



Q3 & 9-MONTH 2015 RESULTS

(UNAUDITED)

October 30, 2015

Reminder: Latin American operations, recently divested, are presented as “Discontinued operations”

Consolidated financial statements as of September 30, 2015 were authorized for issue by the Board of Directors held on October 28, 2015.



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1. RESULTS AT A GLANCE

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Q3 2015 highlights

- **Q3 sales of €3,382.6m, up 3.7% on a reported basis**
 - ▶ Including a strong positive currency effect of 6.4 percentage points (€207.4m)
- **Sales down 3.3% on a constant and same-day basis (after -1.0% in H1), reflecting drops in all three geographies**
 - ▶ Europe back in negative territory (-0.9%), largely due to France (-3.6%)
 - ▶ North America (-7.2%) still largely impacted by O&G and copper prices
 - ▶ Asia-Pacific (-0.8%), mainly impacted by China (-2.3%) and Australia (-3.7%)
- **Out of this organic drop, copper represented a higher negative impact of 0.5 percentage points vs. the negative 0.1 percentage point impact in H1**
 - ▶ Prices in € terms were down 9.7% in Q3, while they were up 6.0% in H1
 - ▶ Prices in USD terms were down 24.4% in Q3, while they were down 14.0% in H1
- **Adjusted EBITA margin of 4.4% of sales**
 - ▶ Down 70bps year-on-year at Group level (vs. Q3 2014) but sequentially stable (vs. Q2 2015)
 - ▶ Stable year-on-year in North America (vs. Q3 2014) and up 57 bps sequentially (vs. Q2 2015)
- **FCF before I&T of €36.6m (vs. €23.4m in Q3 2014)**

9-month 2015 highlights

- **9m sales of €10,027.8m, up 6.4% on a reported basis**
 - ▶ Including a strong positive currency effect of 8.0 percentage points (€753.5m)
- **Sales down 1.8% on a constant and same-day basis**
 - ▶ Including negative impact from copper of 0.2 percentage points
- **Adjusted EBITA margin of 4.3% of sales**
 - ▶ Down 70 basis points year-on-year
- **Continued roll-out of cost efficiency measures to adapt to tough environment**
- **FCF before I&T of €39.0m (vs. €39.5m in 9m 2014)**
- **Full-year 2015 targets, as adjusted on Oct. 7**
 - ▶ Sales down between 2% and 3% on a constant and same-day basis
 - ▶ Adjusted EBITA margin in the full-year of between 4.3% and 4.5%
 - ▶ **Solid cash-flow of:**
 - At least 75% of EBITDA before interest and tax
 - About 40% after interest and tax

2. RESULTS BY GEOGRAPHY

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Europe (53% of sales): Sequential slowdown in sales in Q3

■ Q3 sales of €1,792.1m, up 1.6% on a reported basis

- ▶ Positive currency effect of €31.6m (i.e. 1.8% of last year's sales)

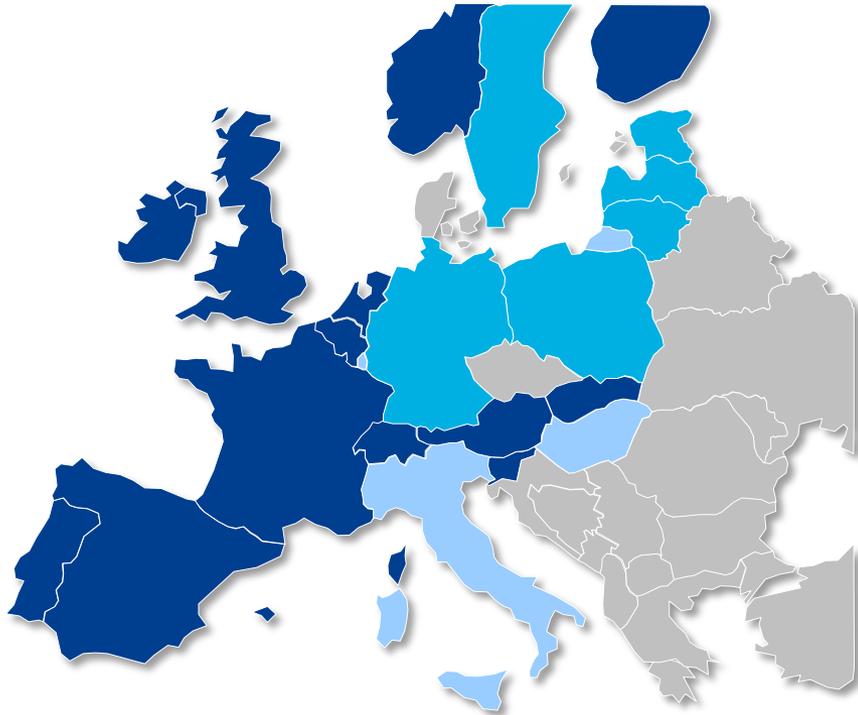
■ Q3 sales down 0.9% on a constant and same-day basis (after +1.5% in Q2), impacted by a negative copper price effect of 0.3% (vs. a positive copper price effect of 0.3% in Q2)

Const. & same-day	Q1	Q2	Q3
Incl. copper effect,	-0.1%	+1.5%	-0.9%
o/w copper effect:	-0.3%	+0.3%	-0.3%
= Excl. copper effect	+0.2%	+1.2%	-0.7%

