Q3 & 9-month 2011 results

November 9, 2011

Financial statements at September 30, 2011 were authorized for issue by the Management Board on October 27, 2011

1. Q3 & 9-month 2011 at a glance

Q3 & 9-month 2011 highlights

Strong organic sales growth: +7.5% in Q3

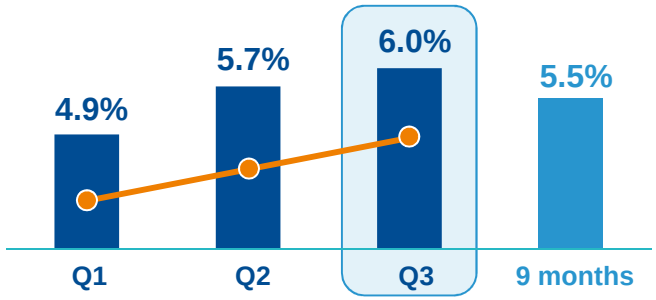
- Sequential improvement over Q2 (+5.1%)
- Continued volume growth in Q3, mainly driven by the industrial end-market

Constant and same-day sales growth Q3 2011

Increased profitability

- EBITA[1] margin reached 6.0% in Q3, up 50bps year-on-year
- EBITA[1] margin up 75bps in the 9 months, to 5.5%

Constant and adjusted EBITA[1] margin 2011



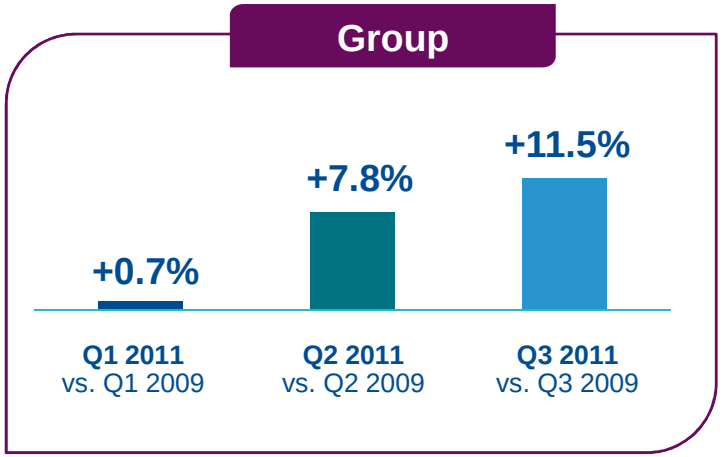
Strengthened financial structure

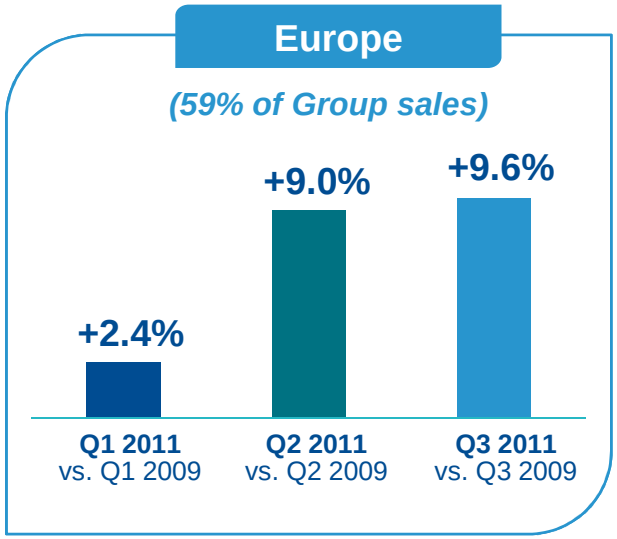
- Free cash flow (FCF) before interest & tax of €159m in Q3 and €237m in the nine months
- Diversified and flexible financial structure, with average maturity over 3 years
- Net debt-to-EBITDA ratio down to 2.80x at September 30 *(vs. 3.19x at Dec. 31, 2010)*

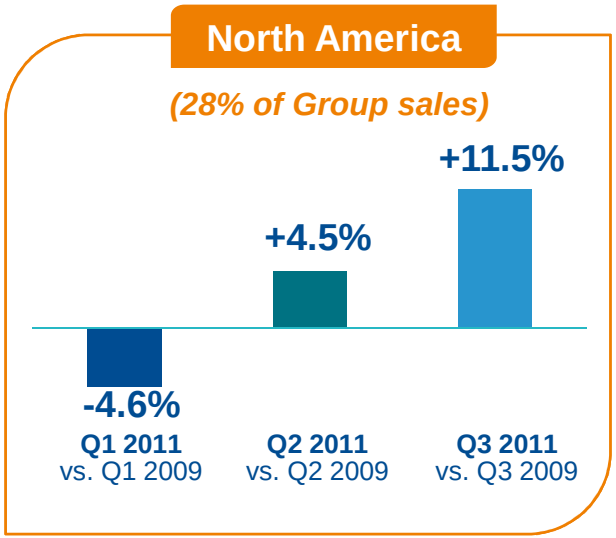
[1] At comparable scope of consolidation and exchange rates and:
> Excluding amortization of purchase price allocation
> Excluding the non-recurring effect related to changes in copper-based cables price

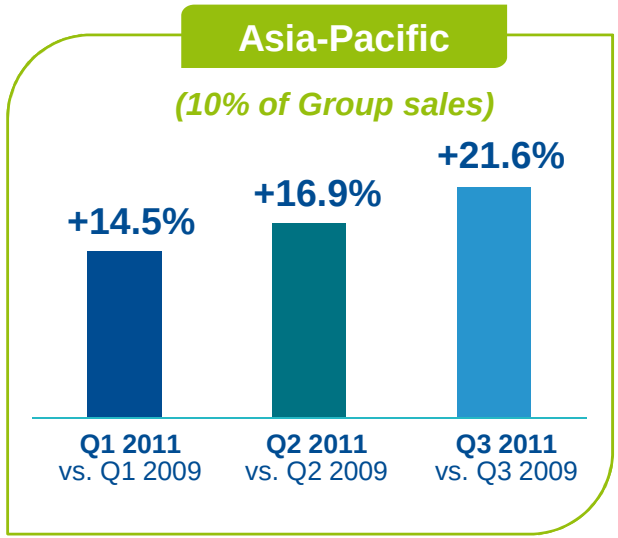
Further improvement in sales trends

Constant and same-day sales trend over the last 24 months







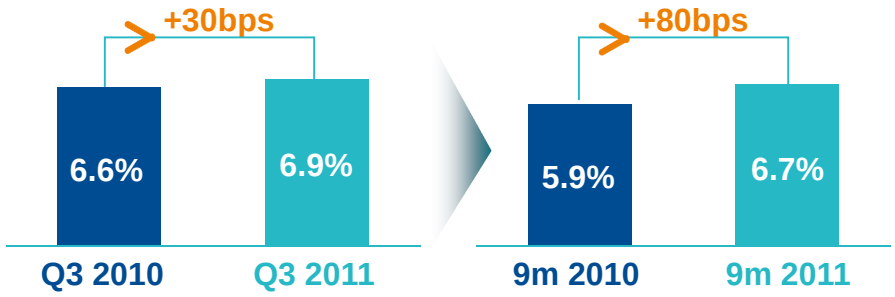


Continued improvement in profitability in all geographies

Constant and adjusted EBITA[1] margin

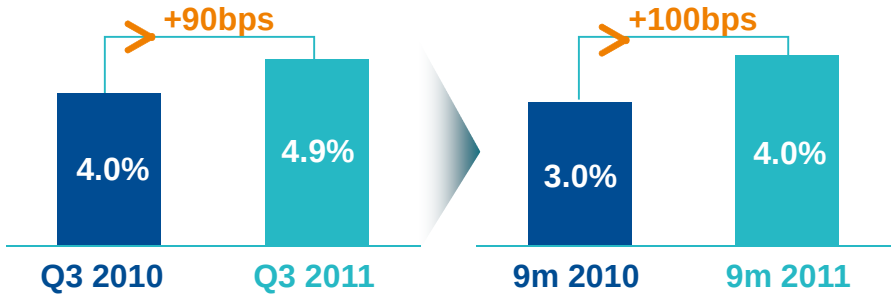
Europe (~60% of sales)

- Solid organic sales growth in Q3: +6.5%
- EBITA[1] margin at historic high (6.9% of sales) for the 2nd quarter in a row



