



Company with limited liability (*société anonyme*)
with a Management Board and Supervisory Board
with a share capital of €1,290,728,220
Registered office: 189-193, boulevard Malesherbes – 75017 Paris
479 973 513 R.C.S. Paris

AMENDMENT NUMBER D.09-0097-R01
TO THE *DOCUMENT DE RÉFÉRENCE* REGISTERED
BY THE *AUTORITÉ DES MARCHÉS FINANCIERS*
ON APRIL 20, 2009
UNDER NUMBER R.09-022

AMENDMENT FILED WITH
THE *AUTORITÉ DES MARCHÉS FINANCIERS*
ON MAY 27, 2009

Copies of this amendment to the *Document de Référence* and of the *Document de Référence* are available at no cost at the registered office of Rexel, 189-193, boulevard Malesherbes, 75017 Paris – France. This amendment to the *Document de Référence* and the *Document de Référence* are also available on the Internet site of Rexel (www.rexel.com) and on the Internet Site of the *Autorité des marchés financiers* (www.amf-france.org).

The table relating to the attendance fees paid to the independent members of the Supervisory Board, set forth in paragraph 11.1.1 (page 124) of the *Document de Référence* of Rexel for the year ended December 31, 2008, registered by the *Autorité des marchés financiers* on April 20, 2009 under number R.09-022, must be replaced by the following table:

Member	Financial year ended December 31, 2007		Financial year ended December 31, 2008	
	Compensation	Total	Compensation	Total
Fritz Fröhlich		€114,000		€70,000
As committee Chairman	€10,000		€10,000	
As independent member				
Fixed portion	€30,000		€30,000	
Variable portion	€74,000		€30,000	
François David		€93,000		€60,000
As independent member				
Fixed portion	€30,000		€30,000	
Variable portion	€63,000		€30,000	
Joe Adorjan		€93,000		€60,000
As independent member				
Fixed portion	€30,000		€30,000	
Variable portion	€63,000		€30,000	
Total		€300,000		€190,000

RESPONSIBILITY FOR THE AMENDMENT TO THE *DOCUMENT DE RÉFÉRENCE*

Person responsible for the amendment to the *Document de référence*

Jean-Charles Pauze, Chairman of the Management Board of Rexel.

Responsibility statement

"I hereby certify, having taken all reasonable steps to confirm it, that the information contained in this amendment to the Document de Référence reflects, to my knowledge, the reality and that no omissions have been made that are likely to have a bearing thereon.

I have obtained from the statutory auditors a letter in which they indicate that they have read the entire amendment to the Document de Référence."

Jean-Charles Pauze
Chairman of the Management Board of Rexel

Paris, May 27, 2009