

REXEL
13, boulevard du Fort de Vaux
CS 60002, 75838 Paris Cedex 17, France
VP, Group General Counsel & Corporate Secretary
Fax No.: + 33 1 42 85 92 03

June 9, 2017

The Bank of New York Mellon
as Trustee, Registrar and Principal Paying Agent
One Canada Square
Canary Warf
London
E14 5AL
United Kingdom
Fax No.: +44 (0)207 964 2536
Attention: Corporate Trust Administration

Rexel
Dollar-Denominated 5.250% Senior Notes due 2020
ISIN: US761679AC37, CUSIP: 761679 AC3 Common Code: 086528053
and
ISIN: USF75549AC34, CUSIP: F75549 AC3 Common Code: 086528029

Dear Sir or Madam:

We refer to the Notice of Conditional Full Redemption (the “Notice of Redemption”) given by us to you on May 9, 2017 pursuant to the Indenture, dated as of April 3, 2013, among, Rexel (the “Company”), The Bank of New York Mellon, as Trustee (the “Trustee”), Registrar and Principal Paying Agent (the “Paying Agent”) and The Bank of New York Mellon (Luxembourg) S.A., as Luxembourg Paying Agent and Luxembourg Transfer Agent (the “Indenture”), with respect to all of our outstanding Dollar Notes under the Indenture and the full redemption thereof. Capitalized terms used and not otherwise defined herein have the meanings given thereto in the Notice of Redemption.

We hereby confirm that the Condition Precedent has been satisfied and the Redemption Date will occur on June 15, 2017.

We hereby notify you that the Redemption Price with respect to the outstanding Dollar Notes is equal to:

- (a) 102.625% of the principal amount of the outstanding Dollar Notes, **plus**
- (b) the accrued but unpaid interest thereon to the Redemption Date equal to \$8,662,500, being paid to the Holders of record on the relevant Record Date (i.e.; June 1, 2017) as the interest payment date falls on the Redemption Date.

[Signature page follows]

Very truly yours,

REXEL

By:

Name:

Title:



Jean-François DEISS

By:

Name:

Title:



Sébastien THIERRY

cc: The Bank of New York Mellon (Luxembourg) S.A.
as Luxembourg Paying Agent or Luxembourg Transfer Agent
Vertigo Building - Polaris
2-4 rue Eugène Ruppert
L-2453 Luxembourg
Grand Duchy of Luxembourg
Fax No.: + (352) 24 524 200

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