

A GUIDE TO ETHICS

SO YOU CAN ASK YOURSELF
THE RIGHT QUESTIONS

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REXEL'S SIX FUNDAMENTAL VALUES

- Deliver the best customer experience
- Join forces for success
- Encourage to innovate
- Engage people to develop their talents
- Trust each other
- Enjoy making a difference

Rexel has updated its strategy based on an ambitious company project called *Energy in Motion* and it has established six fundamental values that embody our identity. As part of this latest chapter in Rexel's history, it is paramount for this newly shaped culture to be documented in our ethics guide. The Group's ethics policy is a continuous improvement process that is rooted in our business operations and serves to protect our reputation, strengthen trust among our partners and help us to pursue sustainable growth.

EDITORIAL

We must all behave in a manner that respects the principles and practices outlined in this Guide. Read it carefully and keep it to hand at all times to consult it whenever you feel it is necessary. It deals with broad, general principles rather than examining individual situations on a case-by-case basis. If you are in doubt about the correct behavior to adopt, don't hesitate to get in touch with your manager or the local Ethics Officer(s) who will be happy to help.

The success of this process depends on the individual contributions of you all. We therefore encourage you to ask the right questions.

The Members of the Executive Committee

A PROCESS FOR PROGRESS



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HOW TO IDENTIFY A SENSITIVE SITUATION?

The Ethics Guide does not cover all real situations you may be faced with in your daily duties. The questions below may help you to identify and avoid sensitive issues.

- 1- Is this situation covered in the Ethics Guide?
- 2- Will my decision have negative consequences for Rexel?
- 3- Is my choice made completely freely?
- 4- What will those around me think of my actions?

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HOW TO ASK YOUR QUESTIONS?

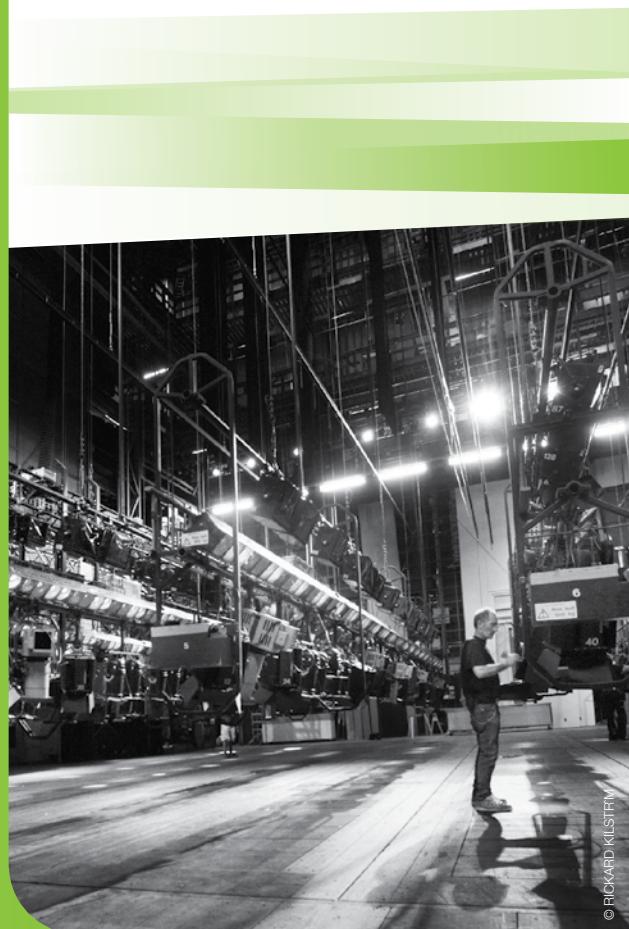
Ask your questions to your supervisor or manager who is the most appropriate person to help you resolve an ethical problem. You may also contact your local Ethics Officer to raise a particular issue and ask for advice. The full contact details of your Ethics Officer can be found online at: <http://www.rexel.com/en/engagements/ethic/>

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DIALOGUE AND CONFIDENTIALITY

Your questions will be dealt with in complete confidentiality. Rexel encourages free and open discussion and strictly forbids any form of reprisal against an employee who raises or attempts to resolve an ethical problem. All questions will be answered.

OUR PRINCIPLES



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IMPLEMENTATION OF THE GUIDE

The Ethics Guide **is applicable in all countries where Rexel is present and concerns all employees regardless of their status or duties.** Further provisions may be added locally to take account of specific regulations or legislation.

Our principles form part of **Rexel's rules of governance** and are applicable at all levels of the Group. They constitute the framework of Rexel's responsible social practices that are respected both internally, with employees, and externally, with all stakeholders (shareholders, customers, suppliers, service providers and local communities). All internal and external stakeholders can contact a subsidiary or Group Ethics Officer by completing an online form available at:
<http://www.rexel.com/en/engagements/ethic/>.

