

## REXEL'S 2014 ANNUAL GENERAL MEETING

Rexel, a global leader in the professional distribution of products and services for the energy world, held its Annual General Meeting of shareholders today in Paris. The resolutions approved at the meeting notably include those relating to the proposed change in the governance structure and to the dividend payment.

### Change in governance structure

Shareholders approved the proposal to change Rexel's governance model from a dual board structure with a Supervisory Board ("Conseil de Surveillance") and Management Board ("Directoire") to a one-tier board structure with a Board of Directors ("Conseil d'Administration"). In this new structure, Rudy Provoost has been appointed as President and Chief Executive Officer while François Henrot was appointed Vice President and Senior Independent Director.

### Dividend payment

The decision to distribute a dividend of €0.75 per share was also approved as was the proposal to offer each shareholder the choice of opting for the payment of the dividend either in cash or in new Rexel shares. Shareholders can exercise their option from June 2, 2014 (inclusive) through to June 23, 2014 (inclusive) upon request to their financial intermediary. In the event of the absence of exercise of the option before June 23, 2014 (inclusive), the dividend will be paid in cash only. The option of cash or new shares applies to the full dividend amount for which it is offered. The price of the new shares issued for the payment of the dividend is set at €15.78. The record date is May 30, 2014. The payment of dividends in cash and the issuance of new shares when the option is exercised will be carried out from July 2, 2014. The maximum number of new shares that can be issued if this option is exercised is 13 426 139 representing 4.72% of Rexel's share capital and voting rights.

### Voting results\*

Resolutions 1 to 21, 26 to 29, 31 and 33 to 45 were approved by a large majority.

Resolutions 22 to 25, 30 and 32 were not approved.

\*For further details go to: [http://www.rexel.com/fichiers/bibliotheque/ag\\_2014\\_rexel\\_convener\\_notice.pdf](http://www.rexel.com/fichiers/bibliotheque/ag_2014_rexel_convener_notice.pdf)

### 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 2,300 branches in 38 countries, and c. 30,000 employees, Rexel recorded sales of €13 billion in 2013.

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, and STOXX600. Rexel is also part of several SRI indices including the DJSI Europe and the FTSE4Good Europe & Global. For more information, visit Rexel's web site at [www.rexel.com](http://www.rexel.com)

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*This press release constitutes the information document required in application of articles 212-4 (§4) and 212-5 (§5) of the General Regulations of the Autorité des marchés financiers and of article 13 of guideline 2005-11 of December 13, 2005 as amended.*

*This press release does not constitute a tender offer for securities. This press release and any other document concerning the payment of dividend in shares shall not be published outside France unless in accordance with local laws and regulations et shall not constitute an offer for securities in countries where such offer would violate applicable laws and regulations.*

*The stock dividend election described herein is not available to shareholders in Australia, Japan or any country in which such election would require the registration with, or approval by, local securities regulators. Shareholders are required to inform themselves of any election conditions that may apply under their local law. In deciding whether to make an election to receive shares, shareholders should consider the risks associated with an investment in shares. For further information regarding the Company, its business, its strategy, its financial results and the risks it faces, please refer to the section "Risk Factors" in Rexel's Annual Report (which is available on [www.rexel.com](http://www.rexel.com)).*