

## REXEL

A French *Société anonyme* with registered capital: 1 517 066 325 euros

Registered Office: 13, boulevard du Fort de Vaux - 75017 PARIS

Paris Trade and Companies Register No. 479 973 513

### COMBINED GENERAL MEETING OF SHAREHOLDERS HELD ON 20 APRIL 2023

### OUTCOME OF THE VOTE ON RESOLUTIONS (Article R.225-106-1 of the French Commercial Code)

Rexel informs its shareholders of the outcome of the vote on the resolutions submitted to the Combined General Meeting of Shareholders' held on Thursday 20, April 2023 at 10:30 a.m. at the Châteaufort City - George V, 28, avenue George V - 75008 PARIS.

#### **Ordinary resolutions:**

- Number of issued shares: 303,413,265
- Number of shares with voting rights: 302,843,570
- Number of shareholders present or duly represented: 2,636
- Number of shares present, duly represented or having voted by mail: 260,062,427
- Number of votes present, duly represented or having voted by mail: 260,062,427
- Quorum: 85.87%

## Ordinary Resolutions

Resolution	Type	Vote Time	Valid for majority				Votes not valid for majority (Abstain+Invalid+Not voted)	Presents & Represented		% of shares capital	Excluded voting rights	State of adoption	
			For	%	Against	%		Shares	Votes				
1	Approval of the annual financial statements for the financial year ended December 31, 2022	Ordinary	20/04/2023 11:35:36	258 832 694	>99,99%	848	<0,01%	1 228 885	260 062 427	260 062 427	85,71%	0	Carried
2	Approval of the consolidated financial statements for the financial year ended December 31, 2022	Ordinary	20/04/2023 11:36:11	258 832 664	>99,99%	878	<0,01%	1 228 885	260 062 427	260 062 427	85,71%	0	Carried
3	Allocation of results for the financial year ended December 31, 2022, distribution of an amount of €1.2 per share by deduction from the issue premium	Ordinary	20/04/2023 11:36:47	260 044 192	>99,99%	1 192	<0,01%	17 043	260 062 427	260 062 427	85,71%	0	Carried
4	Authorization of agreements referred to in Articles L.225-38 et seq. of the French Commercial Code	Ordinary	20/04/2023 11:37:33	259 436 629	>99,99%	2 694	<0,01%	623 104	260 062 427	260 062 427	85,71%	0	Carried
5	Approval of the compensation policy applying to the Chairman of the Board of Directors for the 2023 financial year, pursuant to Article L.22-10-8 of the French Commercial Code	Ordinary	20/04/2023 11:38:10	259 612 366	99,84%	423 283	0,16%	26 778	260 062 427	260 062 427	85,71%	0	Carried
6	Approval of the compensation policy applying to the Directors for the 2023 financial year, pursuant to Article L.22-10-8 of the French Commercial Code	Ordinary	20/04/2023 11:38:49	256 726 405	98,73%	3 308 539	1,27%	27 483	260 062 427	260 062 427	85,71%	0	Carried
7	Approval of the compensation policy applying to the Chief Executive Officer for the 2023 financial year, pursuant to Article L.22-10-8 of the French Commercial Code	Ordinary	20/04/2023 11:39:27	237 554 183	91,59%	21 809 378	8,41%	698 866	260 062 427	260 062 427	85,71%	0	Carried
8	Approval of the information referred to in Article L.22-10-9, I of the French Commercial Code for the financial year ended December 31, 2022	Ordinary	20/04/2023 11:40:16	252 448 229	97,08%	7 586 560	2,92%	27 638	260 062 427	260 062 427	85,71%	0	Carried
9	Approval of the fixed, variable and exceptional components making up the total compensation and the benefits of any kind paid or allocated in respect of the 2022 financial year to Ian Meakins, Chairman of the Board of Directors	Ordinary	20/04/2023 11:41:03	259 630 725	99,84%	403 709	0,16%	27 993	260 062 427	260 062 427	85,71%	0	Carried
10	Approval of the fixed, variable and exceptional components making up the total compensation and the benefits of any kind paid or allocated in respect of the 2022 financial year to Guillaume Texier, Chief Executive Officer	Ordinary	20/04/2023 11:41:48	244 286 128	94,19%	15 077 034	5,81%	699 265	260 062 427	260 062 427	85,71%	0	Carried
11	Appointment of Marie-Christine Lombard as Director	Ordinary	20/04/2023 11:42:28	258 220 416	>99,99%	3 820	<0,01%	1 838 191	260 062 427	260 062 427	85,71%	0	Carried
12	Appointment of Steven Borges as Director	Ordinary	20/04/2023 11:43:07	257 612 893	>99,99%	6 746	<0,01%	2 442 788	260 062 427	260 062 427	85,71%	0	Carried
13	Renewal of the term of office of Ian Meakins as Director	Ordinary	20/04/2023 11:43:43	250 397 048	96,97%	7 827 392	3,03%	1 837 987	260 062 427	260 062 427	85,71%	0	Carried
14	Authorization to be granted to the Board of Directors to carry out transactions on the Company's shares	Ordinary	20/04/2023 11:44:19	259 422 535	99,92%	198 381	0,08%	441 511	260 062 427	260 062 427	85,71%	0	Carried