- ▶ **France** (30% of the region's sales) **deteriorated sequentially with sales down 3.6%** (after -0.3% in Q2)
 - Reflecting lack of momentum and continuing lower construction levels year-on-year, as well as a more challenging base effect (sales were down only 0.2% in Q3 2014, while they were down 3.4% in Q2 2014)
- ▶ **United Kingdom** (16% of the region's sales) **reflected lower PV sales and branch network optimization**
 - Down 1.9%, of which branch closures (20 branches closed in the last 12 months) accounted for 0.6 percentage points and the 16% year-on-year drop in PV sales accounted for 0.7 percentage points
- ▶ **Germany** (12% of the region's sales) **also reflected lower PV sales**
 - Down 1.2%, of which the 41% year-on-year drop in PV sales accounted for 0.8 percentage points
- ▶ **Scandinavia** (12% of the region's sales) **posted growth of 1.3%**
 - Sweden up 6.2%; Norway down 3.2% in Q3, impacted by tougher environment linked to the O&G industry
- ▶ **Other European countries combined** (30% of the region's sales) **posted compound growth of 1.7%**
 - Switzerland down 6.0%, Austria up 1.8%, Belgium up 3.4% and Spain up 23.9% (both domestic + export)

Europe (53% of sales): Profitability impacted by unfavorable country mix effect

Rexel's presence



2014 market ranking:

■ # 1 or 2
 ■ # 3 or # 4
 ■ other

At comparable scope and exchange rates

Europe (€m)	9m 2014	9m 2015	Change
Sales	5,371.9	5,396.9	+0.5%
<i>same-day</i>			+0.2%
Adj. EBITA ¹	326.4	300.1	-8.0%
<i>as % of sales</i>	6.1%	5.6%	-51bps

- ▶ **In the 9m 2015, combined sales of France and Switzerland, whose profitability is significantly above European average, dropped by 2.7%, while combined sales of all other European countries grew by 2.0%**
- ▶ **In Q3 2015, combined sales of France and Switzerland, whose profitability is significantly above European average, dropped by 4.0%, while combined sales of all other European countries grew by 1.0%**

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

Acquisition of Sofinther to strengthen offer of multi-energy solutions in France

Business description

- ▶ Distributor specialized in thermal, heating and control solutions
- ▶ Based in Nantes, employing c. 200 FTEs
- ▶ 24 branches

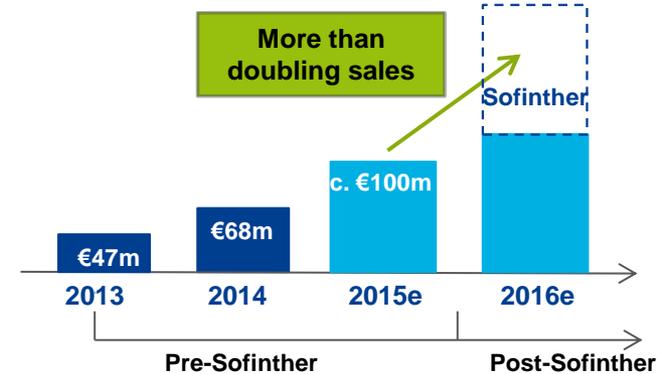
Strategic Rationale

- ▶ Reinforce multi-energy expertise in France
- ▶ Broaden our energy efficiency offer

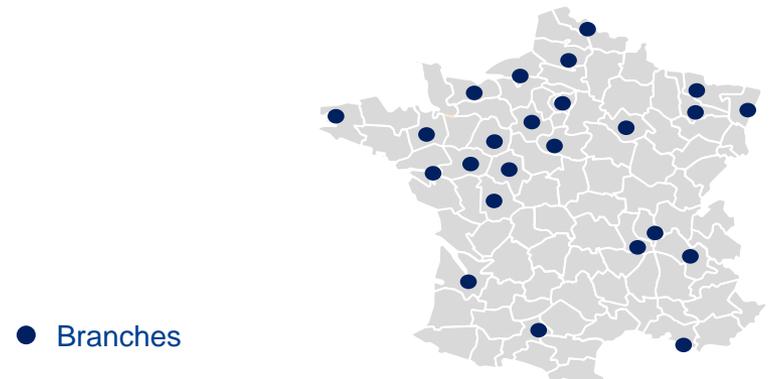
Financials

- ▶ Sales in 2014: €106m
- ▶ Accretion within 24 months
- ▶ Profitability above Group average
- ▶ To be finalized early 2016

“Multi-energy” sales in France



Sofinther locations



North America (37% of sales): Q3 sales continued to be significantly impacted by O&G sales and copper prices

■ Q3 sales of €1,244.1m, up 5.8% on a reported basis

- ▶ Positive currency effect of €165.3m (i.e. 14.0% of last year's sales), mainly due to the appreciation of the USD against the euro

■ On a constant and same-day basis, Q3 sales were down 7.2%, mainly impacted by a strong deterioration of 37% in O&G sales (c.10% of the region's sales) and lower cable sales (USD copper prices dropped by 24%)

- ▶ **USA** (77% of the region's sales) **down 5.6%, of which:**
 - 3.4 percentage points attributable to the 36% drop in O&G
 - 2.1 percentage points attributable to lower cable sales
 - 1.4 percentage points attributable to branch network optimization
- ▶ **Canada** (23% of the region's sales) **down 12.7%, of which:**
 - 3.9 percentage points attributable to the 38% drop in O&G
 - 3.0 percentage points attributable to lower cable sales
 - 1.3 percentage points attributable to strong drop in PV sales (down 74% in the quarter)

Const. & same-day	Q1	Q2	Q3
Incl. copper effect,	-0.2%	-5.9%	-7.2%
o/w copper effect:	-0.8%	0.0%	-1.1%
= Excl. copper effect	+0.6%	-5.9%	-6.2%

Oil & Gas sales	Q1	Q2	Q3
USA	-1%	-33%	-36%
Canada	-12%	-29%	-38%
North America	-4%	-32%	-37%

North America (37% of sales): Profitability down 60bps over the 9 months; broadly stable in Q3 and up sequentially