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COMPLIANCE WITH AND RESPECT FOR THE LAW

Rexel respects and complies with the principles set forth in the Universal Declaration of Human Rights, the Conventions of the International Labor Organization, and all local laws and regulations in all social, economic, technical and environmental matters. **No Rexel employee, in the performance of his/her duties, should ever invoke Rexel interests as a justification for being able to violate the law or local regulations.** If an employee has a question about the application of the law, he/she should consult his/her manager or Ethics Officer for guidance. Rexel is also actively committed to a socially responsible economy and since December 2011 has supported the Global Compact, an international leadership initiative originated by the United Nations.



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RESPONSIBILITY AND INTERNAL CONTROLS

Rexel requires its subsidiaries to use their resources in an efficient and controlled manner in an effort to manage its operations sustainably. In all aspects of its business practices, Rexel is conscious of the environment and the health and safety of its employees. Rexel is committed to identifying and managing the risks associated with its business activities. Rexel maintains a system of internal controls which provide reasonable assurances that its business, and the business of its affiliates, is conducted in compliance with appropriate laws, regulations, and directives of Senior Management. **The Rexel businesses have processes that promote a relationship based on mutual trust between Rexel and its shareholders.**

OUR PRINCIPLES

PRINCIPLE 7

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DIGNITY, DIVERSITY AND PERSONAL RESPECT

Rexel respects the dignity of each of its employees and does not tolerate any form of harassment or discrimination whatsoever. Rexel is an **equal opportunities employer** and guarantees that its decisions in matters of recruitment, training, pay, or promotion are based on the requirements of the particular job and the skills, aptitude of the employee or candidate and not a result of any discrimination.

8

FREEDOM OF SPEECH AND SOCIAL DIALOGUE

Rexel promotes freedom of speech among its employees, respects the individual's right to belong to a trade union and develops a constructive dialogue with all employees on subjects of common interest. Employees' representatives are given the information and the necessary means to carry out their duties.

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TRANSPARENCY

Rexel ensures that **accurate information regarding its activities, structure, financial situation and business results** are communicated in a regular and timely manner. Rexel is also committed to **communicate in a clear and understandable manner non-financial information**, particularly regarding its corporate governance and risk management in addition to social and environmental policies.

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COMPETITION

Rexel respects the principles of free and unfettered competition. The Rexel Group trains its employees in practices that strictly adhere to the antitrust laws and regulations in force. It imparts fair and deliberate competition that is not guided by its sales strategies.

OUR PRACTICES



These are specific to Rexel's core business. They define the behavior that can allow each individual to take steps proactively and find the correct solutions to sensitive ethical issues and situations.

11 PURCHASES

All Rexel purchases are **made for specific and legitimate business reasons, in terms that are clear and transparent to our suppliers**. These purchases are transacted in a **transparent, competitively bid manner and the formal obligations of the parties are clearly set forth**.

12 GIFTS

Rexel employees shall **neither give nor receive gifts that would be considered illegal or that could directly or indirectly harm the company, the other partner or the reputation of either party**. Gifts should be **reasonable, of nominal or symbolic value**. Gifts should not be of a nature that would inappropriately influence the judgment of the receiving party. With regard to promotional offers the gift should not be a substitute for the actual sale. Whatever the value of the gift, **employees should discuss the matter in advance with their direct manager**. Finally, gifts should never be in cash or cash equivalents.

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CORRUPTION AND ILLICIT PAYMENTS

Rexel rejects corruption in all its forms and undertakes not to participate in any illegal or illicit acts with a view to obtaining advantages or exemptions that are not provided for in local laws. Illicit payments or the giving of valuables, gifts, loans, discounts or excessive expenses payments, the use of funds or property belonging to Rexel's legally registered outlets with the aim of unduly influencing a decision are strictly forbidden.



OUR PRACTICES

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CUSTOMERS

Customer confidence is a priority. Rexel listens to its customers' needs to raise their level of satisfaction. It is Rexel's policy to inform its customers of its terms and conditions of sale and **to clearly stipulate its commitment.** It resolves any complaints or disputes that may arise in an efficient and cost effective manner without recourse to formal proceedings.

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COMPETITION

Rexel follows standard market operating procedures. Most importantly, these rules forbid any agreements or attempts to make deals with competitors on a price or price component for merchandise, restricting market access to a third-party competitor or dividing up markets and supply sources. Rexel treats its customers and/or suppliers fairly. Employees may use legal means to obtain information on competitors. When employees attend labor meetings, they draw up or delegate an agenda and minutes. They are to leave any meeting where trade information is exchanged.

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CONFLICTS OF INTEREST

Employees avoid all conflict of interest, real or apparent, in the fulfillment of their professional duties. Conflict of interest is taken to mean any situation in which the activities or interests of the employee come into conflict with his/her responsibilities towards Rexel. **Employees always place Rexel's interests above their own direct or indirect interests and do not seek any personal gain.** Employees should avoid any situation in which they, a member of their family or an acquaintance, would profit or appear to profit personally from Rexel's relationship with its customers or suppliers. The employee should report any situation that could possibly be a conflict of interest to his/her manager or the Ethics Officer.



