

Q3 and 9m 2016 RESULTS (UNAUDITED)

October 28, 2016

Consolidated financial statements as of September 30, 2016 were authorized for issue by the Board of Directors held on October 27, 2016.

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1. RESULTS AT A GLANCE

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Q3 2016 highlights

■ Sales of €3.194bn in a persistently challenging environment

- ▶ Down 4.3% on an organic basis, including a negative calendar effect of 0.6%
→ down 3.7% on a constant and same-day basis (*o/w copper represented -0.9%*)
- ▶ Down 5.6% on a reported basis, including a negative currency effect of 1.6%

■ Gross margin of €763.0m, up 41bps year-on-year, reflecting improvement in all three geographies

■ Adj. EBITA margin of 4.0%, down 51bps of which:

- ▶ 21bps from two one-off effects (detailed on slide 15)
- ▶ 30bps mainly reflecting the impact of lower sales on opex as a percentage of sales

■ Continuous optimization of financings

- ▶ Early repayment of USD170m from the USD500m bond line maturing June 2020
- ▶ Senior Credit Agreement extended by one year to December 2021

9m 2016 highlights

■ Sales of €9.704bn

- ▶ Down 2.1% on an organic basis, including a positive calendar effect of 0.4%
→ down 2.5% on a constant and same-day basis (*o/w copper represented -1.1%*)
- ▶ Down 3.2% on a reported basis, mainly reflecting a negative currency effect of 1.8%

■ Gross margin of €2,354.9m, up 21bps year-on-year, reflecting improvement in all three geographies

■ Adj. EBITA margin of 4.1%, down 22bps year-on-year, mainly reflecting lower absorption of opex, which were broadly stable in value year-on-year while sales were down 2.1% on an organic basis

■ Full-year financial targets confirmed, at the low-end of February guidance

Update on changes in management team and governance

■ New Executive Committee with an increased representation of country/region managers in order to enhance efficiency in the implementation of the Group's strategy

▶ Separate Press Release issued today

▶ 11 members (including P. Berard, CEO), of which 6 country/region managers:

- ▶ Catherine GUILLOUARD, *Group CFO and Deputy CEO*
- ▶ Mathieu LARROUMET, *Group Business Transformations*
- ▶ Sébastien THIERRY, *Secretary-General in charge of Legal Affairs, Compliance, Holding corporate matters and Secretary of the Board*
- ▶ Frank WALDMANN, *Group Human Resources*
- ▶ Vincent DEMANGE, *France General Manager*
- ▶ John HOGAN, *UK General Manager*
- ▶ Joakim FORSMARK, *Nordics General Manager*
- ▶ Brian McNALLY, *CEO Rexel North America*
- ▶ Jeff BAKER, *President and CEO Platt Electric Supply & Rexel Commercial & Industrial*
- ▶ Eric GAUTHIER, *CEO Rexel Asia-Pacific*

■ Ian Meakins, who joined the Board of Directors on July 1, became Non-Executive Chairman on October 1

▶ Under his chairmanship, Rexel's Board of Directors, along with Rexel's Management team, will define the next strategic steps for the Group and update ambitions

▶ As announced on July 29, the outcome of the strategic review and the updated ambitions will be presented on February 13