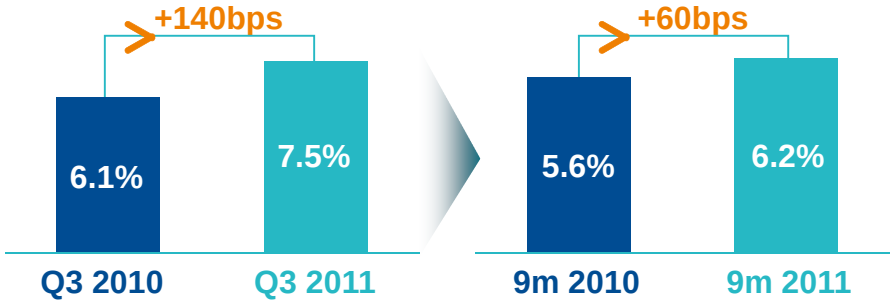
North America (~30% of sales)

- Strong organic sales growth in Q3, in both the US (+9.2%) and Canada (+11.2%)
- Continued improvement in EBITA[1] margin



Asia-Pacific (~10% of sales)

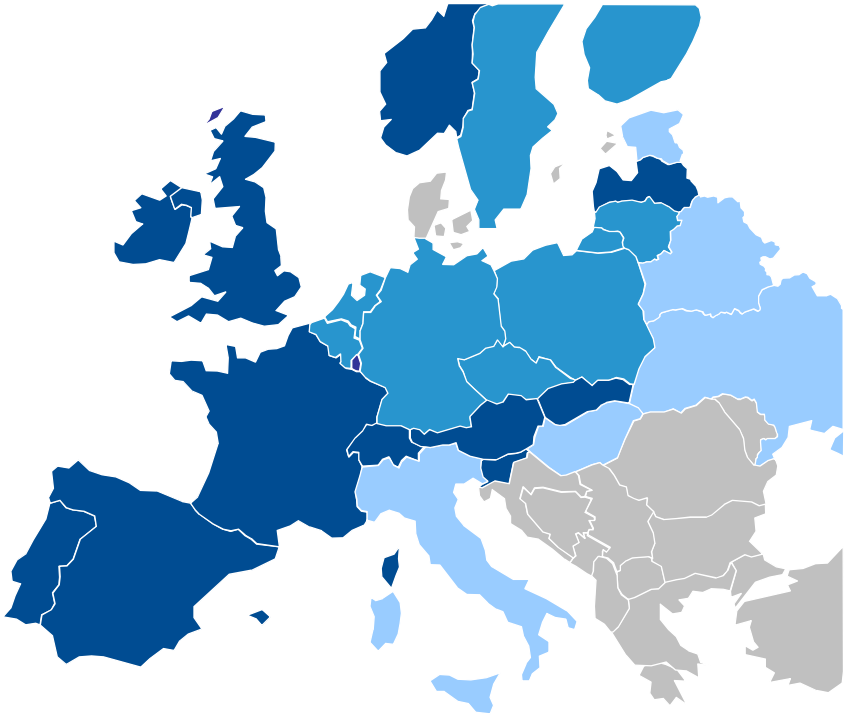
- Solid organic sales growth in Q3: +7.3%, driven by China (+33.3%)
- Sharp improvement in EBITA[1] margin in Q3 in all countries



[1] At comparable scope of consolidation and exchange rates and:
> Excluding amortization of purchase price allocation
> Excluding the non-recurring effect related to changes in copper-based cables price

Europe (59% of sales): Solid growth and EBITA[1] margin close to 7% in Q3

Rexel's presence



2010 market ranking:

- # 1
- # 2 or # 3
- other

Q3 Business Highlights

- France remained very solid (+7.6%, in line with Q2)
- Acceleration in the UK (+11.0% after +8.4% in Q2), thanks to targeted commercial initiatives and projects
- Germany returned to organic growth (+1.1% after -7.3% in Q2 which was due to photovoltaic sales); excl. photovoltaic sales, organic growth in Q3 was 5.9%
- Solid organic growth in Belgium (+23.7%), Scandinavia (+8.6%), Austria (+8.1%) and Switzerland (+4.4%)
- Deterioration in Southern Europe: Spain (-13.5%) and Portugal (-4.2%). Italy marginally up (+0.6%)

Key Figures[(1)]

€m	Q3 2011	9m 2011
Sales	**1,848.5**	**5,489.8**
organic same-day	***+6.5%***	***+5.9%***
EBITA[1]	**127.1**	**369.6**
as a % of sales	***6.9%***	***6.7%***
Year-on-year change	***+30bps***	***+80bps***

[1] At comparable scope of consolidation and exchange rates and:
> Excluding amortization of purchase price allocation
> Excluding the non-recurring effect related to changes in copper-based cables price

North America (28% of sales): Continued growth and sharply improved EBITA[1] margin

Rexel's presence

2010 market ranking:

- # 1
- # 2 or # 3
- other

Q3 Business Highlights

- **USA** (69% of the region's sales):
  - > +9.2% organic same-day (after +4.6% in Q2)
  - > Growth driven by the industrial end-market, mainly in the oil & gas and mining sectors
  - > Positive impact of energy efficiency and infrastructure initiatives
  - > Residential and commercial end-market remained at low levels
- **Canada** (31% of the region's sales):
  - > +11.2% organic same-day (after +8.4% in Q2)
  - > Mainly driven by the industrial end-market, but also by telecoms & renewable energies segments

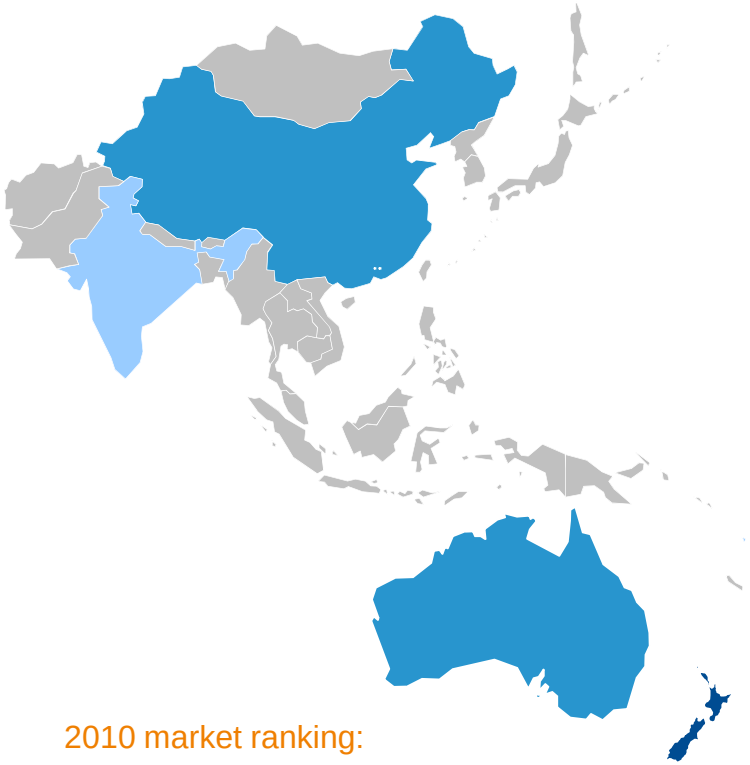
Key Figures[(1)]

€m	Q3 2011	9m 2011
Sales	**952.5**	**2,681,5**
organic same-day	***+9.8%***	***+8.6%***
EBITA[1]	**46.4**	**107.1**
as a % of sales	***4.9%***	***4.0%***
Year-on-year change	***+90bps***	***+100bps***

[1] At comparable scope of consolidation and exchange rates and:
> Excluding amortization of purchase price allocation
> Excluding the non-recurring effect related to changes in copper-based cables price

Asia-Pacific (10% of Group sales): Growth driven by China; sharp EBITA[1] margin increase

Rexel's presence



2010 market ranking:

- # 1
- # 2 or # 3
- other

Q3 Business Highlights

- **Australia** (about 60% of the region's sales): economic slowdown due to the unfavourable impact of higher interest rates and cuts in public spending
- **China** (about 25% of the region's sales): strong double-digit growth (+33.3% after +16.0% in Q2) driven by strong performance in the industrial automation segment; sales totaled €216m in the first nine months
- **New Zealand** (about 10% of the region's sales): slight decrease in sales (-1.5%) still reflecting the impact of the two earthquakes and the low level of reconstruction

Key Figures[(1)]

€m	Q3 2011	9m 2011
Sales	**349.7**	**953.0**
organic same-day	***7.3%***	***6.9%***
EBITA[1]	**26.2**	**59.3**
as a % of sales	***7.5%***	***6.2%***
Year-on-year change	***+140bps***	***+60bps***

[1] At comparable scope of consolidation and exchange rates and:
> Excluding amortization of purchase price allocation
> Excluding the non-recurring effect related to changes in copper-based cables price

Latin America & other op. segments (3% of Group sales): Single-digit growth in Latam and completion of ACE disposal

Rexel's presence

2010 market ranking:

- # 1
- # 2 or # 3
- other

Q3 Business Highlights

- **Latin America** (2% of Group sales):
  - > Sales of €52.6m in the quarter, including Chile and Nortel Suprimentos Industriais (Brazil) which is consolidated since January 1st
  - > +3.2% organic same-day, in both Chile and Brazil, reflecting some slowdown in Brazil due to the effect of higher interest rates on the economy
- **Other operating segments** (1% of Group sales):
  - > Sales of €7.7m in the quarter, including (i) the remaining part of the ACE division and (ii) other businesses managed at the Group level
  - > The remaining part of the ACE division (HBA and Kompro) was disposed during Q3

Key Figures(1)

€m	Q3 2011	9m 2011
Sales	**60.2**	**249.0**
organic same-day	***+3.2%***	***+0.9%***
EBITA[1]	**2.5**	**10.1**
as a % of sales	***4.2%***	***4.0%***
Year-on-year change	***-110bps***	***+70bps***

[1] At comparable scope of consolidation and exchange rates and:
> Excluding amortization of purchase price allocation
> Excluding the non-recurring effect related to changes in copper-based cables price

2. Financial review

Continued growth in sales and volumes

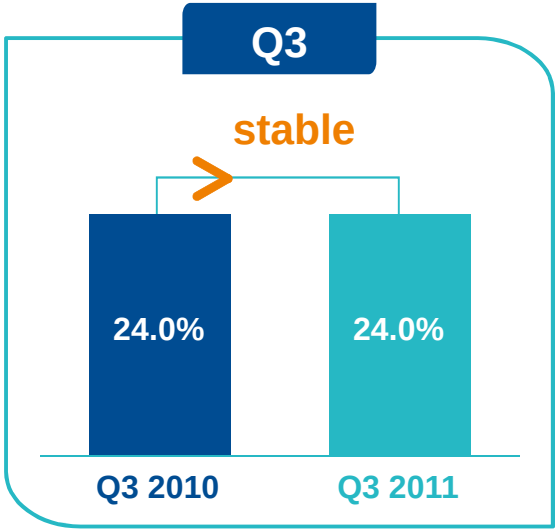
- **Organic same-day sales: +7.5% in Q3 and +6.6% in the nine months**
  - Industrial end-market driving most of the organic growth
  - Commercial and residential end-markets show some signs of improvement, but still at low levels

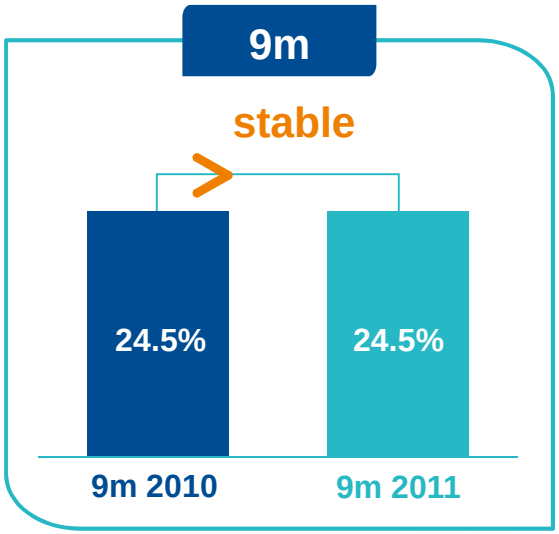
- **Solid volume growth in Q3**

	3rd quarter	9 months
Sales 2010 (€m)	**3,041.6**	**8,786.2**
Effect of changes in FX	-1.7%	-0.4%
Effect of changes in scope[1]	+0.5%	+0.5%
Sales 2010 comparable (€m)	**3,005.5**	**8,789.5**
Days impact	-0.7%	+0.0%
Organic same-day	**+7.5%**	**+6.6%**
o/w copper impact	*+1.9%*	*+2.4%*
Sales 2011 (€m)	**3,210.8**	**9,373.3**
% of change	***+5.6%***	***+6.7%***

[1] See detail on Appendix 2

Stable gross margin





- **Europe: +10bps in Q3 and +20bps in the nine months**
  - Improved purchasing conditions
  - Favourable country mix
  - Unfavourable product mix due to higher share of cable sales with lower gross margin
- **North America: -50bps in Q3 and -40bps in the nine months**
  - Increased share of big projects with lower gross margin
  - Unfavourable product mix due to higher share of cable sales with lower gross margin
- **Asia-Pacific: +70bps in Q3 and +30bps in the nine months**
  - Improved purchasing conditions
  - Reduced share of big projects with lower gross margin

Improved profitability and strong rise in EBITA

Constant and adj. basis[1] (€m)	Q3	YoY change	9m	YoY change
Sales	**3,210.8**	**+6.8%**	**9,373.3**	**+6.6%**
Gross profit	**770.6**	**+6.7%**	**2,293.3**	**+6.7%**
as a % of sales	*24.0%*	***stable***	*24.5%*	***stable***
Distr. & adm. exp. (incl. depr.)	**(579.0)**	**+4.2%**	**(1,776.1)**	**+2.6%**
as a % of sales	*(18.0%)*	***+50bps***	*(18.9%)*	***+75bps***
EBITA	**191.5**	**+15.2%**	**517.2**	**+23.8%**
as a % of sales	*6.0%*	***+50bps***	*5.5%*	***+75bps***

Stable gross margin

+

Efficient cost control

=

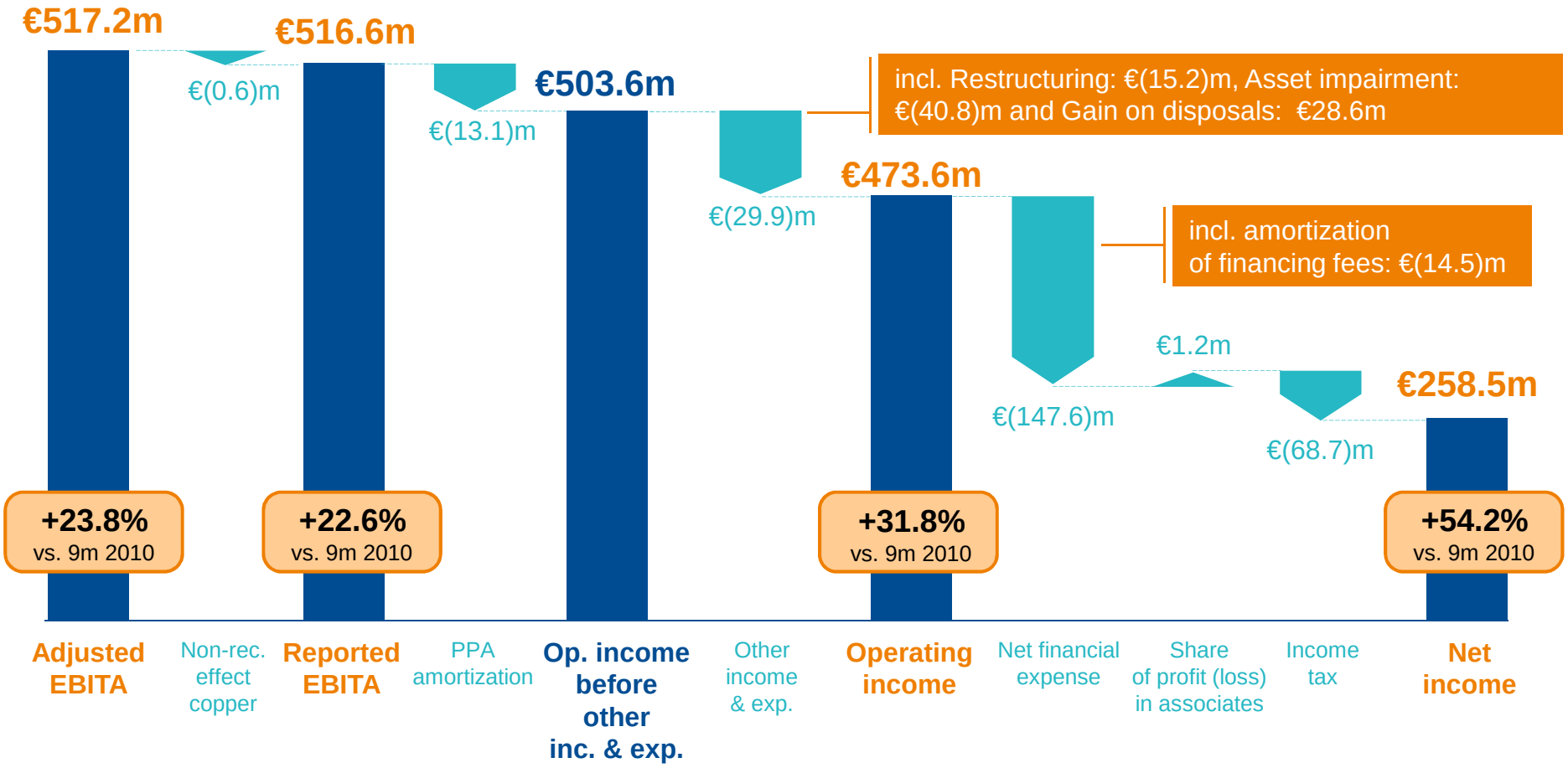
Increased profitability

Reported basis (€m)	Q3	YoY change	9m	YoY change
Sales	**3,210.8**	**+5.6%**	**9,373.3**	**+6.7%**
EBITDA	**200.7**	**+9.5%**	**571.4**	**+19.3%**
Depreciation	(17.9)		(54.8)	
EBITA	**182.8**	**+11.5%**	**516.6**	**+22.6%**

Strong rise in EBITA

[1] At comparable scope of consolidation and exchange rates and:
> Excluding amortization of purchase price allocation
> Excluding the non-recurring effect related to changes in copper-based cables price

Sharp improvement in net income over the nine months



Free cash flow before interest and tax of €159m in Q3

€m	Q3 2011	9m 2011
EBITDA	**200.7**	**571.4**
Other operating revenues & costs	**(10.0)**	**(38.9)**
Change in working capital	**(16.5)**	**(253.9)**
Net capital expenditure, o/w:	**(15.1)**	**(42.1)**
Gross capital expenditure	*(16.0)*	*(60.4)*
Disposal of fixed assets and other	*0.9*	*18.3*
Free cash flow before interest & tax	**159.0**	**236.6**

Including restructuring expenses in 9m: €(34.4)m

Free cash flow before interest & tax in the nine months reflected:

- €253.9 million outflow from change in working capital, mainly resulting from stronger sales and slight lag in customer payment terms in some countries
- Continued reduction in inventories: 44.3 days in 9m 2011 vs. 45.2 in 9m 2010

Continued deleveraging

€m	Q3 2011	9m 2011
Free cash flow before interest & tax	**159.0**	**236.6**
Net interest paid	(43.8)	(115.2)
Income tax paid	(24.1)	(71.6)
Net financial investment	41.2	(14.0)
Currency variation	(23.6)	20.8
Dividend paid in cash	(0.1)	(19.2)
Other	(15.1)	(34.3)
Net debt reduction	**93.6**	**3.1**
Debt at the beginning of the period	**2,363.8**	**2,273.3**
Debt at the end of the period *(vs. €2,432.8 at September 30, 2010)*	**2,270.2**	**2,270.2**

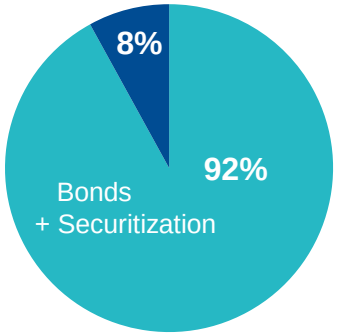
Net debt reduced by €163m year-on-year
Net debt-to-EBITDA ratio lowered to 2.80x at September 30, 2011

Sound liquidity and financial structure

Breakdown of net debt at September 30, 2011:

► Senior unsecured notes	€1,167.3m
> *Bond issued Dec. 2009 (maturity: Dec. 2016)*	*€667.3m*
> *Bond issued May 2011 (maturity: Dec. 2018)*	*€500.0m*
► Senior Credit Agreement	€35.3m
> *Facility A (€400m o/w €35.3m drawn - maturity Dec. 2012 & 2013)*	
> *Facility B (€1.1bn totally undrawn - maturity: Dec. 2014)*	
► Securitization *(4 programs for a compound commitment of €1.2bn)*	€992.6m
► Commercial paper	€152.5m
► Other debt & cash	€(77.5)m
	€2,270.2m

Breakdown of gross debt at Sept. 30, 2011



- **Capital markets**
- **Bank financings**

Enhanced financial flexibility

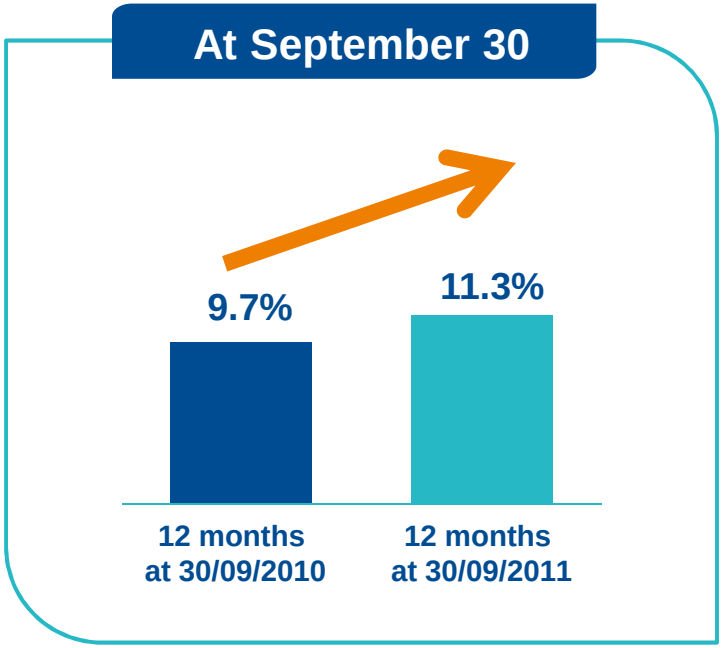
- €1,429.7m of cash and undrawn facilities at September 30, 2011

Average financing maturity exceeds 3 years

- The 2005 securitization program (€500m commitment) was recently renegotiated *(new maturity: December 2016)*
- No significant debt repayment before December 2013

ROCE improvement in line with medium-term objective

Return on Capital Employed[1] (after tax)



Value creation through ROCE improvement

[1] Calculation on Appendix 2

3. Update on priorities & 2011 Outlook

Entering Peru through the acquisition of V&F Tecnologia

Business description

- The Peruvian market offers strong growth opportunities
- V&F is a family-owned company founded in 1991 and based in Lima
- One of the main players in the country
- Strong sales to industrial and mining sectors
- 1 branch and 50 employees

Rexel in Peru

Strategic Rationale

- Significant synergies with local IPG operations (Tintaya-Antapaccay copper mine)
- Reinforce Rexel's footprint in Latam

Financials

- 2010 sales: €10m
- Solid profitability, in line with the Group average

Broadening Rexel's value-added services offer through the acquisition of Inoveha in France

Business description

- Founded in 2007, Inoveha is organized around 3 main activities:
  - Distodiag: energy audits
  - Inoveha: thermal studies
  - Enerlogy: software development
- Partnerships with a solid network of experts
- From local positions to national development

- Broaden Rexel's offer of value-added services related to energy efficiency
- Strengthen Rexel's commercial differentiation by offering integrated energy services
- Increase Rexel's capacity to seize opportunities linked to future regulatory changes (RT2012)

Completion of the divestment of non-core ACE assets

In Q3, Rexel sold HBA and Kompro, thus completing the disposal of the ACE division

- **The ACE division resulted from the acquisition of Hagemeyer and was reported under "Other operations" in Rexel's financial statements**

- **All activities were non-core for Rexel:**
  - **HCL Asia** distributed luxury products in Asian countries: *it was divested in 2010*
  - **Haagtechno** represented and distributed Panasonic products in the NL: *it was divested in 2010*
  - **HBA** distributed consumer electronics and kitchen appliances in Australia
  - **Kompro** provided MPS (Managed Print Services) in the NL

- **HBA generated annual sales of c. €130m in 2010 and is deconsolidated as from July 1st, 2011**

- **Kompro generated annual sales of c. €12m in 2010 and is deconsolidated as from September 1st, 2011**

- **Total net proceeds from ACE disposals (2010+2011): c. €120m**

Accelerating growth from structural growth drivers

Excluding PV sales in Germany, SOGs grew by 21% in Q3

- Lighting retrofit recorded solid growth in Q3: +16%
- Renewable energies performed strongly:
  - > PV sales, excluding Germany, grew by 10% in Q3
  - > Wind confirmed its return to organic growth and doubled sales in Q3

FY 2010	€m	Q3 2011	YoY change	9m 2011	YoY change
109.2	**Energy Efficiency** (Lighting retrofit)	**44.9**	**+16%**	**115.6**	**+24%**
269.3	**Renewable Energy**	**72.4**	**+7%**	**187.0**	**-8%**
215.6	> Photovoltaic	47.3	-14%	135.1	-15%
106.0	*o/w Germany*	*10.2*	*-53%*	*33.3*	*-64%*
109.6	*o/w other countries*	*37.1*	*+10%*	*101.8*	*+55%*
53.8	> Wind	25.1	+102%	51.9	+19%
48.8	**EPCs** (International Projects Group-IPG)	**14.5**	**-9%**	**42.7**	**+7%**
427.3	**TOTAL**	**131.8**	**+8%**	**345.3**	**+3%**
	Excluding PV Germany	**121.6**	**+21%**	**312.0**	**+29%**

UK: Newey & Eyre takes the lead in energy efficient lighting

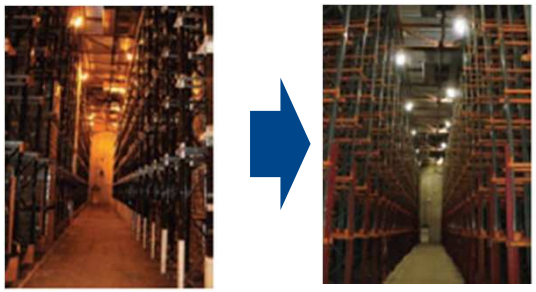
National team offering wide range of lighting retrofit solutions for end users

- 8 energy advisors available across UK to provide audit of current lighting installation
- Energy and carbon reduction proposals
- For indoor and outdoor applications
- Targeted 2012 sales of GBP1.5m

ENERGY SAVING 24seven

Example of realization: warehouse

- Induction lighting to replace sodium vapor lamps
- 50% energy savings
- 100 000 hour life span
- Typical ROI of less than 24 months



Example of realization: International Students House, London

- LED solution to replace GLS lamps and halogen downlights
- 84% power consumption reduction
- Carbon emissions cut by 6,300 kg a year

Wind: Supplying the world's largest land-based wind farm

Shepherds Flat Wind Farm

- **Located in eastern Oregon near Arlington (USA)**

- **Largest land-based wind farm in the world; generating capacity of 900+ mw**

- **Rexel's role**
  - > Services:
    Bill of material reviews, product substitutions and supplier recommendations
  - > Premier C-class components provider:
    kitted solutions for nacelle fabrications, tower electricals, cable tray and control cable
  - > Sales of over USD 11m in 2011

- **Position as a global leader of C-class components and services in the Wind Energy market**

2011 full-year targets confirmed

Thanks to its robust performance since the beginning of the year and taking into consideration tougher comparables in Q4, Rexel confirms its full-year objectives:

- **Improvement of EBITA[1] margin by at least 50bps in 2011 (vs. the 5.0% recorded in 2010)**
- **Free cash flow before interest & tax above €500 million**

Rexel also confirms its 3 medium-term strategic priorities:

- **Strengthen its market position through organic growth and acquisitions**
- **Enhance its profitability and optimize capital employed to achieve its 2013 targets of an EBITA[1] margin close to 6.5% and a return on capital employed close to 14%**
- **Generate solid free cash flow**

1. Adjusted and at constant scope of consolidation and exchange rates:
   >Excluding amortization of purchase price allocation
   >Excluding the non-recurring effect related to changes in copper-based cables price

Financial Calendar & Contacts

Financial Calendar & Contacts

Financial Calendar

- **February 10, 2012**
  Fourth-quarter & full-year 2011 results

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Appendices

Appendix 1:
Segment reporting – Constant and adjusted basis

Group

Constant and adjusted basis (€m)	Q3 2010	Q3 2011	Change	9m 2010	9m 2011	Change
Sales	3,005.5	**3,210.8**	**+6.8%**	8,789.5	**9,373.3**	**+6.6%**
on a constant basis and same days			***+7.5%***			***+6.6%***
Gross profit	722.1	**770.6**	**+6.7%**	2,149.2	**2,293.3**	**+6.7%**
as a % of sales	*24.0%*	*24.0%*	*stable*	*24.5%*	*24.5%*	*stable*
Distribution & adm. expenses (incl. depreciation)	(555.9)	(579.0)	+4.2%	(1,731.4)	(1,776.1)	+2.6%
EBITA	166.2	**191.5**	**+15.2%**	417.8	**517.2**	**+23.8%**
as a % of sales	*5.5%*	*6.0%*	*+50bps*	*4.8%*	*5.5%*	*+75bps*
Headcount (end of period)	28,710	**28,268**	**-1.5%**	28,710	**28,268**	**-1.5%**

- Constant and adjusted = at comparable scope of consolidation and exchange rates, excluding the non-recurring effect related to changes in copper-based cables price and before amortization of purchase price allocation; the non-recurring effect related to changes in copper-based cables price was, at the EBITA level:
  - a profit of €0.3 million in Q3 2010 and a loss of €8.7 million in Q3 2011,
  - a profit of €13.1 million in 9m 2010 and a loss of €0.6 million in 9m 2011.

Appendix 1:
Segment reporting – Constant and adjusted basis

Europe

Constant and adjusted basis (€m)	Q3 2010	Q3 2011	Change	9m 2010	9m 2011	Change
Sales	1,754.4	**1,848.5**	**+5.4%**	5,183.6	**5,489.8**	**+5.9%**
on a constant basis and same days			***+6.5%***			***+5.9%***
o/w France	550.8	**582.6**	*+5.8%*	1,703.5	**1,833.8**	*+7.7%*
on a constant basis and same days			*+7.6%*			*+7.7%*
United Kingdom	225.8	**250.6**	*+11.0%*	674.5	**714.2**	*+5.9%*
on a constant basis and same days			*+11.0%*			*+6.4%*
Germany	240.0	**241.1**	*+0.5%*	683.0	**669.3**	*-2.0%*
on a constant basis and same days			*+1.1%*			*-2.3%*
Scandinavia	210.2	**228.2**	*+8.6%*	621.6	**664.4**	*+6.9%*
on a constant basis and same days			*+8.6%*			*+6.6%*
Gross profit	446.0	**471.5**	**+5.7%**	1,337.1	**1,428.2**	**+6.8%**
as a % of sales	*25.4%*	*25.5%*	*+10bps*	*25.8%*	*26.0%*	*+20bps*
Distribution & adm. expenses (incl. depreciation)	(329.6)	(344.4)	+4.5%	(1,030.1)	(1,058.6)	+2.8%
EBITA	116.4	**127.1**	**+9.2%**	307.0	**369.6**	**+20.4%**
as a % of sales	*6.6%*	*6.9%*	*+30bps*	*5.9%*	*6.7%*	*+80bps*
Headcount (end of period)	16,631	**16,688**	**0.3%**	16,631	**16,688**	**+0.3%**

- Constant and adjusted = at comparable scope of consolidation and exchange rates, excluding the non-recurring effect related to changes in copper-based cables price and before amortization of purchase price allocation; the non-recurring effect related to changes in copper-based cables price was, at the EBITA level:
  - a profit of €0.3 million in Q3 2010 and a loss of €8.7 million in Q3 2011,
  - a profit of €13.1 million in 9m 2010 and a loss of €0.6 million in 9m 2011.

Appendix 1:
Segment reporting – Constant and adjusted basis

North America

Constant and adjusted basis (€m)	Q3 2010	Q3 2011	Change	9m 2010	9m 2011	Change
Sales	867.3	**952.5**	**+9.8%**	2,469.2	**2,681.5**	**+8.6%**
on a constant basis and same days			***+9.8%***			***+8.6%***
o/w United States	600.9	**656.3**	*+9.2%*	1,712.0	**1,827.0**	*+6.7%*
on a constant basis and same days			*+9.2%*			*+6.7%*
Canada	266.4	**296.2**	*+11.2%*	757.2	**854.5**	*+12.9%*
on a constant basis and same days			*+11.2%*			*+12.9%*
Gross profit	187.0	**201.0**	**+7.5%**	532.9	**568.2**	**+6.6%**
as a % of sales	*21.6%*	*21.1%*	*-50bps*	*21.6%*	*21.2%*	*-40bps*
Distribution & adm. expenses (incl. depreciation)	(152.2)	(154.6)	+1.6%	(460.0)	(461.1)	+0.2%
EBITA	34.8	**46.4**	**+33.4%**	73.0	**107.1**	**+46.8%**
as a % of sales	*4.0%*	*4.9%*	*+90bps*	*3.0%*	*4.0%*	*+100bps*
Headcount (end of period)	7,524	**7,176**	**-4.6%**	7,524	**7,176**	**-4.6%**

- Constant and adjusted = at comparable scope of consolidation and exchange rates, excluding the non-recurring effect related to changes in copper-based cables price and before amortization of purchase price allocation; the non-recurring effect related to changes in copper-based cables price was, at the EBITA level:
  - a profit of €0.3 million in Q3 2010 and a loss of €8.7 million in Q3 2011,
  - a profit of €13.1 million in 9m 2010 and a loss of €0.6 million in 9m 2011.

Appendix 1:
Segment reporting – Constant and adjusted basis

Asia-Pacific

Constant and adjusted basis (€m)	Q3 2010	Q3 2011	Change	9m 2010	9m 2011	Change
Sales	325.7	**349.7**	**+7.4%**	892.4	**953.0**	**+6.8%**
on a constant basis and same days			***+7.3%***			***+6.9%***
o/w Australia	202.2	**203.1**	*+0.5%*	564.3	**580.0**	*+2.8%*
on a constant basis and same days			*+0.1%*			*+2.9%*
China	68.5	**90.9**	*+32.7%*	176.3	**216.4**	*+22.8%*
on a constant basis and same days			*+33.3%*			*+22.8%*
New Zealand	37.9	**37.3**	*-1.5%*	104.7	**104.0**	*-0.7%*
on a constant basis and same days			*-1.5%*			*-0.7%*
Gross profit	70.1	**77.5**	**+10.6%**	193.5	**209.9**	**+8.5%**
as a % of sales	*21.5%*	*22.2%*	*+70bps*	*21.7%*	*22.0%*	*+30bps*
Distribution & adm. expenses (incl. depreciation)	(50.3)	(51.3)	+2.0%	(143.3)	(150.6)	+5.1%
EBITA	19.8	**26.2**	**+32.2%**	50.2	**59.3**	**+18.0%**
as a % of sales	*6.1%*	*7.5%*	*+140bps*	*5.6%*	*6.2%*	*+60bps*
Headcount (end of period)	2,848	**2,920**	**2.5%**	2,848	**2,920**	**+2.5%**

- Constant and adjusted = at comparable scope of consolidation and exchange rates, excluding the non-recurring effect related to changes in copper-based cables price and before amortization of purchase price allocation; the non-recurring effect related to changes in copper-based cables price was, at the EBITA level:
  - a profit of €0.3 million in Q3 2010 and a loss of €8.7 million in Q3 2011,
  - a profit of €13.1 million in 9m 2010 and a loss of €0.6 million in 9m 2011.

Appendix 1:
Segment reporting – Constant and adjusted basis

Other *(Latin America, Other Operating Segments + Corporate Holdings)*

Constant and adjusted basis (€m)	Q3 2010	Q3 2011	Change	9m 2010	9m 2011	Change
Operating segments						
Sales	58.1	**60.2**	**+3.5%**	244.3	**249.0**	**+1.9%**
on a constant basis and same days			***+3.2%***			***+0.9%***
o/w Latin America	50.6	**52.6**	*+3.9%*	136.8	**162.1**	*+18.5%*
on a constant basis and same days			*+3.2%*			*+16.4%*
ACE	1.8	**1.9**	*+4.6%*	89.3	**64.9**	*-27.3%*
on a constant basis and same days			*+4.8%*			*-27.4%*
Gross profit	19.1	**20.6**	**+8.1%**	85.7	**87.1**	**+1.7%**
as a % of sales	*32.9%*	*34.3%*	*+140bps*	*35.1%*	*35.0%*	*-10bps*
Distribution & adm. expenses (incl. depreciation)	(16.0)	(18.2)	+13.8%	(77.6)	(76.9)	-0.9%
EBITA	3.1	**2.5**	**-19.4%**	8.0	**10.1**	**+26.3%**
as a % of sales	*5.3%*	*4.2%*	*-110bps*	*3.3%*	*4.0%*	*+70bps*
Headcount (end of period)	1,384	**1,135**	**-18.0%**	1,384	**1,135**	**-18.0%**
Corporate Holdings						
EBITA	**(7.8)**	**(10.6)**	**+37.2%**	**(20.4)**	**(28.9)**	**+41.5%**
Headcount (end of period)	324	**349**	**7.7%**	324	**349**	**7.6%**

- Constant and adjusted = at comparable scope of consolidation and exchange rates, excluding the non-recurring effect related to changes in copper-based cables price and before amortization of purchase price allocation; the non-recurring effect related to changes in copper-based cables price was, at the EBITA level:
  - a profit of €0.3 million in Q3 2010 and a loss of €8.7 million in Q3 2011,
  - a profit of €13.1 million in 9m 2010 and a loss of €0.6 million in 9m 2011.

Appendix 2:
Consolidated Income Statement

Reported basis (€m)	Q3 2010	Q3 2011	Change	9m 2010	9m 2011	Change
Sales	**3,041.6**	**3,210.8**	**+5.6%**	**8,786.2**	**9,373.3**	**+6.7%**
Gross profit	**736.1**	**761.9**	**+3.5%**	**2,158.9**	**2,294.5**	**+6.3%**
as a % of sales	*24.2%*	*23.7%*		*24.6%*	*24.5%*	
Distribution & adm. expenses (excl. depreciation)	(552.7)	(561.1)	+1.5%	(1,680.1)	(1,723.0)	+2.6%
EBITDA	**183.4**	**200.7**	**+9.5%**	**478.8**	**571.4**	**+19.3%**
as a % of sales	*6.0%*	*6.3%*		*5.4%*	*6.1%*	
Depreciation	(19.5)	(17.9)		(57.5)	(54.8)	
EBITA	**163.9**	**182.8**	**+11.5%**	**421.3**	**516.6**	**+22.6%**
as a % of sales	*5.4%*	*5.7%*		*4.8%*	*5.5%*	
Amortization of purchase price allocation	(6.1)	(3.9)		(18.4)	(13.1)	
Operating income bef. other inc. and exp.	**157.8**	**179.0**	**+13.5%**	**402.9**	**503.6**	**+25.0%**
as a % of sales	*5.2%*	*5.6%*		*4.6%*	*5.4%*	
Other income and expenses	(12.5)	(14.1)		(43.6)	(29.9)	
Operating income	**145.3**	**164.8**	**+13.5%**	**359.3**	**473.6**	**+31.8%**
Financial expenses (net)	(50.0)	(52.9)		(153.5)	(147.6)	
Share of profit (loss) in associates	2.8	1.1		3.2	1.2	
Net income (loss) before income tax	**98.1**	**113.0**	**+15.2%**	**209.0**	**327.2**	**+56.6%**
Income tax	(22.8)	(28.2)		(41.3)	(68.7)	
Net income (loss)	**75.3**	**84.8**	**+12.6%**	**167.7**	**258.5**	**+54.2%**
Net income (loss) attr. to non-controlling interests	0.1	0.6		0.5	1.0	
Net income (loss) attr. to equity holders of the parent	**75.2**	**84.2**	**+12.0%**	**167.2**	**257.5**	**+54.1%**

Appendix 2:
Sales and profitability by segment – Reported basis

Reported basis (€m)	Q3 2010	Q3 2011	Change	9m 2010	9m 2011	Change
Sales	**3,041.6**	**3,210.8**	**+5.6%**	**8,786.2**	**9,373.3**	**+6.7%**
Europe	1,737.3	1,848.5	+6.4%	5,102.5	5,489.8	+7.6%
North America	931.2	952.5	+2.3%	2,596.6	2,681.5	+3.3%
Asia-Pacific	297.3	349.7	+17.6%	820.5	953.0	+16.1%
Other	75.8	60.2	-20.6%	266.6	249.0	-6.6%
Gross profit	**736.1**	**761.9**	**+3.5%**	**2,158.9**	**2,294.5**	**+6.3%**
Europe	441.6	464.0	+5.1%	1,325.4	1,426.6	+7.6%
North America	201.1	200.4	-0.3%	563.8	569.5	+1.0%
Asia-Pacific	65.0	76.6	+17.8%	179.1	210.3	+17.4%
Other	28.4	20.9	-26.6%	90.6	88.2	-2.7%
EBITA	**163.9**	**182.8**	**+11.5%**	**421.3**	**516.6**	**+22.6%**
Europe	113.9	119.5	+4.9%	309.8	366.4	+18.3%
North America	36.7	45.9	+24.9%	78.1	108.2	+38.6%
Asia-Pacific	17.9	25.3	+41.5%	46.0	59.7	+29.7%
Other	(4.6)	(7.9)	n/m	(12.6)	(17.6)	n/m

Appendix 2:
Impact on sales from changes in the scope of consolidation

Acquisitions	Country	Conso. as from	Q1 2011	Q2 2011	Q3 2011	9m 2011
Europe	Switzerland	01/01/11	12.3	13.1	15.0	40.4
Asia-Pacific	China, India	misc.	5.0	8.1	17.6	30.7
Latin America	Brazil	01/01/11	21.7	27.4	28.8	77.9
Total acquisitions			**39.0**	**48.6**	**61.4**	**149.0**
Divestments	**Country**	**Deconso. as from**	**Q1 2011**	**Q2 2011**	**Q3 2011**	**9m 2011**
HCL Asia	ACE	01/02/10	-3.8			-3.8
Haagtechno	ACE	01/06/10	-33.6	-24.8		-58.4
HBA	ACE	01/07/11			-44.5	-44.5
Kompro	ACE	01/08/11			-0.9	-0.9
Total divestments			**-37.4**	**-24.8**	**-45.4**	**-107.6**
Net impact on sales			**1.6**	**23.8**	**16.0**	**41.4**

Appendix 2:
Consolidated Balance Sheet

Assets (€m)	December 31st , 2010	September 30, 2011
Goodwill	3,931.2	3,950.3
Intangible assets	934.4	909.6
Property, plant & equipment	245.4	257.6
Long-term investments(1)	132.1	87.2
Investments in associates	9.3	10.2
Deferred tax assets	138.6	176.2
Total non-current assets	**5,391.0**	**5,391.1**
Inventories	1,203.1	1,257.2
Trade receivables	2,022.0	2,240.5
Other receivables	436.1	440.9
Assets classified as held for sale	23.1	3.7
Cash and cash equivalents	311.9	191.7
Total current assets	**3,996.2**	**4,134.0**
Total assets	**9,387.2**	**9,525.1**

Liabilities (€m)	December 31st , 2010	September 30, 2011
Total equity	**3,834.4**	**4,016.4**
Long-term debt	2,463.5	1,845.0
Deferred tax liabilities	144.5	188.7
Other non-current liabilities	330.7	308.5
Total non-current liabilities	**2,938.7**	**2,342.2**
Interest bearing debt & accrued interests	122.0	636.1
Trade payables	1,866.2	1,879.3
Other payables	623.9	651.1
Liabilities classified as held for sale	2.0	0.0
Total current liabilities	**2,614.1**	**3,166.5**
Total liabilities	**5,552.8**	**5,508.7**
Total equity & liabilities	**9,387.2**	**9,525.1**

(1) Includes Fair value hedge derivatives for €0.3m at December 31, 2010 and for €19.2m at September 30, 2011

Appendix 2:
Change in Net Debt

€m	Q3 2010	**Q3 2011**	9m 2010	**9m 2011**
EBITDA	**183.4**	**200.7**	**478.8**	**571.4**
Other operating revenues & costs[1]	(17.8)	(10.0)	(92.4)	(38.9)
Operating cash flow	**165.6**	**190.7**	**386.4**	**532.6**
Change in working capital	(71.8)	(16.5)	(92.2)	(253.9)
Net capital expenditure, of which:	(12.8)	(15.1)	(30.4)	(42.1)
Gross capital expenditure	*(13.3)*	*(16.0)*	*(34.8)*	*(60.4)*
Disposal of fixed assets & other	*0.5*	*0.9*	*4.4*	*18.3*
Free cash flow before interest and tax	**81.0**	**159.0**	**263.9**	**236.6**
Net interest paid / received	(32.8)	(43.8)	(119.8)	(115.2)
Income tax paid	(20.9)	(24.1)	(48.7)	(71.6)
Free cash flow after interest and tax	**27.4**	**91.1**	**95.4**	**49.8**
Net financial investment[2]	(0.4)	41.2	10.9	(14.0)
Dividends paid	1.3	(0.1)	1.3	(105.3)
Net change in equity	0.6	0.0	7.5	88.4
Other[3]	(9.9)	(15.1)	(31.2)	(36.6)
Currency exchange variation	82.9	(23.6)	(115.5)	20.8
Decrease (increase) in net debt	**101.9**	**93.6**	**(31.6)**	**3.1**
Net debt at the beginning of the period	**2,534.7**	**2,363.8**	**2,401.2**	**2,273.3**
Net debt at the end of the period	**2,432.8**	**2,270.2**	**2,432.8**	**2,270.2**

(1) Includes restructuring outflows of €17.2 million in Q3 2010 and €7.0 million in Q3 2011, €59.8 million in 9m 2010 and €34.4 million in 9m 2011
(2) 9m 2011 includes the acquisitions of Nortel Suprimentos Industriais, Yantra Automation, AD electronics, Beijing Zhongheng, Tegro and Wuhan Rockcenter Automation for €57.7 m (net of cash) and the disposal of HBA and Kompro for €44.8 m (net of cash)
(3) Q3 2011 includes a € (1.9) million adjustment to the High Yield Bond carrying value

Appendix 2:
Return on capital employed

ROCE calculation	September 30, 2010	September 30, 2011
Goodwill	3,892.7	3,950.3
Intangible assets	921.6	909.6
Property, plant & equipment	245.9	257.6
Inventories	1,200.8	1,257.2
Trade receivables	2,062.1	2,240.5
Other receivables	410.5	440.9
Other non-current liabilities	-335.4	-308.5
Trade payables	-1,781.2	-1,879.3
Other payables	-579.0	-651.1
Reported capital employed	**6,038.0**	**6,217.2**
Restatement GW related to IPO	-1,322.0	-1,322.0
Capital employed used for ROCE calculation (1)	**4,716.0**	**4,895.2**
Operating inc. bef. other inc. & exp. pre-tax	568.0	699.0
Effective tax rate	19.8%	21.0%
Operating inc. bef. other inc. & exp. after tax (2)	**455.5**	**552.2**
ROCE after tax (2/1)	**9.7%**	**11.3%**

Appendix 3:
Working Capital

Reported basis (€m)	September 30, 2010	September 30, 2011
Sales (12 rolling months)	**11,686.9**	**12,551.9**
Net inventories	**1,200.8**	**1,257.2**
as a % of sales 12 rolling months	*10.3%*	*10.0%*
as a number of days	*45.2*	*44.3*
Net trade receivables	**2,062.1**	**2,240.5**
as a % of sales 12 rolling months	*17.6%*	*17.8%*
as a number of days	*56.3*	*55.4*
Net trade payables	**1,781.2**	**1,879.3**
as a % of sales 12 rolling months	*15.2%*	*15.0%*
as a number of days	*59.7*	*58.1*
Trade working capital	**1,481.8**	**1,618.4**
as a % of sales 12 rolling months	*12.7%*	*12.9%*
Non-trade working capital	**-169.2**	**-200.3**
Total working capital	**1,312.6**	**1,418.1**
as a % of sales 12 rolling months	*11.2%*	*11.3%*

Appendix 4:
Headcount & Branch Evolution

FTEs at end of period comparable	30/09/10	31/12/2010	30/09/11	Change 30/09/2011	
				vs.30/09/2010	vs.31/12/2010
Europe	**16,631**	**16,543**	**16,688**	**0%**	**1%**
USA	*5,375*	*5,054*	*4,934*	*-8%*	*-2%*
Canada	*2,149*	*2,201*	*2,242*	*4%*	*2%*
North America	**7,524**	**7,255**	**7,176**	**-5%**	**-1%**
Asia-Pacific	**2,848**	**2,823**	**2,920**	**3%**	**3%**
Latin America & Other Op. segments	*1,384*	*1,413*	*1,135*	*-18%*	*-20%*
Corporate holdings	*324*	*322*	*349*	*8%*	*8%*
Other	**1,707**	**1,735**	**1,484**	**-13%**	**-14%**
Group	**28,710**	**28,356**	**28,268**	**-2%**	**0%**

Branches comparable	30/09/10	31/12/2010	30/09/11	Change 30/09/2011	
				vs.30/09/2010	vs.31/12/2010
Europe	**1,282**	**1,275**	**1,264**	**-1%**	**-1%**
USA	*330*	*313*	*305*	*-8%*	*-3%*
Canada	*211*	*210*	*209*	*-1%*	*0%*
North America	**541**	**523**	**514**	**-5%**	**-2%**
Asia-Pacific	**294**	**294**	**299**	**2%**	**2%**
Latin America & Other Op. segments	*72*	*72*	*73*	*1%*	*1%*
Corporate holdings	*-*	*-*	*-*	*-*	*-*
Other	**72**	**72**	**73**	**1%**	**1%**
Group	**2,189**	**2,164**	**2,150**	**-2%**	**-1%**

Appendix 5:
Senior Credit Agreement signed in December 2009

- **The €1.7bn SCA comprises two revolving credit facilities:**
  - A 3-year multi-currency revolving credit facility in an initial amount of €600m, which will reduce to €400m after one year and to €200m after two years ("Facility A")
  - A 5-year multi-currency revolving credit facility in an amount of €1,100m ("Facility B")
- **The applicable margins in the new SCA are 50bps lower for Facility A and 25bps lower for Facility B than in the previous SCA (IR = Indebtedness Ratio, i.e. adjusted consolidated net debt to adjusted consolidated EBITDA of the last 12 months)**

IR	IR≥5.00	4.50≤IR<5.00	4.00≤IR<4.50	3.50≤IR<4.00	3.00≤IR<3.50	2.50≤IR<3.00	IR≤2.50
Facility A	4.25%	3.50%	3.00%	2.50%	2.00%	1.75%	1.50%
Facility B	4.50%	3.75%	3.25%	2.75%	2.25%	2.00%	1.75%

- **In addition, the margin applicable to both facilities shall be increased by an utilization fee equal to:**
  - 25bps if the total amount drawn under both facilities is comprised between 33% and 66% of the total commitment
  - 50bps if the total amount drawn under both facilities equals or exceeds 66% of the total commitment
- **The financial covenants related to the Indebtedness Ratio covenant, to the limitation of capital expenditure and to the limitation of dividend payment remain unchanged**

Date	30/06/2010	31/12/2010	30/06/2011	31/12/2011	30/06/2012	Thereafter
IR commitment	5.15x	4.90x	4.50x	4.00x	3.75x	3.50x

  - Commitment to suspend dividend payments in 2010 and as long as IR ≥ 4.00x
  - Commitment to limit capital expenditure to 0.75% of sales as long as IR ≥ 4.00x
- **The SCA contains customary clauses for this type of agreement. These include clauses restricting the ability of Rexel Group companies to pledge their assets, carry out mergers or restructuring programs, borrow or lend money or provide guarantees. In particular, the Rexel Group has no restriction on acquisitions if the Indebtedness Ratio does not exceed 3.50x and has an acquisition basket of up to €200 million for each 12-months period if the Indebtedness Ratio equals or exceed 3.50x**
- **As the indebtedness ratio at September 30, 2011 stood at 2.80x, the limitations regarding dividend payment, capital expenditure and acquisitions do not apply**

Appendix 6:
Rexel's medium-term financial targets *(Investor Day Dec. 2, 2010)*

Organic growth

- Economic recovery, notably in the US
- SOGs development
- ↗ solutions & services

Margin optimization

- Product mix
- Pricing
- Supplier relationship development

Strong FCF generation

- High conversion rate (≥ 75%)
- Low capital intensity 0.7% to 0.8% of sales
- Tight WCR management 20bps annual reduction

External growth

- ↗ presence in emerging markets
- ↗ market share in mature markets
- ↗ offer of value-added services

Cost control

- Back-office optimization
- Logistics plan
- IT synergies

Optimized financial structure

- Diversified source of financing
- Active management of debt maturity profile
- Reduction of cost of debt

SOLID SALES GROWTH

across a "normal" business cycle

Organic: GDP + 1 to 2 points

+

Acquisitions

ENHANCED PROFITABILITY

Pre-crisis (2008):
5.3% EBITA margin
(€13.7bn of sales)

Crisis (2009):
4.0% EBITA margin
(€11.3bn of sales)

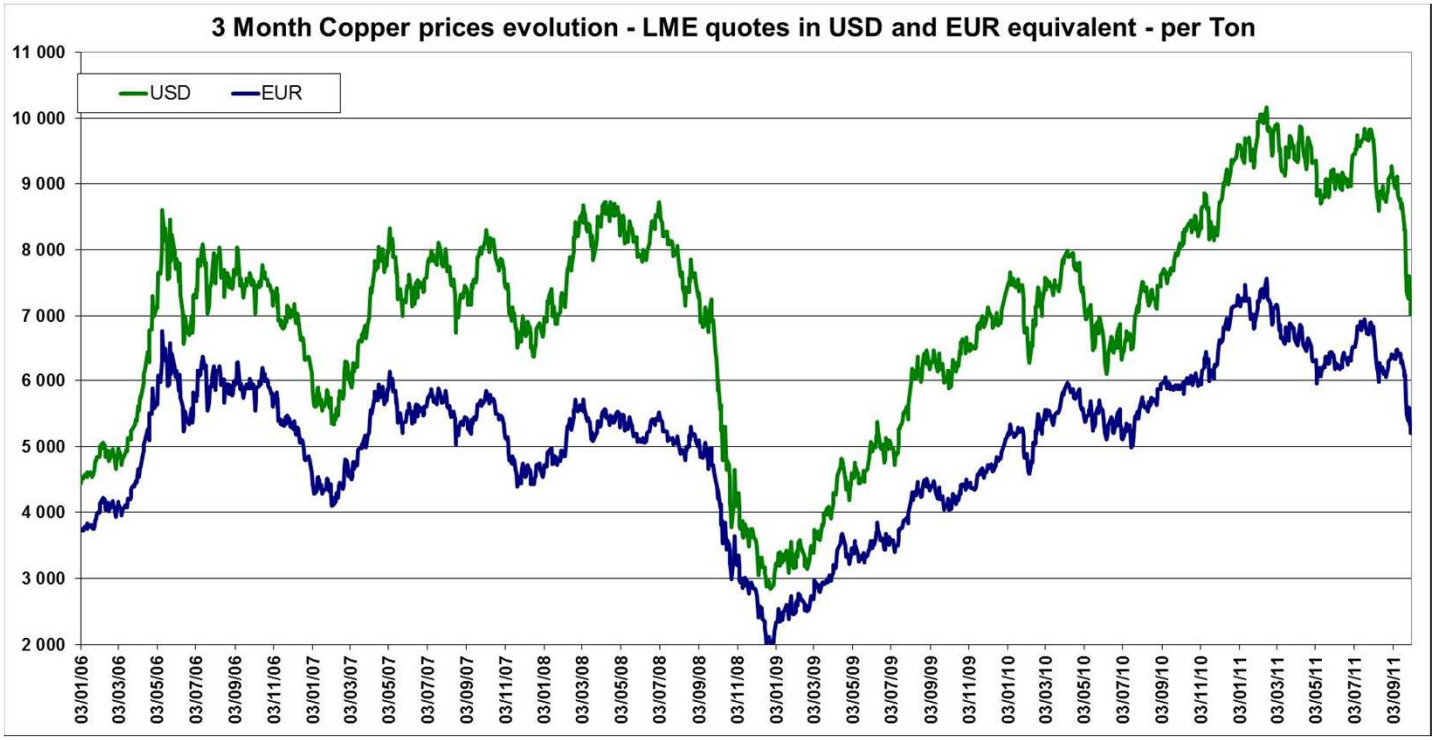
→

Adj. EBITA margin
close to 6.5%
in lockstep with sales growth

IMPROVED DEBT PROFILE

- **Annual FCF bef. I&T between €500m and €700m**
- **Net debt / EBITDA ~3.0x**
- **Investment grade status**

Appendix 7:
Three-month Copper Price Evolution



USD/t	Q1	Q2	Q3	Q4	FY
2009	3,489	4,695	5,876	6,683	5,185
2010	7,264	7,056	7,279	8,617	7,554
2011	**9,634**	**9,176**	**9,003**		
2010 vs. 2009	+108%	+50%	+24%	+29%	+46%
2011 vs. 2010	**+33%**	**+30%**	**+24%**		

€/t	Q1	Q2	Q3	Q4	FY
2009	2,677	3,447	4,104	4,524	3,688
2010	5,250	5,540	5,635	6,349	5,694
2011	**7,052**	**6,382**	**6,369**		
2010 vs. 2009	+96%	+61%	+37%	+40%	+54%
2011 vs. 2010	**+34%**	**+15%**	**+13%**		

Disclaimer

The Group is exposed to fluctuations in copper prices in connection with its distribution of cable products. Cables accounted for approximately 18% of the Group's sales, and copper accounts for approximately 60% of the composition of cables. This exposure is indirect since cable prices also reflect copper suppliers' commercial policies and the competitive environment in the Group's markets. Changes in copper prices have an estimated so-called "recurring" effect and an estimated so called "non-recurring" effect on the Group's performance, assessed as part of the monthly internal reporting process of the Rexel Group:

- the recurring effect related to the change in copper-based cable prices corresponds to the change in value of the copper part included in the sales price of cables from one period to another. This effect mainly relates to the Group's sales;

- the non-recurring effect related to the change in copper-based cables prices corresponds to the effect of copper price variations on the sales price of cables between the time they are purchased and the time they are sold, until all such inventory has been sold (direct effect on gross profit). Practically, the non-recurring effect on gross profit is determined by comparing the historical purchase price for copper-based cable and the supplier price effective at the date of the sale of the cables by the Rexel Group. Additionally, the non-recurring effect on EBITA corresponds to the non-recurring effect on gross profit, which may be offset, when appropriate, by the non-recurring portion of changes in the distribution and administrative expenses (principally, the variable portion of compensation of sales personnel, which accounts for approximately 10% of the variation in gross profit).

The impact of these two effects is assessed for as much of the Group's total cable sales as possible, over each period. Group procedures require that entities that do not have the information systems capable of such exhaustive calculations to estimate these effects based on a sample representing at least 70% of the sales in the period. The results are then extrapolated to all cables sold during the period for that entity. Considering the sales covered, the Rexel Group considers such estimates of the impact of the two effects to be reasonable.

This document may contain statements of future expectations and other forward-looking statements. By their nature, they are subject to numerous risks and uncertainties, including those described in the Document de Référence registered with the French Autorité des Marchés Financiers (AMF) on April 11, 2011 under number D.11-0272. These forward-looking statements are not guarantees of Rexel's future performance. Rexel's actual results of operations, financial condition and liquidity as well as development of the industry in which Rexel operates may differ materially from those made in or suggested by the forward-looking statements contained in this release. The forward-looking statements contained in this communication speak only as of the date of this communication and Rexel does not undertake, unless required by law or regulation, to update any of the forward-looking statements after this date to conform such statements to actual results, to reflect the occurrence of anticipated results or otherwise.