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2014 market ranking:

■ # 1 or 2 ■ # 3 or # 4 ■ other

At comparable scope and exchange rates

North America (€m)	9m 2014	9m 2015	Change
Sales	3,817.2	3,623.5	-5.1%
same-day			-4.7%
Adj. EBITA ¹	177.3	147.2	-17.0%
as % of sales	4.6%	4.1%	-58bps

- ◆ In Q3 2015, profitability was broadly stable year-on-year (vs. Q3 2014) and up 57bps sequentially (vs. Q2 2015)

North America (€m)	Q2 2014	Q2 2015	Q3 2014	Q3 2015
Sales	1,330.6	1,250.9	1,341.5	1,244.1
Adj. EBITA ¹	70.6	54.7	66.4	61.5
as % of sales	5.31%	4.37%	4.95%	4.94%

+57bps stable

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

Asia-Pacific (10% of sales): Sales mainly impacted by China and Australia

■ Q3 sales of €346.4m, up 8.4% on a reported basis

- ▶ Positive currency effect of €10.5m (i.e. 3.3% of last year's sales)
- ▶ Positive scope effect of €19.4m (i.e. 6.1% of last year's sales)

■ On a constant and same-day basis, Q3 sales were down 0.8%

▶ Asia (53% of the region's sales) up 0.5%

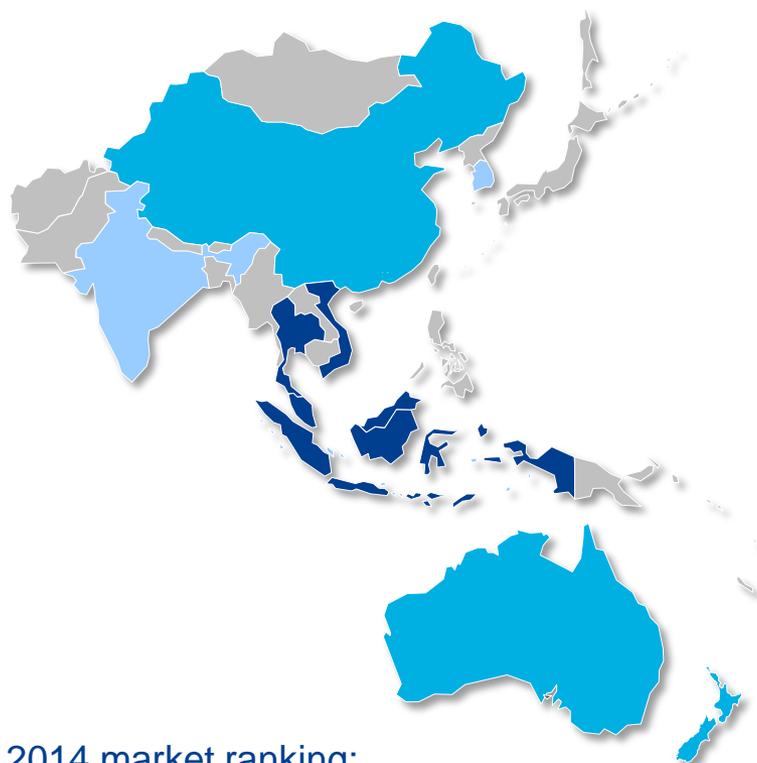
- **China** (c. 70% of Asia) posted a 2.3% drop in sales, after an 0.4% growth in sales in Q2; this reflected tougher macroeconomic conditions
- **South-East Asia** (c. 20% of Asia) posted a 4.8% drop in sales, of which 17.2 percentage points were attributable to the 37% drop in O&G
- **Rest of Asia** (c. 10% of Asia) up 79.5%, driven by Middle-East

▶ Pacific (47% of the region's sales) down 2.3%

- **Australia** (c. 80% of Pacific) posted a 3.7% decline in sales, reflecting continued low project activity, tough macro-environment in China (one of Australia's major export markets) and impact of branch closures; excluding the impact of last year's branch closures, sales were down 2.5%
- **New-Zealand** (c. 20% of Pacific) was back in positive territory and posted 3.9% growth in sales (after -6.5% in Q1 and -4.0% in Q2)

Asia-Pacific (10% of sales): Profitability impacted by weak activity in the Pacific region and cost inflation in Asia

Rexel's presence



2014 market ranking:

1 or 2
 # 3 or # 4
 other

At comparable scope and exchange rates

Asia-Pacific (€m)	9m 2014	9m 2015	Change
Sales	1,021.8	1,007.4	-1.4%
<i>same-day</i>			-1.4%
Adj. EBITA ¹	32.0	13.2	-58.9%
<i>as % of sales</i>	3.1%	1.3%	-183bps

- ▶ In Q3 2015, profitability in Australia was impacted by a one-off effect of €2.3m, related to adjustment in prior years' contribution from suppliers

3. FINANCIAL REVIEW

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Sales up 6.4% on a reported basis in the nine months and down 1.8% on a constant and same-day basis

€m	Q3	9m
2014 sales	3,260.4	9,422.1
Net currency effect ¹	+6.4%	+8.0%
Net scope effect ¹	+0.5%	+0.4%
2014 comparable sales	3,483.5	10,211.2
Actual-day organic	-2.9%	-1.8%
2015 sales	3,382.6	10,027.8
<i>year-on-year change</i>	<i>+3.7%</i>	<i>+6.4%</i>



- ▶ Strong positive net currency effect, mainly due to the appreciation of the USD against the euro

Organic sales evolution	Q3 2015	9m 2015
Same-day excl. copper	-2.8%	-1.6%
+/- Copper effect	-0.5%	-0.2%
= Same-day incl. copper	-3.3%	-1.8%
+/- Calendar effect ¹	+0.4%	0.0%
= Actual-day organic	-2.9%	-1.8%