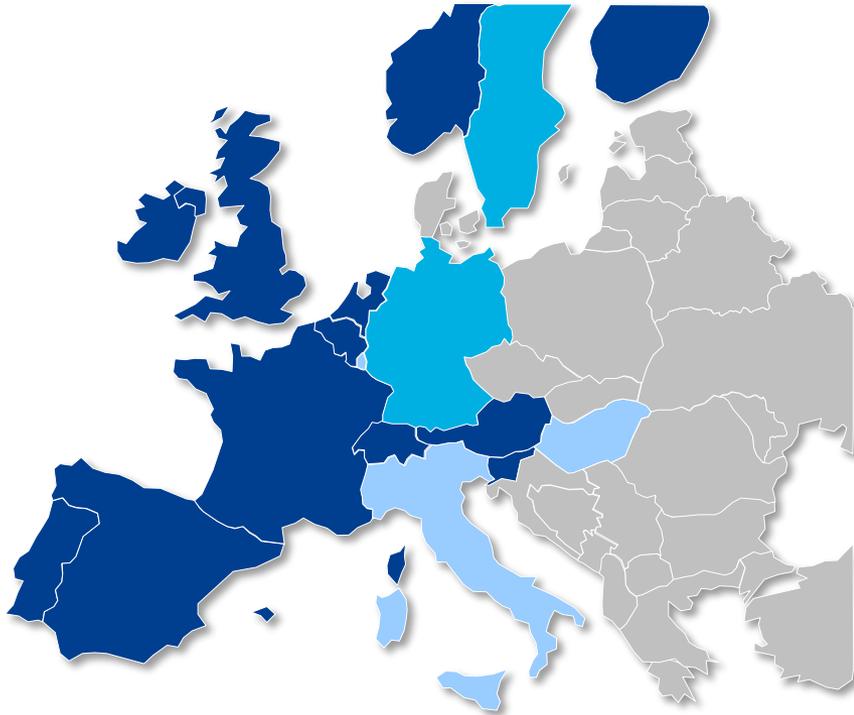
2. RESULTS BY GEOGRAPHY

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Europe (55% of sales): Sales impacted by calendar and copper effects in Q3; profitability impacted by lower sales

Rexel's presence



2015 market ranking:

■ # 1 or 2 ■ # 3 or # 4 ■ other

At comparable scope and exchange rates

| (€m) | Q3 2016 | YoY | 9m 2016 | YoY |
|-------------------------|----------------|--------|----------------|--------|
| Sales | 1,687.7 | -2.7% | 5,329.1 | +0.1% |
| same-day | | -1.6% | | -0.8% |
| Gross margin | 444.9 | -1.8% | 1,425.2 | +0.7% |
| as % of sales | 26.4% | +26bps | 26.7% | +14bps |
| Adj. EBITA ¹ | 82.2 | -15.8% | 281.8 | -5.9% |
| as % of sales | 4.9% | -75bps | 5.3% | -34bps |

| Organic sales | Q3 2016 | 9m 2016 |
|--------------------------------|--------------|--------------|
| Constant and actual-day | -2.7% | +0.1% |
| o/w Calendar effect | -1.1% | +0.9% |
| = Constant and same day | -1.6% | -0.8% |
| o/w Copper effect | -1.2% | -1.4% |
| = Excl. copper effect | -0.5% | +0.6% |

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 (55% of sales): Sales impacted by calendar and copper effects in Q3; profitability impacted by lower sales

■ Q3 sales of €1,687.7m, down 5.8% on a reported basis

- ▶ Negative net scope effect of €(5.9)m, i.e. (0.3)% of last year's sales
- ▶ Negative currency effect of €(50.9)m, mainly due to the GBP vs. €, i.e. (2.8)% of last year's sales

■ Q3 constant and same-day sales: -1.6%

- ▶ **France** (35% of the region's sales): down 1.1% (o/w 0.7 percentage points due to low cable sales), impacted by poor activity in July, while August and September were broadly stable year-on-year
- ▶ **United Kingdom** (14% of the region's sales): down 6.4%, o/w 1.3 percentage points due to low cable sales and 3.0 percentage points due to a sharp drop (-78%) in PV sales; sales also impacted by market contraction post-Brexit
- ▶ **Germany** (11% of the region's sales): continued improvement with sales up 0.2% incl. copper effect (after -3.0% in Q1 and -2.0% in Q2) and up 1.8% excl. copper effect
- ▶ **Scandinavia** (13% of the region's sales): up 1.6%, with Sweden continuing to post solid growth (+9.5%), Finland improving sequentially (-0.5%, after -9.1% in Q1 and -5.7% in Q2) but Norway largely impacted by lower cable sales (-8.3%, o/w 5.6 percentage points from cable sales)
- ▶ **Other European countries**
 - ▶ **Central Europe** (11% of the region's sales): **Switzerland** was down 4.7% (o/w 1.5 percentage points due to low cable sales), while **Austria** was up 2.1%
 - ▶ **Benelux** (8% of the region's sales): **The Netherlands** and **Belgium** grew by 5.3% and 2.5% respectively
 - ▶ **Southern Europe** (5% of the region's sales): **Spain** was down 16.2% (export activity down 76% / domestic activity broadly stable) and **Italy** was down 4.0%

North America (35% of sales): Continued weak industrial end-market in Q3; profitability impacted by lower sales

