

# REXEL

## Combined General Meeting 27 May 2015

### Resolutions voting results

Number of issued shares : 292 779 426

Number of shares with voting right : 291 287 388

Ordinary	Number	Shares	Voting rights
Shareholders attending to the combined general meeting	103	2 751 325	2 751 325
Proxy to the Chairman	748	222 260	222 260
Proxy to another shareholder	3	1 448	1 448
Vote by post	963	175 314 026	175 314 026
<b>Total</b>	<b>1 817</b>	<b>178 289 059</b>	<b>178 289 059</b>

Quorum 61,20%

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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	178 289 059	291 287 388	61,2%	178 015 698	262 908	10 453	175 051 381	262 645	2 742 057	263	10 453	178 289 059	99,85%	0,15%	0,01%
Resolution	2	ord.	Approval of the consolidated financial statements for the financial year ended December 31, 2014	178 289 059	291 287 388	61,2%	178 015 926	262 766	10 367	175 051 381	262 645	2 742 285	121	10 367	178 289 059	99,85%	0,15%	0,01%
Resolution	3	ord.	Allocation of profit for the financial year ended December 31, 2014 and payment of the dividend	178 289 059	291 287 388	61,2%	176 934 193	1 344 835	10 031	173 983 272	1 330 754	2 728 661	14 081	10 031	178 289 059	99,24%	0,75%	0,01%
Resolution	4	ord.	Option for the payment of the dividend in new shares	178 289 059	291 287 388	61,2%	177 117 993	1 161 223	9 843	174 152 924	1 161 102	2 742 809	121	9 843	178 289 059	99,34%	0,65%	0,01%
Resolution	5	ord.	Authorization of related-party agreements referred to in articles L.225-38 and seq. of the French Commercial Code	178 289 059	291 287 388	61,2%	173 146 569	5 120 691	10 991	170 208 525	5 105 501	2 715 784	15 190	10 991	178 278 251	97,12%	2,87%	0,01%
Resolution	6	ord.	Authorization of the commitments taken to the benefit of Mr. Rudy Provoost in case of termination of, or change in, his duties referred to in article L.225-42-1 of the French Commercial Code	178 289 059	291 287 388	61,2%	98 406 823	79 655 716	10 355	95 674 572	79 639 454	2 509 991	16 262	10 355	178 072 894	55,26%	44,73%	0,01%
Resolution	7	ord.	Authorization of the commitments taken to the benefit of Mrs. Catherine Guillooard in case of termination, or change in, her duties referred to in article L.225-42-1 of the French Commercial Code	178 289 059	291 287 388	61,2%	92 835 080	85 432 906	10 265	89 897 255	85 416 771	2 715 565	16 135	10 265	178 278 251	52,07%	47,92%	0,01%
Resolution	8	ord.	Opinion on the elements of compensation due or granted for the financial year 2014 to Mr. Rudy Provoost, Chairman of the Management Board until May 22, 2014 and Chairman and Chief Executive Officer since this date	178 289 059	291 287 388	61,2%	100 372 126	77 555 026	361 907	98 874 435	76 439 591	1 275 431	1 115 435	361 907	178 289 059	56,30%	43,50%	0,20%
Resolution	9	ord.	Opinion on the elements of compensation due or granted for the financial year 2014 to Mrs. Catherine Guillooard, member of the Management Board until May 22, 2014 and Deputy Chief Executive	178 289 059	291 287 388	61,2%	95 393 548	82 533 403	362 108	93 881 957	81 432 069	1 289 331	1 101 334	362 108	178 289 059	53,50%	46,29%	0,20%