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ENVIRONMENT

In the conduct of its business, Rexel strives constantly to reduce its environmental impact, most importantly in its consumption of resources (energy, paper, packaging), waste production and greenhouse gas emissions (mainly generated by its supply chain). **Rexel also advocates for the development and distribution of solutions that improve energy-efficiency** in its customers' buildings and industrial facilities.

OUR PRACTICES

18 SUPPLIERS

Rexel seeks to build partnerships with suppliers who help it to offer its customers the most suitably adapted range of products and the best services. Rexel acts impartially in its relations with its suppliers and takes care to consider the interests of all parties. **Rexel expects its trading partners and suppliers to respect the principles set out in this Ethics Guide as a basis for their relations.**

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ACCURACY OF FINANCIAL STATEMENTS

Rexel attaches great importance to the accuracy of its accounts and the quality and reliability of the financial information released. Any practices that alter the accuracy of the financial statements are prohibited. **The Group's employees can in no way approve or grant a payment on behalf of the entities or the Group with the intention that all or part of the said payment is to be used for a purpose other than that indicated in the relevant accounts or financial statement.**

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EMPLOYEE LOYALTY AND COURTESY

All employees are expected to show loyalty and courtesy in their relations and dealings with colleagues. Every employee, regardless of position and status, is expected to be frank and sincere in his/her relations with others and not to intentionally mislead colleagues. **Appropriate, polite, transparent and professional language** is expected of all employees in both written and spoken communication.

21

GROUP PROPERTY

Group property must only be used for legitimate professional purposes. Group property is taken to include the company name, information concerning the company, its premises, stocks, equipment, fixtures and fittings, IT equipment, software and vehicles. **All employees undertake to Loyalty Group Property guarantee the correct use, maintenance and upkeep of professional equipment that is entrusted to them to ensure its efficient use in the long term.**

22

CONFIDENTIALITY

Information concerning Rexel that is entrusted to employees remains the property of the Group. **Every employee takes the necessary precautions to ensure that information he/she holds for professional purposes remains confidential at all times.** Employees ensure that the rules for distributing, copying, archiving or destroying documents are fully respected. No confidential or classified information is to be released or used in any way whatsoever for personal benefit.

23

HEALTH AND SAFETY

Each Rexel employee shall follow the appropriate rules and regulations regarding health and safety. Wherever possible, employees take the necessary measures in the event of an identified risk and **immediately inform their supervisors of any potential danger or ways in which health and safety practices can be improved.** Employees shall not carry out their duties under the influence of substances that may affect their health, state of mind, judgment or which may have a negative impact on the company.

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IT EQUIPMENT

Rexel provides its employees with **IT and communication equipment for professional purposes. Reasonable use for private purposes** is tolerated in accordance with internal practices. Rexel's computers and access to the Internet **must never be used to consult, send or download content that is judged to be inappropriate or indecent and in contravention of the present Guide.** In addition, everyone must exercise company loyalty in social media and under no circumstances may any remarks made in a personal context engage Rexel.

OUR PRACTICES



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CAREER DEVELOPMENT

According to its established policy, Rexel offers its employees motivating career development opportunities. Rexel encourages and facilitates internal mobility, invests in ongoing training and development for its employees while promoting a satisfactory work-life balance.

26 COMPENSATION

Rexel's remuneration policy is founded on fairness and takes the following into account: the requirements and level of the job position, existing internal remuneration levels and the conditions of the local employment market outside the company, individual performance and the company's results.



OUR PRACTICES

27 DISCRIMINATION

Any form of discrimination against employees on grounds of ethnic origin, color, gender, religion, sexual orientation, political opinions, family background and social origins is strictly forbidden. Recruitment decisions, conditions of career development and promotion are based solely on the requirements that are inherent to the position in question and the skills of the employee.

28 HARASSMENT

To ensure the proper functioning of the company each employee of the Rexel Group should enjoy **a positive working environment free from harassment, particularly of a moral or sexual nature.** Rexel takes the proper steps to prevent, investigate and/or punish any violations of this policy.

29 PUBLIC COMMUNICATION

All communication destined for the media must be compiled in cooperation with the Head of Communications of the Rexel Group to ensure that it is coherent and respects the image of the Group (in accordance with the Group's values, strategies, visual and graphical identity). All employees not authorized to represent the Group must, before expressing their views, declare that they are speaking solely in their own name which in no way represents the views or opinions of the Group.

30 MEMBERSHIP OF POLITICAL PARTIES AND ORGANIZATIONS

Rexel respects the right of its employees to belong to political parties and other organizations. However, **such activities must not infringe on the image or activity of Rexel and must in no way have any incidence on the public positions adopted by Rexel.** Also, no employee or representative is authorized to involve the Group directly or indirectly in activities of support of any kind whatsoever for a political party or to use his/her status as an employee of Rexel for political purposes.

Ask your questions to your supervisor or manager who is the most appropriate person to help you resolve an ethical problem. You may also contact your local Ethics Officer. The full contact details of your Ethics Officer can be found online at

<http://www.rexel.com/en/engagements/ethic/>

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