

REXEL

Limited assurance report from one of the Statutory Auditors on a selection of REXEL's sustainability performance indicators as for the year ended December 31, 2023



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To the Board of Directors of Rexel,

In our capacity as Statutory Auditor of Rexel (hereinafter the "Company") and in accordance with your request in relation with the Sustainability-linked Bonds issued by the Company in May 2021 and November 2021 for respectively € 400 million and € 600 million (hereinafter the "SLB"), we have undertaken a limited assurance engagement on the selected key sustainability performance indicators as for the year ended December 31, 2023 (hereinafter the "Identified Sustainability Information") presented below and included in the consolidated non-financial statement presented in the Group's management report included in the Company's 2023 Universal Registration Document (hereinafter the "URD 2023") :

- KPI#1 : reduction in greenhouse gas emissions related to the consumption of products sold, per euro of turnover (Scope 3) by December 31, 2023 from a 2016 baseline, which amounts to -45,49%% ;
- KPI#2 : reduction in greenhouse gas emissions related to energy consumption (Scopes 1 & 2) in its operations by December 31, 2023 from a 2016 baseline, which amounts to -32,2%.

Our assurance does not extend to information in respect of earlier periods or to any other information not included in the Identified Sustainability Information.

Our Limited Assurance Conclusion

Based on the procedures we have performed as described under the section '*Summary of the Work we Performed as the Basis for our Assurance Conclusion*' and the evidence we have obtained, nothing has come to our attention that causes us to believe that Rexel's Identified Sustainability Information as for the year ended December 31, 2023 is not prepared, in all material respects, in accordance with the Sustainability-linked Bond Framework dated April 23, 2021 and the basis of preparation set out in the section "*4.7.3. Environmental reporting protocol*" of the URD 2023 as for the year ended December 31, 2023.

Understanding how Rexel has Prepared the Identified Sustainability Information

The absence of a commonly used generally accepted reporting framework or a significant body of established practice on which to draw to evaluate and measure Identified Sustainability Information allows for different, but acceptable, measurement techniques that can affect comparability between entities and over time.

Consequently, the Identified Sustainability Information needs to be read and understood together with the Sustainability-linked Bond Framework dated April 23, 2021 available on the Company website and the basis of preparation set out in the section "*4.7.3. Environmental reporting protocol*" of the URD 2023 (together "the Reporting Criteria"), which Rexel has used to prepare the Identified Sustainability Information.

PricewaterhouseCoopers Audit, SAS, 63, rue de Villiers 92208 Neuilly-sur-Seine Cedex
Téléphone: +33 (0)1 56 57 58 59, www.pwc.fr

Société d'expertise comptable inscrite au tableau de l'ordre de Paris - Ile de France. Société de commissariat aux comptes membre de la compagnie régionale de Versailles et du Centre. Société par Actions Simplifiée au capital de 2 510 460 €. Siège social : 63 rue de Villiers 92200 Neuilly-sur-Seine. RCS Nanterre 672 006 483. TVA n° FR 76 672 006 483. Siret 672 006 483 00362. Code APE 6920 Z. Bureaux : Bordeaux, Grenoble, Lille, Lyon, Marseille, Metz, Nantes, Neuilly-Sur-Seine, Nice, Poitiers, Rennes, Rouen, Strasbourg, Toulouse.

Inherent Limitations in Preparing the Identified Sustainability Information

The Identified Sustainability Information may be subject to inherent uncertainty because of incomplete scientific and economic knowledge and the quality of external data used. Moreover, some information is sensitive to the choice of methodology and the assumptions and/or estimates used for its preparation and presented in the URD 2023.

In addition, greenhouse gas quantification is subject to inherent uncertainty because of incomplete scientific knowledge used to determine emissions factors and the values needed to combine emissions of different gases.

Rexel Responsibilities

Management of the Company is responsible for:

- selecting or establishing suitable criteria for preparing the Identified Sustainability Information;
- the preparation of the Identified Sustainability Information in accordance with the Reporting Criteria;
- designing, implementing and maintaining internal control over information relevant to the preparation of the Identified Sustainability Information that is free from material misstatement, whether due to fraud or error.

