

## **REPORT OF THE REXEL'S ANNUAL GENERAL MEETING**

Rexel, a global leader in the distribution of electrical supplies, held its Shareholders' Assembly today in Paris.

All the resolutions submitted to shareholder vote were approved by a large majority.

### **Distribution of a dividend**

Shareholders decided to distribute a dividend of €0.40 per share and also decided 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 May 27, 2011 (inclusive) to June 20, 2011 (inclusive) upon request to the concerned financial intermediaries. In the event of the absence of exercise of the option before June 20, 2011 (inclusive), the dividend will be paid only in cash. The choice will apply to the full dividend amount for which this choice is offered. The price of the new shares issued for the payment of the dividend is set at €16. The ex-dividend date is May 27, 2011. The payment in cash or the delivery of the new shares when the option is exercised will be carried out from June 30, 2011. The maximum number of new shares that can be issued if the option is exercised is 6 574 300, i.e. 2.49 % of Rexel's share capital and voting rights (on the basis of the number of outstanding shares on May 18, 2011).

### **Renewal of the mandate of three members of Rexel's Supervisory Board**

In particular, shareholders approved the renewal of the mandate of three members of the Supervisory Board for four years: David Novak, Luis Marini-Portugal and Matthew Turner. Following the resignation of Joe Adorjan on February 8, 2011, a new member of the Supervisory Board, qualifying as an independent member, will be appointed to succeed him. Rexel's Supervisory Board, which counts 12 members, will thus be composed of four independent members.

***David Novak** has served on the Supervisory Board of Rexel since February 13, 2007. He is a Senior Partner of CD&R LLP. He joined Clayton Dubilier & Rice in 1997 after working in the Private Equity and Investment Banking divisions of Morgan Stanley & Co., Inc. and for the Central European Development Corporation, a Private Equity firm. David Novak is a Director of BCA as well as Director and Company Secretary of CD&R. He has been a director of Italtel S.p.A and of HD Supply. He is a graduate of Amherst College and the Harvard Business School.*

***Luis Marini-Portugal** has served on the Supervisory Board of Rexel since February 13, 2007. Luis Marini-Portugal has been a member of the Executive Board of Eurazeo since 2008. He joined Eurazeo in 1999 and participated in a number of investments, including B&B Hotels, Elis, Eutelsat S.A., Ipsos, Rexel and Terreal. Before joining Eurazeo, Luis Marini-Portugal worked at JP Morgan in London and Paris in corporate advisory and capital market transactions. Luis Marini-Portugal is a member of the Management Board of Ray Investment and also serves as Chairman of the board of directors of Holdelis (Elis). Luis Marini-Portugal is a graduate of Hautes Etudes Commerciales (HEC) in Paris.*

***Matthew Turner** has been a member of the Supervisory Board of Rexel since March 30, 2009. Matthew Turner joined Merrill Lynch in 2007. He is Managing Director and Head of International at Merrill Lynch Global Private Equity. Prior to joining Merrill Lynch, Matthew Turner has worked in the Private Equity sector for twenty years. Matthew Turner was a member of the boards of various companies, including Phadia, Gala, Moliflor, Retail Decisions, Loyalty Partners, Upperpoint Group, RAL Group and Astron. He is currently a member of the Boards of Euromedic, a pan-European provider of medical services, of Integrated Dental Holdings Group Ltd., and of Partnership Education. Matthew Turner is particularly involved in strategic decision making and in the determination of current guidelines for all activities. He holds a law degree with honors from Guildford Law College (United Kingdom) and has worked as a business lawyer.*

Rexel, a global leader in the distribution of electrical supplies, serves three main end markets: industrial, commercial and residential. The Group operates in 36 countries, with a network of some 2,200 branches, and employs 28,000 people. Rexel's sales were €12.0 billion in 2010. Its majority shareholders are an investor group led by Clayton, Dubilier & Rice, Eurazeo and BAML Capital Partners.

Rexel is listed on the Eurolist market of Euronext Paris (compartment A, ticker RXL, ISIN code FR0010451203). It is integrated in the following indices: SBF 120, CAC Mid 100, SBF250, CAC AllTrade, CAC AllShares, FTSE EuroMid and FTSE4Good. For more information, visit Rexel's web site at [www.rexel.com](http://www.rexel.com)

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