Rexel's presence



2015 market ranking:

■ # 1 or 2 ■ # 3 or # 4 ■ other

At comparable scope and exchange rates

| (€m) | Q3 2016 | YoY | 9m 2016 | YoY |
|-------------------------|---------|--------|---------|--------|
| Sales | 1,171.8 | -5.9% | 3,408.2 | -5.2% |
| same-day | | -6.0% | | -4.9% |
| Gross margin | 258.8 | -4.8% | 754.5 | -4.9% |
| as % of sales | 22.1% | +27bps | 22.1% | +5bps |
| Adj. EBITA ¹ | 49.6 | -19.8% | 129.9 | -10.9% |
| as % of sales | 4.2% | -73bps | 3.8% | -25bps |

- Despite easier comparables, Oil & Gas continued to strongly impact the US

| Oil & Gas | Q3 2015 yoy | Q3 2016 yoy |
|----------------------|-------------|-------------|
| USA | -36% | -31% |
| Canada | -38% | -6% |
| North America | -37% | -25% |

- Restated for the one-off profit of €3.9m recorded in Q3 2015 (amendment of post-retirement Medical and Healthcare plans in the US), adj. EBITA margin in Q3 dropped by 42bps while sales dropped by 5.9% on a constant and actual-day basis

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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 (35% of sales): Continued weak industrial end-market in Q3; profitability impacted by lower sales

■ Q3 sales of €1,171.8m, down 5.8% on a reported basis

- ▶ Positive scope effect of €5.5m, i.e. 0.4% of last year's sales
- ▶ Negative currency effect of €(4.0)m, i.e. (0.3)% of last year's sales

■ Q3 constant and same-day sales: down 6.0%

▶ USA (78% of the region's sales): down 6.6%, of which:

- 2.0 percentage points attributable to the 31% drop in Oil & Gas, broadly stable vs. Q2 effect
- 0.6 percentage points attributable to lower cable sales
- 1.6 percentage points attributable to branch network optimization

→ *Sales were down 2.4% excluding these negative effects, mainly reflecting a drop in sales to the industrial end-market (OEM and industrial automation); Platt continued to post solid sales growth*

▶ Canada (22% of the region's sales): down 4.0% (after -7.4% in Q1 and -7.1% in Q2), of which:

- 0.4 percentage points attributable to the 6% drop in Oil & Gas, improved vs. Q2 effect
- 1.4 percentage points attributable to the 50% drop in wind sales

→ *Sales were down 2.2% excluding these negative effects, mainly reflecting a drop in sales to the industrial end-market (OEM and industrial automation)*

Asia-Pacific (10% of sales): Sales impacted by weak activity in Asia in Q3; improved profitability thanks to gross margin

Rexel's presence



2015 market ranking:

- # 1 or 2
- # 3 or # 4
- other

At comparable scope and exchange rates

| (€m) | Q3 2016 | YoY | 9m 2016 | YoY |
|-------------------------|--------------|---------|--------------|--------|
| Sales | 334.5 | -6.3% | 967.1 | -2.8% |
| same-day | | -5.6% | | -3.0% |
| Gross margin | 59.3 | +0.6% | 175.1 | +0.1% |
| as % of sales | 17.7% | +121bps | 18.1% | +54bps |
| Adj. EBITA ¹ | 3.3 | nm | 10.8 | -17.5% |
| as % of sales | 1.0% | +82bps | 1.1% | -20bps |



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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 sales): Sales impacted by weak activity in Asia in Q3; improved profitability thanks to gross margin

■ Q3 sales of €334.5m, down 3.4% on a reported basis

- ▶ Positive scope effect of €9.4m, i.e. 2.7% of last year's sales
- ▶ Positive currency effect of €1.1m, i.e. 0.3% of last year's sales

■ On a constant and same-day basis, sales were down 5.6%

▶ Pacific (48% of the region's sales): down 1.9%

- **Australia** (80% of Pacific) was down 2.6%, due to a slowdown in Western Australia and Queensland
- **New-Zealand** (20% of Pacific) was slightly up (+0.6%)