- ▶ Organic same-day sales in Q3 (-3.3% vs. -1.0% in H1) reflected a deterioration in the macroeconomic environment and a higher negative effect from copper (-0.5% vs. -0.1% in H1)

Adj. EBITA margin sequentially stable in Q3 (at 4.4%) despite slowdown in sales; adj. EBITA margin at 4.3% in 9m

9m 2015	Gross margin: €2,405.3m	Opex (incl. depr.): €(1,976.6)m	Adj. EBITA margin: €428.7m
Europe <i>change yoy</i>	26.5% -60bps → -32bps at Group level	(20.9)% +9bps → +4bps at Group level	5.6% -51bps → -27bps at Group level
North America <i>change yoy</i>	22.1% +26bps → +14bps at Group level	(18.0)% -84bps → -35bps at Group level	4.1% -58bps → -20bps at Group level
Asia-Pacific <i>change yoy</i>	17.7% -117bps → -11bps at Group level	(16.4)% -66bps → -7bps at Group level	1.3% -183bps → -18bps at Group level
Other <i>Change yoy</i>		n/a → -3bps at Group level	n/a → -3bps at Group level
Group <i>Change yoy</i>	24.0% -30bps	(19.7)% -40bps	4.3% -70bps



**Q3 2015
comments**

Europe mainly impacted by country mix & rebate phasing

Continued improvement in North America, both the USA and Canada

Asia-Pacific impacted by lower volume & one-off

Solid cost control in Europe

Opex down 4.9% year-on-year in Q3 in North America

Asia-Pacific impacted by cost inflation and low activity

Adj. EBITA margin at 4.4%, stable vs. Q2 2015:

- o Europe: stable vs. Q2 2015
- o North America: up 57bps vs. Q2 2015 and stable year-on-year
- o Asia-Pacific: down 180bps vs. Q2 2015, mainly due to lower activity

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

Net income mainly impacted by Latam divestment and one-off costs related to financing optimization operations

(€m)	9m 2014	9m 2015	Change
EBITA	465.8	415.2	-10.9%
<i>Amortization resulting from PPA</i>	(11.5)	(12.8)	
<i>Other income & exp.</i>	(48.3)	(75.3)	
Operating income	406.1	327.2	-19.4%
<i>Net financial expenses</i>	(135.5)	(177.5)	
<i>Income tax</i>	(82.3)	(59.0)	
Net income from continuing op.	188.3	90.7	-51.8%
<i>Net income from discontinued op.¹</i>	(30.8)	(69.3)	
Net income	157.5	21.4	-86.4%
Recurring net income²	221.9	197.9	-10.9%

o/w restructurings for €(49.5)m in 9m 2015 vs. €(35.0)m in 9m 2014 and GW impairment for €(18.5)m in 9m 2015 vs. €(6.3)m in 9m 2014
o/w €(52.5)m in H1 2015 due to financing optimization operations
Tax rate of 39.4% in 9m 2015 vs. 30.4% in 9m 2014
Divestment of Latam operations

■ The decrease in net income from continuing operations included:

- ▶ A €52.5m charge related to financing optimization operations since the beginning of the year
- ▶ Year-on-year increases in restructuring expenses by €14.5m and in GW impairment by €12.2m

FCF before I&T of €39m in the 9 months, stable year-on-year

9m 2014	(€m)	Q3 2015	9m 2015
524.7	EBITDA	161.8	481.6
(53.1)	Other operating revenues & costs	(24.1)	(70.6)
(37.7)	<i>Restructuring outflow</i>	(17.3)	(55.1)
(361.6)	Change in working capital	(81.0)	(294.8)
(70.5)	Net capital expenditure, o/w:	(20.0)	(77.2)
(66.6)	<i>Gross capital expenditure</i>	(22.8)	(74.0)
(3.9)	<i>Disposal of fixed assets and other</i>	2.8	(3.2)
39.5	FCF before I&T from continuing op.	36.6	39.0

- In 9m 2015, FCF before I&T is broadly stable year-on-year
- On a constant and adjusted basis, WCR improved by 80bps in 9m 2015:
 - ▶ From 13.4% at September 30, 2014 to 12.6% at September 30, 2015

Stable net debt year-on-year

9m 2014	(€m)	Q3 2015	9m 2015
39.5	FCF before I&T from continuing op.	36.6	39.0
(113.3)	<i>Net interest paid</i>	(33.2)	(109.8)
(67.9)	<i>Income tax paid</i>	(20.8)	(96.3)
(141.7)	FCF after I&T from continuing op.	(17.3)	(167.2)
(6.0)	<i>FCF from discontinued operations</i>	(5.8)	(18.5)
(31.9)	<i>Net financial investment</i>	(3.6)	(23.6)
(65.6)	<i>Dividend paid</i>	(91.2)	(91.3)
(100.4)	<i>Net change in equity and other changes</i>	0.1	(26.8)
(345.5)	Net debt variation before currency	(117.8)	(327.3)
(117.3)	<i>Currency change</i>	51.7	(82.2)
(462.8)	Net debt variation after currency	(66.1)	(409.5)
2,192.0	<i>Debt at the beginning of the period</i>	2,556.5	2,213.1
2,654.8	Debt at the end of the period	2,622.6	2,622.6

