

REXEL
13, boulevard du Fort de Vaux
75017 Paris, France
VP, Group General Counsel & Corporate Secretary
Fax No.: + 33 1 42 85 92 03

June 18, 2015

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

Rexel
6.125% Senior Notes due 2019

Dear Sir or Madam:

We refer to the Notice of Conditional Full Redemption (the "Notice of Redemption") given by us to you on May 22, 2015 pursuant to the Indenture, dated as of March 28, 2012, among, Rexel (the "Company"), the Guarantors party thereto, the Initial Covenant Parties party thereto, The Bank of New York Mellon, as Trustee (the "Trustee"), Registrar and Principal Paying Agent (the "Paying Agent") and The Bank of New York Mellon (Luxembourg) S.A., as Luxembourg Paying Agent and Luxembourg Transfer Agent (the "Indenture"), with respect to all of our outstanding 6.125% Senior Notes due 2019 issued under the Indenture (the "Notes") and the full redemption thereof. Capitalized terms used and not otherwise defined herein have the meanings given thereto in the Notice of Redemption.

We hereby confirm that the Conditions Precedent have been satisfied and the Redemption Date will occur on June 22, 2015.

We hereby notify you that the Redemption Price with respect to the redeemed Notes is equal to \$1,057.29 per \$1,000 principal amount of the Notes and consists of the following:

- (a) 100% of the principal amount, \$1,000 per \$1,000 principal amount of the Notes, **plus**
- (b) the Applicable Premium (as defined in the Indenture) as of the Redemption Date equal to \$56.10 per \$1,000 principal amount of the Notes, **plus**
- (c) the accrued but unpaid interest to the Redemption Date equal to \$1.19 per \$1,000 principal amount of the Notes.

[Signature page follows]

Very truly yours,

REXEL

By: 

Name: Catherine GUILLOUARD

Title: Deputy-CEO

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

Attention: Corporate Trust Administration