▶ Asia (52% of the region's sales): down 9.0%

- **China** (67% of Asia) posted a 11.2% drop in sales, o/w 3.0 percentage points due a sharp drop (-28%) in wind sales; the drop in sales continued to reflect low sales to the industrial end-market (OEM and industrial automation)
- **South-East Asia** (24% of Asia) was down 13.3%, o/w 11.8 percentage points due to a sharp drop (-38%) in sales to the O&G industry
- **Rest of Asia** (9% of Asia) grew by 25.9%, driven by double-digit growth in India (+16.1%) and the Middle-East (+35.4%)

3. FINANCIAL REVIEW

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Q3 sales impacted by negative effects from currency (-1.6%), copper (-0.9%) and calendar (-0.6%)

| €m, continuing operations | Q3 | 9m |
|----------------------------------|----------------|-----------------|
| Reported sales 2015 | 3,382.6 | 10,027.8 |
| Net currency effect ¹ | -1.6% | -1.8% |
| Net scope effect ¹ | +0.3% | +0.7% |
| Comparable sales 2015 | 3,337.8 | 9,910.5 |
| Actual-day organic | -4.3% | -2.1% |
| Reported sales 2016 | 3,193.9 | 9,704.4 |
| <i>year-on-year change</i> | <i>-5.6%</i> | <i>-3.2%</i> |



► In Q3, the net currency effect remained negative due to the depreciation of the GBP vs. the euro (€46.4m impact on sales)

| Organic sales evolution | Q3 2016 | 9m 2016 |
|----------------------------------|--------------|--------------|
| Same-day excl. copper | -2.9% | -1.4% |
| +/- Copper effect | -0.9% | -1.1% |
| = Same-day incl. copper | -3.7% | -2.5% |
| +/- Calendar effect ¹ | -0.6% | +0.4% |
| = Actual-day organic | -4.3% | -2.1% |



► In Q3, organic sales mainly reflected (i) a cumulative 1.5% negative impact from copper and calendar and (ii) sales slowdown, mainly in the US and Asia

Continued improvement in gross margin in Q3; profitability impacted by lower sales volume and one-off impacts

| 2016 figures | Gross margin 1 | | Opex (incl. depreciation) 2 | | Adj. EBITA ¹ margin 3 | |
|------------------------------------|-------------------------------|-------------------------------|------------------------------------|---------------------------------|---|------------------------------|
| | Q3: €763.0m | 9m: €2,354.9m | Q3: €(635.4)m | 9m: €(1,955.0)m | Q3: €127.6m | 9m: €399.9m |
| Europe <i>change yoy</i> | 26.4% +26bps | 26.7% +14bps | (21.5)% -102bps | (21.5)% -48bps | 4.9% -75bps | 5.3% -34bps |
| North America <i>change yoy</i> | 22.1% +27bps | 22.1% +5bps | (17.9)% -100bps | (18.3)% -30bps | 4.2% -73bps | 3.8% -25bps |
| Asia-Pacific <i>change yoy</i> | 17.7% +121bps | 18.1% +54bps | (16.7)% -39bps | (17.0)% -74bps | 1.0% +82bps | 1.1% -20bps |
| Group <i>Change yoy</i> | 23.9% +41bps | 24.3% +21bps | (19.9)% -92bps | (20.1)% -43bps | 4.0% -51bps | 4.1% -22bps |

1 Gross margin in Q3 improved in all three regions

2 Opex in Q3 were impacted by 2 one-off effects:

- ▶ A one-off profit of €3.9m recorded in Q3 2015 as a result of amended post-retirement Medical and Healthcare plans in the US,
- ▶ A one-off charge of €3.0m recorded in Q3 2016 as a result of the “Opportunity 2016” ESPP

Restated for these effects, opex were down 0.7% in Q3, while sales were down 4.3%

3 Adjusted EBITA margin in Q3 was down 51 bps:

- ▶ 21bps resulted from the 2 one-off effects mentioned above
- ▶ 30bps mainly reflecting the impact of lower sales on opex as a percentage of sales

Strong increase in net income from continuing operations, mainly driven by lower financial expenses

| (€m) | 9m 2015 | 9m 2016 | Change |
|---|--------------|--------------|--------|
| EBITA | 415.2 | 385.8 | -7.1% |
| <i>Amortization resulting from PPA</i> | (12.8) | (13.7) | |
| <i>Other income & exp.</i> | (75.3) | (44.9) | |
| Operating income | 327.2 | 327.1 | 0.0% |
| <i>Net financial expenses</i> | (177.5) | (114.1) | |
| Profit before tax | 149.6 | 213.0 | +42.4% |
| <i>Income tax</i> | (59.0) | (79.7) | |
| Net income from continuing op. | 90.7 | 133.4 | +47.1% |
| <i>Net income from discontinued op.</i> | (69.3) | 0.0 | |
| Net income | 21.4 | 133.4 | >6x |
| Recurring net income¹ | 197.9 | 187.5 | -5.2% |