## Extraordinary resolutions:

- Number of issued shares: 303,413,265
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Resolution	Type	Vote Time	Valid for majority				Votes not valid for majority (Abstain+Invalid+Not voted)	Presents & Represented		% of shares capital	Excluded voting rights	State of adoption
			For	%	Against	%		Shares	Votes			
15 Authorization to be granted to the Board of Directors to carry out a share capital decrease by cancellation of shares	Extraordinary	20/04/2023 11:44:57	259 956 962	99,97%	87 463	0,03%	18 002	260 062 427	260 062 427	85,71%	0	Carried
16 Deleg of authority to be granted 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 upholding of the shareholders' PSR	Extraordinary	20/04/2023 11:45:32	247 374 895	95,13%	12 663 369	4,87%	24 163	260 062 427	260 062 427	85,71%	0	Carried
17 Deleg. of auth. to BoD to decide upon the issuance by PO-other than the offers of art. L.411-2,1° of the Fr Monetary and Comm.Code- of ordinary shares or sec. that are equity sec. giving access to other equity sec.or giving right to the allocation of debt sec.or of sec. giving access to equity sec. to be issued, with cancellation of shareholders'PSR	Extraordinary	20/04/2023 11:46:09	251 437 132	96,69%	8 600 837	3,31%	24 458	260 062 427	260 062 427	85,71%	0	Carried
18 Deleg. of auth. to BoD to decide upon the issuance by way of PO of Art L.411-2,1°of Fr. Monetary and Financial Code, of ordinary shares or sec.that are equity sec. giving access to other equity sec. or giving right to the allocation of debt sec., or of sec. giving access to equity sec. to be issued, with cancellation of the shareholders'PSR	Extraordinary	20/04/2023 11:46:43	248 866 899	95,70%	11 170 927	4,30%	24 601	260 062 427	260 062 427	85,71%	0	Carried

19	Delegation of authority to be granted to the Board of Directors in view of increasing the amount of the issuances carried out withupholding or cancellation of the preferential subscription right of the shareholders, pursuant to the sixteenth, seventeenth and eighteenth resolutions	Extraordinary	20/04/2023 11:47:19	239 311 014	92,03%	20 726 441	7,97%	24 972	260 062 427	260 062 427	85,71%	0	Carried
20	Delegation of powers to be granted to the BoD to decide to issue ordinary shares or securities conferring access to the share capital of the Company within the limit of 10% of the share capital with cancellation of the preferential subscription right of the shareholders, in consideration for contributions in kind granted to the Company	Extraordinary	20/04/2023 11:47:55	255 255 292	98,16%	4 780 868	1,84%	26 267	260 062 427	260 062 427	85,71%	0	Carried
21	Auth. to be granted to BoD to increase the share cap.by issuance of ordinary shares or sec.that are equity sec. giving access to other equity sec. of the Company or giving right to the allocation of debt sec.,or of sec.giving access to equity sec. to be issued, with cancellation of the shareholders'PSR to the benefit of members of a savings plan	Extraordinary	20/04/2023 11:48:29	244 525 514	94,03%	15 512 452	5,97%	24 461	260 062 427	260 062 427	85,71%	0	Carried
22	Deleg. of auth to BoD to decide upon the issuance of ordi. shares or sec. that are equity sec.giving access to other equity sec.or giving right to the alloc. of debt sec./sec.giving access to equity sec. to be issued,with cancellation of the shareholders'PSR for the benefit of beneficiaries to allow the implem.of employee shareholding transactions	Extraordinary	20/04/2023 11:49:09	244 622 898	94,07%	15 414 818	5,93%	24 711	260 062 427	260 062 427	85,71%	0	Carried
23	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	Extraordinary	20/04/2023 11:49:45	258 971 631	99,59%	1 066 424	0,41%	24 372	260 062 427	260 062 427	85,71%	0	Carried
24	Amendment of Article 16.2 of the by-laws of the Company relating to the age limit of the Chairman of the Board of Directors	Extraordinary	20/04/2023 11:50:22	258 062 183	99,50%	1 303 696	0,50%	696 548	260 062 427	260 062 427	85,71%	0	Carried
25	Power to carry out legal formalities	Extraordinary	20/04/2023 11:50:53	260 037 273	>99,99%	1 301	<0,01%	23 853	260 062 427	260 062 427	85,71%	0	Carried