Sound financial structure

- **Breakdown of net debt at September 30, 2015:** **€2,622.6m**
 - ▶ **Senior unsecured notes** **€1,630.1m**
 - USD Bond issued April 2013 (maturity: June 2020) @ 5.250% €448.7m
 - EUR Bond issued April 2013 (maturity: June 2020) @ 5.125% €670.2m
 - EUR Bond issued May 2015 (maturity: June 2022) @ 3.250% €511.2m
 - ▶ **Senior Credit Agreement (SCA)** **undrawn**
 - €1.0bn facility (maturity: Nov. 2019 +1 year + 1year)
 - ▶ **Securitization** (4 programs for a compound commitment of €1.2bn) **€1,012.5m**
 - ▶ **Commercial paper** **€211.3m**
 - ▶ **Other debt & cash** **€(231.3)m**
- **Strong financial flexibility**, with €1.1bn of cash and undrawn facilities at Sept. 30
- **Average maturity above 4 years**
- **No significant debt repayment before June 2020**
- **Cost of financing reduced by 100bps in 9m 2015 vs. 9m 2014**
 - ▶ Average effective interest rate of 4.0% on gross debt in 9m 2015 (vs. 5.0% in 9m 2014)
- **Senior Credit Agreement (SCA) extended by one year to November 2020**
- **Renewal for 3 years of the Canadian securitization program with improved financial terms**

4. OUTLOOK

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FY 2015 targets, as adjusted on October 7

- On October 7, Rexel adjusted its FY 2015 sales and profitability targets, taking into account the deteriorating macro-economic environment that has impacted its operations since the summer and that was reflected in its Q3 activity.
- Rexel now expects:
 - ▶ An organic sales decline of between 2% and 3% on a constant and same-day basis (*vs. the previous guidance of an organic sales decline of a maximum of 2% on a constant and same-day basis*),
 - ▶ An adjusted EBITA margin of between 4.3% and 4.5% (*vs. the previous guidance of an adjusted EBITA margin of at least 4.8%*).
- Rexel maintains unchanged its target of generating solid free cash-flow in the full-year of:
 - ▶ At least 75% of EBITDA before interest and tax,
 - ▶ Around 40% of EBITDA after interest and tax.

5. APPENDICES

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Appendix 1: Segment reporting - Constant and adjusted basis

■ Group

Constant and adjusted basis (€m)	Q3 2014	Q3 2015	Change	9m 2014	9m 2015	Change
Sales	3 483,5	3 382,6	-2,9%	10 211,2	10 027,8	-1,8%
<i>on a constant basis and same days</i>			-3,3%			-1,8%
Gross profit	823,7	790,4	-4,0%	2 478,6	2 405,3	-3,0%
<i>as a % of sales</i>	23,6%	23,4%	-28bps	24,3%	24,0%	-29bps
Distribution & adm. expenses (incl. depreciation)	(646,4)	(642,2)	-0,6%	(1 971,8)	(1 976,6)	+0,2%
EBITA	177,2	148,2	-16,4%	506,9	428,7	-15,4%
<i>as a % of sales</i>	5,1%	4,4%	-71bps	5,0%	4,3%	-69bps
Headcount (end of period)				28 589	27 790	-2,8%

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 €2.9 million in Q3 2014 and a loss of €8.4 million in Q3 2015 and
- a loss of €3.9 million in 9m 2014 and a loss of €13.5 million in 9m 2015

Appendix 1: Segment reporting - Constant and adjusted basis

■ Europe

Constant and adjusted basis (€m)	Q3 2014	Q3 2015	Change	9m 2014	9m 2015	Change
Sales	1 792,6	1 792,1	-0,0%	5 371,9	5 396,9	+0,5%
<i>on a constant basis and same days</i>			-0,9%			+0,2%
o/w France	554,4	543,5	-2,0%	1 752,0	1 717,0	-2,0%
<i>on a constant basis and same days</i>			-3,6%			-2,5%
United Kingdom	296,1	290,5	-1,9%	850,2	834,7	-1,8%
<i>on a constant basis and same days</i>			-1,9%			-1,8%
Germany	210,8	209,6	-0,5%	596,8	599,2	+0,4%
<i>on a constant basis and same days</i>			-1,2%			+0,2%
Scandinavia	213,7	216,5	+1,3%	635,7	672,7	+5,8%
<i>on a constant basis and same days</i>			+1,3%			+5,6%
Gross profit	473,0	462,9	-2,1%	1 453,3	1 427,6	-1,8%
<i>as a % of sales</i>	26,4%	25,8%	-56bps	27,1%	26,5%	-60bps
Distribution & adm. expenses (incl. depreciation)	(363,2)	(365,3)	+0,6%	(1 126,9)	(1 127,5)	-0,0%
EBITA	109,8	97,6	-11,1%	326,4	300,1	-8,0%
<i>as a % of sales</i>	6,1%	5,4%	-68bps	6,1%	5,6%	-51bps
Headcount (end of period)				16 518	16 103	-2,5%

Appendix 1: Segment reporting - Constant and adjusted basis

■ North America

Constant and adjusted basis (€m)	Q3 2014	Q3 2015	Change	9m 2014	9m 2015	Change
Sales	1 341,5	1 244,1	-7,3%	3 817,2	3 623,5	-5,1%
<i>on a constant basis and same days</i>			-7,2%			-4,7%
o/w United States	1 028,1	970,5	-5,6%	2 913,1	2 795,9	-4,0%
<i>on a constant basis and same days</i>			-5,6%			-3,5%
Canada	313,4	273,6	-12,7%	904,1	827,5	-8,5%
<i>on a constant basis and same days</i>			-12,7%			-8,5%
Gross profit	286,8	271,2	-5,5%	832,6	799,7	-3,9%
<i>as a % of sales</i>	21,4%	21,8%	+41bps	21,8%	22,1%	+26bps
Distribution & adm. expenses (incl. depreciation)	(220,4)	(209,6)	-4,9%	(655,3)	(652,5)	-0,4%
EBITA	66,4	61,5	-7,4%	177,3	147,2	-17,0%
<i>as a % of sales</i>	5,0%	4,9%	-1bps	4,6%	4,1%	-58bps
Headcount (end of period)				8 509	8 219	-3,4%