- ▶ o/w restructurings for €(32.4)m in 9m 2016 vs. €(49.5)m in 9m 2015 and no GW impairment in 9m 2016 vs. €(18.5)m in 9m 2015
- ▶ o/w €(17.1)m due to financing optimization operations in 9m 2016 and €(52.5)m in 9m 2015
- ▶ Tax rate of 37.4% in 9m 2016 vs. 39.4% in 9m 2015
- ▶ Latam operations divested in 2015

■ The sharp increase in net income in 9m mainly reflected:

- ▶ Reduced net financial expenses: lower redemption costs related to refinancing operations and lower average effective interest rate on gross debt (from 4.0% in 9m 2015 to 3.6% in 9m 2016)
- ▶ Lower “Other expenses” (lower restructuring costs and absence of GW impairment in 9m 2016)

FCF before I&T of €31m in Q3, reflecting traditional seasonality, while WCR continued to be tightly managed

| (€m) | Q3 2016 | 9m 2016 |
|---|---------------|----------------|
| EBITDA | 148.9 | 457.3 |
| Other operating revenues & costs, of which: | (18.7) | (52.6) |
| <i>Restructuring outflow</i> | <i>(14.1)</i> | <i>(32.6)</i> |
| Change in working capital | (75.8) | (300.2) |
| Net capital expenditure, of which: | (23.3) | (80.1) |
| <i>Gross capital expenditure</i> | <i>(31.4)</i> | <i>(84.8)</i> |
| <i>Disposal of fixed assets and other</i> | <i>8.1</i> | <i>4.7</i> |
| Free cash flow before interest & tax | 31.2 | 24.4 |

■ FCF before interest & tax amounted to €31.2m in Q3 (vs. €36.6m in Q3 2015)

- ▶ at September 30, working capital (on a constant and adjusted basis) improved by 40bps at 12.3% of sales vs. 12.7% a year earlier

Net debt reduced by 4.3% year-on-year

| Last 12 m at 2016/09/30 | (€m) | Q3 2016 | 9m 2016 |
|----------------------------|---|----------------|----------------|
| 548.0 | FCF before interest & tax | 31.2 | 24.4 |
| (123.1) | Net interest paid | (28.5) | (92.0) |
| (58.5) | Income tax paid | (12.1) | (46.4) |
| 366.4 | FCF after interest & tax from continuing op. | (9.4) | (114.0) |
| (97.3) | Net financial investment | (4.2) | (93.6) |
| (120.3) | Dividend paid | (120.3) | (120.3) |
| (19.9) | Other | (6.9) | (15.6) |
| 128.8 | Decrease (increase) in net debt before currency | (140.8) | (343.6) |
| (17.1) | Currency change | 10.0 | 31.4 |
| 111.6 | Decrease (increase) in net debt after currency | (130.8) | (312.3) |
| 2,622.6 | Debt at the beginning of the period | 2,380.2 | 2,198.7 |
| 2,511.0 | Debt at the end of the period | 2,511.0 | 2,511.0 |

Sound financial structure

- **Breakdown of net debt at Sept. 30, 2016:** **€2,511.0m**
 - ◆ **Senior unsecured notes** **€1,636.9m**
 - USD Bond issued April 2013 (maturity: June 2020) @ 5.250% €465.4m
 - EUR Bond issued May 2015 (maturity: June 2022) @ 3.250% €521.5m
 - EUR Bond issued May 2016 (maturity: June 2023) @ 3.500% €650.0m
 - ◆ **Senior Credit Agreement (SCA)** **undrawn**
 - €1.0bn facility (maturity: Nov. 2021)
 - ◆ **Securitization** (4 programs for a compound commitment of €1.4bn) **€989.9m**
 - ◆ **Commercial paper** **€171.5m**
 - ◆ **Other debt & cash** **€(287.3)m**
- **Strong financial flexibility**, with €1.2bn of cash and undrawn facilities at Sept. 30
- **New financing optimization actions taken in Q3**
 - ◆ Repayment of USD 170m from the USD500m bonds maturing June 2020 @ 5.250%
 - ◆ Extension of Senior Credit Agreement by one year to November 2021
- **Average effective interest rate on gross debt expected to be reduced by c.30bps between H1 (3.7%) and H2 (c.3.4%)**
- **Stable average maturity of around 4 years**
- **No significant repayment before June 2020¹**
- **BB rating confirmed by Standard & Poor's, stable outlook**
- **Rexel remains attentive to market opportunities to further enhance its financial structure**