Our Responsibilities

We are responsible for:

- planning and performing the engagement to obtain limited assurance about whether the Identified Sustainability Information is free from material misstatement, whether due to fraud or error;
- forming an independent conclusion, based on the procedures we have performed and the evidence we have obtained; and
- reporting our conclusion to the Directors of the Company.

As we are engaged to form an independent conclusion on the Identified Sustainability Information as prepared by management, we are not permitted to be involved in the preparation of the Identified Sustainability Information as doing so may compromise our independence.

We have no responsibility for:

- challenging the assumptions of Rexel's management and, in particular, we give no interpretation on the SLB;
- commenting on whether the Identified Sustainability Information satisfy the conditions of the SLB, as well as the consequences in the event the conditions are not satisfied.

Our work, undertaken in the context of this limited assurance report on the Identified Sustainability Information, should not be taken to supplant any inquiries or procedures that Financial Institutions parties to the SLB would undertake in the context of the SLB and we make no representations regarding the sufficiency of the procedures we performed for the purpose of these Financial Institutions.

Professional Standards Applied

We performed our limited assurance engagement in accordance with the professional guidance issued by the French Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes) applicable to such engagement and the International Standard on Assurance Engagements 3000 (Revised), *Assurance Engagements other than Audits or Reviews of Historical Financial Information* issued by the International Auditing and Assurance Standards Board and, in respect of greenhouse gas emissions included in the Identified Sustainability Information, in accordance with the International Standard on Assurance Engagements 3410, *Assurance Engagements on Greenhouse Gas Statements*, issued by the International Auditing and Assurance Standards Board.

Our Independence and Quality Control

We have complied with the independence and other ethical requirements of the French Code of Ethics for Statutory Auditors (*Code de Déontologie*) as well as the provisions set forth in Article L.821-28 of the French Commercial Code (*Code de Commerce*) and the *International Code of Ethics for Professional Accountants (including International Independence Standards)* issued by the International Ethics Standards Board for Accountants (IESBA Code) which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies International Standard on Quality Management 1, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

Our work was carried out by an independent and multidisciplinary team with experience in sustainability reporting and assurance.

Summary of the Work we Performed as the Basis for our Assurance Conclusion

We are required to plan and perform our work to address the areas where we have identified that a material misstatement of the Identified Sustainability Information is likely to arise. The procedures we performed were based on our professional judgement. In carrying out our limited assurance engagement on the Identified Sustainability Information, we:

- Obtained an understanding of the Rexel Group's activity, the Identified Sustainability Information, the Sustainability-linked Bond agreement and the Sustainability-linked Bond Framework dated April 23, 2021;
- Assessed the suitability of the Company's Reporting Criteria for the production of the Identified Sustainability Information with respect to their relevance, completeness, reliability, neutrality and understandability, taking into account, where appropriate, best practices within the sector;
- Through inquiries, obtained an understanding of Rexel's control environment and the information systems used to produce the Identified Sustainability Information, being precise that we did not test the design and operating effectiveness of the information systems and controls relevant to the production of the Identified Sustainability Information;
- Assessed the data collection and compilation process regarding completeness and consistency with the Reporting Criteria;
- Verified that the calculations used to establish the Identified Sustainability Information are consistent with the Reporting Criteria; and reconciled, on a sample basis, the underlying data with supporting documents;
- Assessed the overall consistency of the Identified Sustainability Information in relation to our knowledge of Rexel Group.

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement.

This report, including the conclusion, has been prepared solely for the directors of Rexel as a body, to assist them in reporting on Rexel's sustainable development performance and activities. We permit the disclosure of this report to enable the directors to demonstrate they have discharged their governance responsibilities by commissioning an independent assurance report in connection with the Sustainability-linked Bond Framework. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the directors as a body and Rexel for our work or this report save where terms are expressly agreed and with our prior consent in writing.

Neuilly-sur-Seine, May 29, 2024

One of the Statutory Auditor
PricewaterhouseCoopers Audit

Pierre Clavié
Partner

Aurélie Castellino
Partner on Sustainable Development