Appendix 1: Segment reporting - Constant and adjusted basis

■ Asia-Pacific

Constant and adjusted basis (€m)	Q3 2014	Q3 2015	Change	9m 2014	9m 2015	Change
Sales	349,4	346,4	-0,9%	1 021,8	1 007,4	-1,4%
<i>on a constant basis and same days</i>			-0,8%			-1,4%
o/w China	136,4	133,3	-2,3%	381,2	373,0	-2,1%
<i>on a constant basis and same days</i>			-2,3%			-2,1%
Australia	133,1	128,2	-3,7%	404,8	386,1	-4,6%
<i>on a constant basis and same days</i>			-3,7%			-5,0%
New Zealand	30,0	31,2	+3,9%	93,7	91,6	-2,3%
<i>on a constant basis and same days</i>			+3,9%			-2,3%
Gross profit	63,7	56,4	-11,5%	192,4	178,0	-7,5%
<i>as a % of sales</i>	18,2%	16,3%	-196bps	18,8%	17,7%	-117bps
Distribution & adm. expenses (incl. depreciation)	(52,1)	(56,1)	+7,6%	(160,4)	(164,8)	+2,7%
EBITA	11,6	0,3	-97,6%	32,0	13,2	-58,9%
<i>as a % of sales</i>	3,3%	0,1%	-323bps	3,1%	1,3%	-183bps
Headcount (end of period)				3 304	3 207	-2,9%

Appendix 2:

Consolidated Income Statement

Reported basis (€m)	Q3 2014	Q3 2015	Change	9m 2014	9m 2015	Change
Sales	3 260,4	3 382,6	+3,7%	9 422,1	10 027,8	+6,4%
Gross profit	779,4	781,6	+0,3%	2 300,7	2 391,0	+3,9%
<i>as a % of sales</i>	23,9%	23,1%		24,4%	23,8%	
Distribution & adm. expenses (excl. depreciation)	(590,8)	(619,8)	+4,9%	(1 776,0)	(1 909,5)	+7,5%
EBITDA	188,6	161,8	-14,2%	524,7	481,6	-8,2%
<i>as a % of sales</i>	5,8%	4,8%		5,6%	4,8%	
Depreciation	(20,0)	(22,0)		(58,9)	(66,4)	
EBITA	168,6	139,8	-17,1%	465,8	415,2	-10,9%
<i>as a % of sales</i>	5,2%	4,1%		4,9%	4,1%	
Amortization of intangibles resulting from purchase price allocation	(3,9)	(4,2)		(11,5)	(12,8)	
Operating income bef. other inc. and exp.	164,7	135,6	-17,7%	454,4	402,4	-11,4%
<i>as a % of sales</i>	5,1%	4,0%		4,8%	4,0%	
Other income and expenses	(14,6)	(16,0)		(48,3)	(75,3)	
Operating income	150,1	119,6	-20,3%	406,1	327,2	-19,4%
Financial expenses (net)	(43,8)	(38,1)		(135,5)	(177,5)	
Net income (loss) before income tax	106,3	81,4	-23,4%	270,6	149,6	-44,7%
Income tax	(29,9)	(33,9)		(82,3)	(59,0)	
Net income (loss) from continuing operations	76,4	47,5	-37,9%	188,3	90,7	-51,8%
Net income (loss) from discontinued operations	(9,4)	(27,5)		(30,8)	(69,3)	
Net income (loss)	67,1	20,0	-70,3%	157,5	21,4	-86,4%

Appendix 2: Bridge between operating income before other income and expenses and adjusted EBITA

in €m	Q3 2014	Q3 2015	9m 2014	9m 2015
Operating income before other income and other expenses	164,7	135,6	454,4	402,4
Change in scope of consolidation	1,3		2,9	
Foreign exchange effects	10,3		34,2	
Non-recurring effect related to copper	-2,9	8,4	3,9	13,5
Amortization of intangibles assets resulting from PPA	3,9	4,2	11,5	12,8
Adjusted EBITA on a constant basis	177,2	148,2	506,9	428,7

Appendix 2: Recurring net income

In millions of euros	Q3 2014 ¹	Q3 2015	Change	9m 2014 ¹	9m 2015	Change
Reported net income	67,1	47,5	-29,2%	157,5	90,7	-42,4%
Non-recurring copper effect	-2,9	8,4		3,4	13,5	
Other expense & income	15,8	16,0		73,4	75,3	
Financial expense					52,5	
Tax expense	-3,0	-7,5		-12,4	-34,1	
Recurring net income	77,0	64,5	-16,2%	221,9	197,9	-10,9%

¹ as reported in 2014

Appendix 2: Sales and profitability by segment - Reported basis

Reported basis (€m)	Q3 2014	Q3 2015	Change	9m 2014	9m 2015	Change
Sales	3 260,4	3 382,6	+3,7%	9 422,1	10 027,8	+6,4%
Europe	1 764,6	1 792,1	+1,6%	5 272,6	5 396,9	+2,4%
North America	1 176,2	1 244,1	+5,8%	3 257,3	3 623,5	+11,2%
Asia-Pacific	319,5	346,4	+8,4%	892,0	1 007,4	+12,9%
Gross profit	779,4	781,6	+0,3%	2 300,7	2 391,0	+3,9%
Europe	469,2	455,4	-2,9%	1 423,9	1 419,0	-0,3%
North America	249,8	269,9	+8,0%	704,7	794,0	+12,7%
Asia-Pacific	60,3	56,4	-6,5%	171,9	178,0	+3,5%
EBITA	168,6	139,8	-17,1%	465,8	415,2	-10,9%
Europe	112,4	90,3	-19,7%	321,0	291,7	-9,1%
North America	57,3	60,4	+5,5%	148,0	142,1	-4,0%
Asia-Pacific	9,4	0,3	-97,1%	25,6	13,2	-48,7%