4. OUTLOOK

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Full-year financial targets confirmed, at the low-end of February guidance

■ Taking into consideration our performance during the first nine months of the year but also:

- ▶ Continuous uncertainty in some of our markets, such as the UK (post-Brexit), the US (weak industrial end-markets and deterioration in indicators such as the ABI) and Asia (even if China could start gradually improving), on the one hand
- ▶ The reduction in negative impact from copper in Q4 (current price is c. USD4,700 per ton vs. average Q4 2015 at USD4,882 per ton), on the other hand

We confirm our full-year financial targets, at the low end of the February guidance:

- ▶ Organic sales decline on a constant and same-day basis of at most 3%
(February guidance was “organic sales between -3% and +1%”)
- ▶ Adjusted EBITA¹ margin of at least 4.1% *(February guidance was “between 4.1% and 4.5%”)*
- ▶ Solid free cash-flow generation of between 70% and 80% of EBITDA, before I&T, and between 35% and 45% of EBITDA, after I&T *(unchanged)*

■ An update on Rexel’s strategy and ambitions will be presented at a financial meeting to be held in Paris on February 13

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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

APPENDICES

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Appendix 1: Segment reporting - Constant and adjusted basis

■ Group

| Constant and adjusted basis (€m) | Q3 2015 | Q3 2016 | Change | 9m 2015 | 9m 2016 | Change |
|--|----------------|-----------------------|------------------------------|------------------|-------------------------|------------------------------|
| Sales <i>on a constant basis and same days</i> | 3,337.8 | 3,193.9 | -4.3% -3.7% | 9,910.5 | 9,704.4 | -2.1% -2.5% |
| Gross profit <i>as a % of sales</i> | 783.5 23.5% | 763.0 23.9% | -2.6% 41 bps | 2,384.4 24.1% | 2,354.9 24.3% | -1.2% 21 bps |
| Distribution & adm. expenses (incl. depreciation) | (633.2) | (635.4) | +0.4% | (1,954.1) | (1,955.0) | 0.0% |
| EBITA <i>as a % of sales</i> | 150.4 4.5% | 127.6 4.0% | -15.2% -51 bps | 430.3 4.3% | 399.9 4.1% | -7.1% -22 bps |
| Headcount (end of period) | | | | 27,566 | 27,319 | -0.9% |

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 loss of €8.2 million in Q3 2015 and a loss of €2.7 million in Q3 2016,
- a loss of €13.3 million in 9m 2015 and a loss of €14.1 million in 9m 2016.

Appendix 1: Segment reporting - Constant and adjusted basis

■ Europe

| Constant and adjusted basis (€m) | Q3 2015 | Q3 2016 | Change | 9m 2015 | 9m 2016 | Change |
|---|---------|----------------|---------------|-----------|----------------|--------------|
| Sales | 1,735.4 | 1,687.7 | -2.7% | 5,321.8 | 5,329.1 | +0.1% |
| <i>on a constant basis and same days</i> | | | -1.6% | | | -0.8% |
| France | 588.9 | 571.3 | -3.0% | 1,842.6 | 1,871.4 | +1.6% |
| <i>on a constant basis and same days</i> | | | -1.1% | | | +0.5% |
| United Kingdom | 244.1 | 228.3 | -6.4% | 755.8 | 724.9 | -4.1% |
| <i>on a constant basis and same days</i> | | | -6.4% | | | -4.6% |
| Germany | 209.6 | 208.5 | -0.5% | 599.2 | 598.1 | -0.2% |
| <i>on a constant basis and same days</i> | | | +0.2% | | | -1.6% |
| Scandinavia | 214.7 | 218.0 | +1.5% | 660.3 | 676.2 | +2.4% |
| <i>on a constant basis and same days</i> | | | +1.6% | | | +1.8% |
| Gross profit | 452.9 | 444.9 | -1.8% | 1,415.9 | 1,425.2 | +0.7% |
| <i>as a % of sales</i> | 26.1% | 26.4% | 26 bps | 26.6% | 26.7% | 14 bps |
| Distribution & adm. expenses (incl. depreciation) | (355.2) | (362.6) | +2.1% | (1,116.4) | (1,143.4) | +2.4% |
| EBITA | 97.6 | 82.2 | -15.8% | 299.4 | 281.8 | -5.9% |
| <i>as a % of sales</i> | 5.6% | 4.9% | -75 bps | 5.6% | 5.3% | -34 bps |
| Headcount (end of period) | | | | 15,802 | 15,901 | 0.6% |

Appendix 1: Segment reporting - Constant and adjusted basis

■ North America

| Constant and adjusted basis (€m) | Q3 2015 | Q3 2016 | Change | 9m 2015 | 9m 2016 | Change |
|---|---------|----------------|---------------|---------|----------------|---------------|
| Sales | 1,245.6 | 1,171.8 | -5.9% | 3,593.4 | 3,408.2 | -5.2% |
| <i>on a constant basis and same days</i> | | | -6.0% | | | -4.9% |
| United States | 971.8 | 908.8 | -6.5% | 2,805.6 | 2,664.6 | -5.0% |
| <i>on a constant basis and same days</i> | | | -6.6% | | | -4.6% |
| Canada | 273.8 | 263.0 | -4.0% | 787.8 | 743.6 | -5.6% |
| <i>on a constant basis and same days</i> | | | -4.0% | | | -6.1% |
| Gross profit | 271.7 | 258.8 | -4.8% | 793.6 | 754.5 | -4.9% |
| <i>as a % of sales</i> | 21.8% | 22.1% | 27 bps | 22.1% | 22.1% | 5 bps |
| Distribution & adm. expenses (incl. depreciation) | (209.9) | (209.2) | -0.3% | (647.8) | (624.6) | -3.6% |
| EBITA | 61.8 | 49.6 | -19.8% | 145.8 | 129.9 | -10.9% |
| <i>as a % of sales</i> | 5.0% | 4.2% | -73 bps | 4.1% | 3.8% | -25 bps |
| Headcount (end of period) | | | | 8,272 | 7,917 | -4.3% |

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

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Appendix 1: Segment reporting - Constant and adjusted basis

■ Asia-Pacific

| Constant and adjusted basis (€m) | Q3 2015 | Q3 2016 | Change | 9m 2015 | 9m 2016 | Change |
|---|---------|--------------|----------------|---------|--------------|---------------|
| Sales | 356.8 | 334.5 | -6.3% | 995.3 | 967.1 | -2.8% |
| <i>on a constant basis and same days</i> | | | -5.6% | | | -3.0% |
| China | 135.0 | 118.2 | -12.5% | 377.3 | 333.0 | -11.7% |
| <i>on a constant basis and same days</i> | | | -11.2% | | | -11.7% |
| Australia | 133.7 | 130.2 | -2.6% | 375.4 | 373.9 | -0.4% |
| <i>on a constant basis and same days</i> | | | -2.6% | | | -0.5% |
| New Zealand | 34.3 | 34.6 | +0.7% | 89.5 | 94.1 | +5.1% |
| <i>on a constant basis and same days</i> | | | +0.6% | | | +4.5% |
| Gross Profit | 58.9 | 59.3 | +0.6% | 174.9 | 175.1 | +0.1% |
| <i>as a % of sales</i> | 16.5% | 17.7% | 121 bps | 17.6% | 18.1% | 54 bps |
| Distribution & adm. expenses (incl. depreciation) | (58.3) | (56.0) | -4.0% | (161.7) | (164.3) | +1.6% |
| EBITA | 0.6 | 3.3 | +420.0% | 13.1 | 10.8 | -17.5% |
| <i>as a % of sales</i> | 0.2% | 1.0% | 82 bps | 1.3% | 1.1% | -20 bps |
| Headcount (end of period) | | | | 3,242 | 3,256 | 0.4% |

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

Appendix 2:

Consolidated Income Statement

| Reported basis (€m) | Q3 2015 | