shares undertaken in the scope of a public exchange offering	205 130 154	284 224 292	72,17%	89 752 955	115 029 923	347 276	64 867 506	114 360 456	20 609 931	669 467	669 467	205 130 154	43,7541%	56,0766%	0,1693%
Resolution 31	extr.	Delegation of authority to be granted to the Management Board to decide to increase the share capital by incorporation of premiums, reserves, profits or other items that may be capitalized	205 130 154	284 224 292	72,17%	202 750 978	2 372 812	6 364	177 524 163	1 703 799	20 951 297	669 013	669 013	205 130 154	98,8402%	1,1567%	0,0031%
Resolution 32	extr.	Change in the percentage interest held in the Company's capital or voting rights representing a threshold crossing for the Company, in respect of which the holder(s) must notify the Company – Related amendment to article 11-2 of the Company's by-laws	205 130 154	284 224 292	72,17%	48 338 710	156 443 414	348 030	22 784 552	156 443 410	21 278 640	4	4	205 130 154	23,5649%	76,2654%	0,1697%

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Resolution 33	extr.	Change in the Company's mode of administration and management by adoption of a Board of Directors – Related amendment to the Company's by-laws	205 130 154	284 224 292	72,17%	146 257 104	58 523 569	349 481	120 707 693	58 520 269	21 273 893	3 300	3 300	205 130 154	71,2997%	28,5300%	0,1704%
Resolution 34	extr.	Continuation to the benefit of the Board of Directors of the authorization granted pursuant to the fifteenth resolution (Authorization to be granted to the Management Board to grant free shares to the employees and to the corporate officers of the Company and its subsidiaries) adopted by the shareholders' meeting of May 22, 2013	205 130 154	284 224 292	72,17%	153 581 845	51 540 094	8 215	127 690 703	51 537 259	21 615 624	2 835	2 835	205 130 154	74,8704%	25,1256%	0,0040%
Resolution 35	ord.	Appointment of Mr. Rudy Provoost as director	205 130 154	284 224 292	72,17%	152 625 754	52 153 805	350 595	127 075 517	52 152 445	21 274 719	1 360	1 360	205 130 154	74,4043%	25,4247%	0,1709%
Resolution 36	ord.	Appointment of Mr. Roberto Quarta as director	205 130 154	284 224 292	72,17%	162 294 833	42 484 560	350 761	136 744 679	42 483 283	21 274 636	1 277	1 277	205 130 154	79,1180%	20,7110%	0,1710%
Resolution 37	ord.	Appointment of Mr. Patrick Sayer as director	205 130 154	284 224 292	72,17%	125 179 021	79 600 184	350 949	99 629 001	79 598 961	21 274 502	1 223	1 223	205 130 154	61,0242%	38,8047%	0,1711%
Resolution 38	ord.	Appointment of Mrs. Vivianne Akriche as director	205 130 154	284 224 292	72,17%	145 702 363	59 077 538	350 253	120 152 215	59 075 747	21 274 630	1 791	1 791	205 130 154	71,0292%	28,8000%	0,1707%
Resolution 39	ord.	Appointment of Mr. Thomas Farrell as director	205 130 154	284 224 292	72,17%	163 661 788	41 460 305	8 061	137 769 564	41 458 398	21 616 706	1 907	1 907	205 130 154	79,7844%	20,2117%	0,0039%
Resolution 40	ord.	Appointment of Mr. Fritz Fröhlich as director	205 130 154	284 224 292	72,17%	164 031 913	41 090 330	7 911	138 138 767	41 089 195	21 617 628	1 135	1 135	205 130 154	79,9648%	20,0313%	0,0039%
Resolution 41	ord.	Appointment of Mr. François Henrot as director	205 130 154	284 224 292	72,17%	164 927 749	40 194 327	8 078	139 035 000	40 192 962	21 617 231	1 365	1 365	205 130 154	80,4015%	19,5945%	0,0039%
Resolution 42	ord.	Appointment of Mrs. Monika Ribar as director	205 130 154	284 224 292	72,17%	164 362 175	40 418 248	349 731	138 811 074	40 416 888	21 275 583	1 360	1 360	205 130 154	80,1258%	19,7037%	0,1705%
Resolution 43	ord.	Appointment of Mr. Pier Luigi Sigismondi as director	205 130 154	284 224 292	72,17%	164 598 918	40 181 301	349 935	139 047 417	40 180 545	21 275 983	756	756	205 130 154	80,2412%	19,5882%	0,1706%
Resolution 44	ord.	Appointment of Mrs. Hendrica Verhagen as director	205 130 154	284 224 292	72,17%	164 319 803	40 802 732	7 619	138 426 645	40 801 317	21 617 640	1 415	1 415	205 130 154	80,1051%	19,8911%	0,0037%
Resolution 45	ord.	Powers to carry out legal formalities	205 130 154	284 224 292	72,17%	193 148 096	11 631 795	350 263	167 596 167	11 631 795	21 276 411	-	-	205 130 154	94,1588%	5,6704%	0,1708%

For resolution n°5 : exclusion of Mr Rudy Provoost, M. Pascal Martin

For resolution n°7 : exclusion of Mr Rudy Provoost