Appendix 2:

Consolidated Balance Sheet¹

Assets (€m)	December 31, 2014	September 30, 2015
Goodwill	4 243,9	4 287,6
Intangible assets	1 084,0	1 091,8
Property, plant & equipment	287,1	284,1
Long-term investments	24,8	42,6
Deferred tax assets	175,2	161,5
Total non-current assets	5 815,0	5 867,6
Inventories	1 487,2	1 519,7
Trade receivables	2 206,0	2 313,6
Other receivables	508,7	544,8
Assets classified as held for sale	3,7	3,5
Cash and cash equivalents	1 159,8	387,5
Total current assets	5 365,4	4 769,1
Total assets	11 180,4	10 636,7

Liabilities (€m)	December 31, 2014	September 30, 2015
Total equity	4 343,4	4 350,7
Long-term debt	2 995,9	2 518,9
Deferred tax liabilities	196,9	191,2
Other non-current liabilities	437,9	400,2
Total non-current liabilities	3 630,7	3 110,2
Interest bearing debt & accrued interests	371,2	524,5
Trade payables	2 126,8	1 948,3
Other payables	708,3	703,0
Total current liabilities	3 206,3	3 175,7
Total liabilities	6 837,0	6 285,9
Total equity & liabilities	11 180,4	10 636,7

¹ Net debt includes:

- Debt hedge derivatives for €6.5m at Dec. 31, 2014 and €(29.9)m at Sept. 30, 2015
- Accrued interest receivables for €(0.7)m at Dec., 2014 and for €(3.4)m at Sept. 30, 2015

Appendix 2: Change in Net Debt

€m	Q3 2014	Q3 2015	9m 2014	9m 2015
EBITDA	188,6	161,8	524,7	481,6
Other operating revenues & costs ⁽¹⁾	(17,6)	(24,1)	(53,1)	(70,6)
Operating cash flow	171,0	137,7	471,6	411,0
Change in working capital	(123,6)	(81,0)	(361,6)	(294,8)
Net capital expenditure, of which:	(24,0)	(20,0)	(70,5)	(77,2)
<i>Gross capital expenditure</i>	(25,0)	(22,8)	(66,6)	(74,0)
<i>Disposal of fixed assets & other</i>	1,0	2,8	(3,9)	(3,2)
Free cash flow from continuing op. before interest and tax	23,4	36,6	39,5	39,0
Net interest paid / received ⁽²⁾	(38,7)	(33,2)	(113,3)	(109,8)
Income tax paid	(17,3)	(20,8)	(67,9)	(96,3)
Free cash flow from continuing op. after interest and tax	(32,5)	(17,3)	(141,7)	(167,2)
FCF from discontinued operations	2,0	(5,8)	(6,0)	(18,5)
Net financial investment	(22,7)	(3,6)	(31,9)	(23,6)
Dividends paid	(65,5)	(91,2)	(65,6)	(91,3)
Net change in equity	(27,8)	(3,7)	(29,9)	(1,1)
Other	(2,4)	3,8	(70,5)	(25,7)
Currency exchange variation	(99,5)	51,7	(117,3)	(82,2)
Decrease (increase) in net debt	(248,4)	(66,1)	(462,8)	(409,5)
Net debt at the beginning of the period	2 406,4	2 556,5	2 192,0	2 213,1
Net debt at the end of the period	2 654,8	2 622,6	2 654,8	2 622,6

¹ Includes restructuring outflows of €17.3m in Q3 2015 and €55.1m in 9m 2015

² Excluding settlement of fair value hedge derivatives

Appendix 3: Working Capital

Constant basis	September 30, 2014	September 30, 2015
Net inventories		
<i>as a % of sales 12 rolling months</i>	11,1%	11,3%
<i>as a number of days</i>	49,7	51,7
Net trade receivables		
<i>as a % of sales 12 rolling months</i>	17,9%	17,0%
<i>as a number of days</i>	59,2	59,3
Net trade payables		
<i>as a % of sales 12 rolling months</i>	14,3%	14,2%
<i>as a number of days</i>	56,4	56,8
Trade working capital		
<i>as a % of sales 12 rolling months</i>	14,7%	14,2%
Total working capital		
<i>as a % of sales 12 rolling months</i>	13,4%	12,6%

Appendix 4: Headcount & Branch Evolution

FTEs at end of period comparable	30/09/2014	31/12/2014	30/09/2015	Year-on-Year Change
Europe	16 518	16 327	16 103	-2,5%
<i>USA</i>	6 145	6 264	6 017	-2,1%
<i>Canada</i>	2 364	2 355	2 202	-6,9%
North America	8 509	8 619	8 219	-3,4%
Asia-Pacific	3 304	3 312	3 207	-2,9%
Other	258	261	261	1,2%
Group	28 589	28 519	27 790	-2,8%

Branches comparable	30/09/2014	31/12/2014	30/09/2015	Year-on-Year Change
Europe	1 284	1 263	1 242	-3,3%
<i>USA</i>	393	398	367	-6,6%
<i>Canada</i>	210	207	202	-3,8%
North America	603	605	569	-5,6%
Asia-Pacific	266	264	259	-2,6%
Group	2 153	2 132	2 070	-3,9%

Appendix 5: Discontinued operations

■ Rexel announced:

- ▶ On April 30, the sales of its operations in Latin America and
- ▶ On September 16, the completion of this sale, after approval of the anti-trust authorities

■ Latin American operations are presented in 2015 accounts as “Discontinued operations”

■ As already indicated, divestment of Latin American operations resulted in a loss of c. €(70)m

■ At September 30, the detail of net income from discontinued operations is as follows:

Sales	€169.7m
EBITA	€(1.4)m
PPA amortization	€(0.4)m
Other income & expense	€(62.5)m
Net financial expense	€(7.0)m
Income tax	€2.0m
Net income from discontinued operations,	€(69.3)m
<i>of which divestment loss</i>	<i>€(60.0)m</i>

Appendix 6: 2014 continuing operations (ie. excl. Latin American operations) at 2014 exchange rate

In €m	Q1 2014	Q2 2014	Q3 2014	Q4 2014	FY 2014
Sales	3,004.4	3,157.3	3,260.4	3,402.3	12,824.3
Gross margin	750.2	771.2	779.4	817.8	3,118.6
EBITA	134.0	163.3	168.6	180.8	646.7

Appendix 7: Calendar, scope and change effects on sales

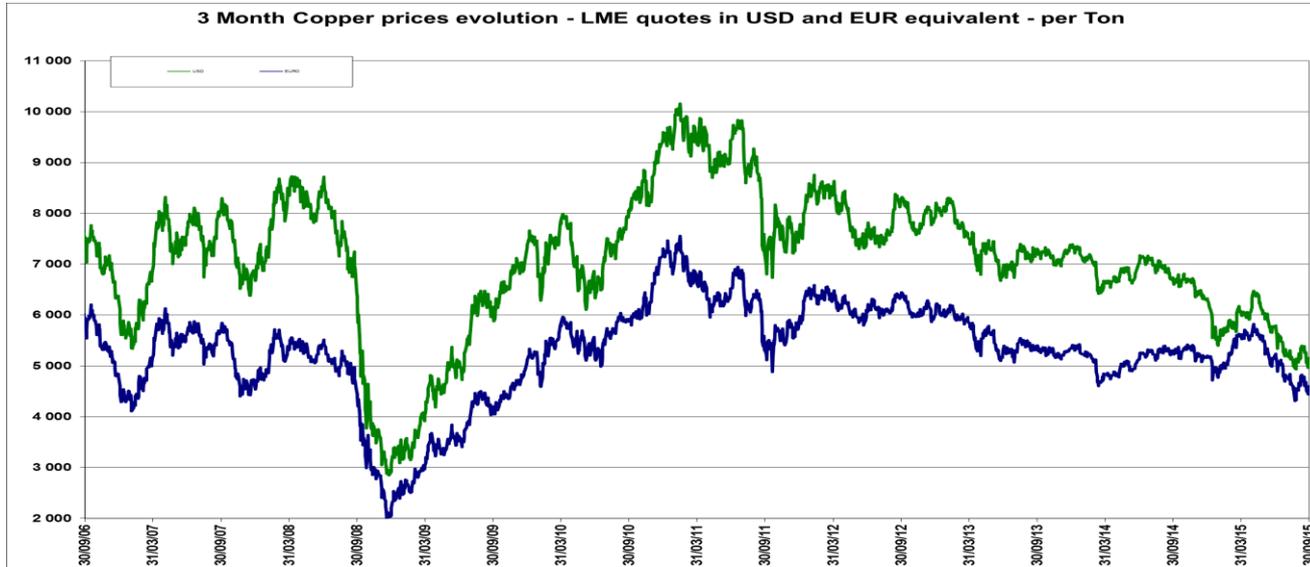
Based on the assumption of the following average exchange rates:

- 1€ = 1.12USD
- 1€ = 1.43CAD
- 1€ = 1.49AUD
- 1€ = 0.73GBP

and based on acquisitions to date, 2014 sales from continuing operations should take into account the following estimated impacts to be comparable to 2015:

	Q1	Q2	Q3	Q4e	FYe
Calendar effect	-0.6%	+0.2%	+0.4%	+0.8%	+0.2%
Scope effect	€6.5m	€13.3m	€15.7m	€13.7m	€49.3m
Change effect	8.1%	9.6%	6.4%	2.8%	6.6%

Appendix 6: Historical copper price evolution



USD/t	Q1	Q2	Q3	Q4	FY
2013	7,954	7,187	7,104	7,168	7,353
2014	6,999	6,762	6,975	6,573	6,827
2015	5,801	6,058	5,275		
2014 vs. 2013	-12%	-6%	-2%	-8%	-7%
2015 vs. 2014	-17%	-10%	-24%		

€/t	Q1	Q2	Q3	Q4	FY
2013	6,024	5,502	5,363	5,267	5,539
2014	5,111	4,932	5,263	5,261	5,142
2015	5,154	5,483	4,751		
2014 vs. 2013	-15%	-10%	-2%	0%	-7%
2015 vs. 2014	1%	11%	-10%		

Change in copper price in USD partly offset in EUR by the appreciation of the USD vs. EUR

Financial Calendar and contacts

Financial Calendar

- **February 11, 2016**
Fourth-quarter and full-year 2015 results

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Disclaimer

The Group is exposed to fluctuations in copper prices in connection with its distribution of cable products. Cables accounted for approximately 14% 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.*

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 March 25, 2015 under number D.15-0201. 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.

The market and industry data and forecasts included in this document were obtained from internal surveys, estimates, experts and studies, where appropriate, as well as external market research, publicly available information and industry publications. Rexel, its affiliates, directors, officers, advisors and employees have not independently verified the accuracy of any such market and industry data and forecasts and make no representations or warranties in relation thereto. Such data and forecasts are included herein for information purposes only.

This document includes only summary information and must be read in conjunction with Rexel's Document de Référence registered with the AMF on March 25, 201 under number D.15-0201, as well as the consolidated financial statements and activity report for the 2014 fiscal year, which may be obtained from Rexel's website (www.rexel.com).

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