Resolution	10	ord.	Opinion on the elements of compensation due or granted for the financial year 2014 to Mr. Pascal Martin, member of the Management Board until May 22, 2014	178 289 059	291 287 388	61,2%	172 212 936	5 714 283	361 840	170 702 444	4 611 582	1 288 232	1 102 701	361 840	178 289 059	96,59%	3,21%	0,20%
Resolution	11	ord.	Approval of the co-option of Mrs. Maria Richter as director	178 289 059	291 287 388	61,2%	177 043 007	883 496	362 556	174 432 143	881 883	2 388 604	1 613	362 556	178 289 059	99,30%	0,50%	0,20%
Resolution	12	ord.	Approval of the co-option of Mrs. Isabel Marey-Semper as director	178 289 059	291 287 388	61,2%	177 394 698	883 594	10 767	174 431 901	882 125	2 740 537	1 469	10 767	178 289 059	99,50%	0,50%	0,01%
Resolution	13	ord.	Renewal of the term of office of Mrs. Isabel Marey-Semper as director	178 289 059	291 287 388	61,2%	177 396 368	882 102	10 589	174 432 909	881 117	2 741 199	985	10 589	178 289 059	99,50%	0,49%	0,01%
Resolution	14	ord.	Renewal of the term of office of Mrs. Maria Richter as director	178 289 059	291 287 388	61,2%	177 086 546	840 088	362 425	174 475 115	838 911	2 389 171	1 177	362 425	178 289 059	99,33%	0,47%	0,20%
Resolution	15	ord.	Renewal of the term of office of Mr. Fritz Fröhlich as director	178 289 059	291 287 388	61,2%	176 834 479	1 092 034	362 546	174 223 886	1 090 140	2 388 333	1 894	362 546	178 289 059	99,18%	0,61%	0,20%
Resolution	16	ord.	Authorization to be granted to the Board of Directors to carry out transactions on the Company's shares	178 289 059	291 287 388	61,2%	177 739 664	539 409	9 986	174 789 418	524 608	2 727 986	14 801	9 986	178 289 059	99,69%	0,30%	0,01%
Resolution	17	extr.	Authorization to be granted to the Board of Directors to carry out a share capital decrease by cancellation of shares	178 289 059	291 287 388	61,2%	176 050 426	2 228 775	9 858	173 437 623	1 876 403	2 390 543	352 372	9 858	178 289 059	98,74%	1,25%	0,01%
Resolution	18	extr.	Delegation of authority to be granted to the Board of Directors in order to decide upon the issuance, with upholding of the shareholders' preferential subscription right, of ordinary shares or of securities that are equity securities giving access to other equity securities or giving right to the allocation of debt securities, or of securities giving access to equity securities to be issued	178 289 059	291 287 388	61,2%	169 225 145	8 701 644	362 270	166 612 974	8 701 052	2 389 911	592	362 270	178 289 059	94,92%	4,88%	0,20%
Resolution	19	extr.	Delegation of authority to be granted to the Board of Directors in order to decide upon the issuance, with cancellation of the shareholders' preferential subscription right, by way of a public offering, of ordinary shares or of securities that are equity securities giving access to other equity securities or giving right to the allocation of debt securities, or of securities giving access to equity securities to be issued	178 289 059	291 287 388	61,2%	171 172 277	7 106 587	10 195	168 218 844	7 095 182	2 731 173	11 405	10 195	178 289 059	96,01%	3,99%	0,01%

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Resolution	20	extr.	Delegation of authority to be granted to the Board of Directors in order to decide upon the issuance, with cancellation of the shareholders' preferential subscription right, by way of an offering as defined in article L.411-2 II of the French Monetary and Financial Code, of ordinary shares or of securities that are equity securities giving access to other equity securities or giving right to the allocation of debt securities, or of securities giving access to equity securities to be issued	178 289 059	291 287 388	61,2%	159 175 432	18 751 360	362 267	156 573 529	18 740 497	2 379 643	10 863	362 267	178 289 059	89,28%	10,52%	0,20%
Resolution	21	extr.	Delegation of authority to be granted to the Board of Directors to increase the amount of issuances, with upholding or cancellation of the shareholders' preferential subscription right, pursuant to the eighteenth, nineteenth and twentieth resolutions	178 289 059	291 287 388	61,2%	160 753 270	17 524 366	11 423	158 897 024	16 417 002	1 633 986	1 107 364	11 423	178 289 059	90,16%	9,83%	0,01%
Resolution	22	extr.	Authorization to be granted to the Board of Directors to determine the price of issuances of ordinary shares or of securities that are equity securities giving access to other equity securities or giving right to the allocation of debt securities, or of securities giving access to equity securities to be issued, 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	178 289 059	291 287 388	61,2%	164 136 471	14 142 393	10 195	161 181 744	14 132 282	2 732 467	10 111	10 195	178 289 059	92,06%	7,93%	0,01%
Resolution	23	extr.	Delegation of powers to be granted to the Board of Directors to decide to issue ordinary shares or securities giving access to the share capital of the Company within the limit of 10% of the share capital, with cancellation of the shareholders' preferential subscription rights, in consideration for contributions in kind granted to the Company	178 289 059	291 287 388	61,2%	171 066 661	7 211 287	11 111	168 462 868	6 851 158	2 381 533	360 129	11 111	178 289 059	95,95%	4,04%	0,01%
Resolution	24	extr.	Authorization to be granted to the Board of Directors to increase the share capital through the issuance of equity securities or securities that are equity securities giving access to other equity securities or giving right to the allocation of debt securities, or of securities giving access to equity securities to be issued, with cancellation of the shareholders' preferential subscription right for the benefit of members of a company savings plan	178 289 059	291 287 388	61,2%	174 805 475	3 121 392	362 192	172 193 193	3 120 169	2 390 022	1 223	362 192	178 289 059	98,05%	1,75%	0,20%
Resolution	25	extr.	Delegation of authority to the Board of Directors to decide upon the issuance of ordinary shares or securities that are equity securities giving access to other equity securities or giving right to the allocation of debt securities, or of securities giving access to equity securities to be issued, with cancellation of the shareholders' preferential subscription right for the benefit of certain categories of beneficiaries in order to allow the implementation of employee shareholding transactions	178 289 059	291 287 388	61,2%	174 759 073	3 519 290	10 696	171 796 261	3 517 765	2 740 552	1 525	10 696	178 289 059	98,02%	1,97%	0,01%
Resolution	26	extr.	Authorization to be granted to the Board of Directors to grant free shares to the employees and to the corporate officers of the Company and its subsidiaries	178 289 059	291 287 388	61,2%	116 319 140	61 959 603	10 316	114 455 121	60 858 905	1 641 759	1 100 698	10 316	178 289 059	65,24%	34,75%	0,01%
Resolution	27	extr.	Delegation of authority to be granted to the Board of Directors to decide to increase the share capital by incorporation of premiums, reserves, profits or other items that may be capitalized	178 289 059	291 287 388	61,2%	173 156 218	5 122 612	10 229	170 192 989	5 121 037	2 740 969	1 575	10 229	178 289 059	97,12%	2,87%	0,01%
Resolution	28	extr.	Amendment to article 15 of the Company's by-laws relating to the shares of the members of the Board of Directors in order to introduce a clause providing for a minimum number of shares to be held by the members of the Board of Directors	178 289 059	291 287 388	61,2%	177 663 467	263 366	362 226	175 050 660	263 366	2 390 547	-	362 226	178 289 059	99,65%	0,15%	0,20%

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Resolution	29	extr.	Amendment to article 30-2 of the Company's by-laws relating to the voting rights in shareholders' meeting in order to introduce a clause maintaining a single voting right	178 289 059	291 287 388	61,2%	175 315 297	2 963 417	10 345	172 359 485	2 954 541	2 733 552	8 876	10 345	178 289 059	98,33%	1,66%	0,01%
Resolution	30	extr.	Amendment to article 28 of the Company's by-laws relating to the shareholders' access to shareholders' meetings	178 289 059	291 287 388	61,2%	178 013 200	265 506	10 353	175 048 875	265 151	2 742 065	355	10 353	178 289 059	99,85%	0,15%	0,01%
Resolution	31	extr.	Powers to carry out legal formalities	178 289 059	291 287 388	61,2%	178 014 572	263 705	10 782	175 050 561	263 465	2 741 751	240	10 782	178 289 059	99,85%	0,15%	0,01%

For resolution n°5 : exclusion of Mrs Catherine GUILLOUARD

For resolution n°6 : exclusion of Mr Rudy Provoost

For resolution n°7 : exclusion of Mrs Catherine GUILLOUARD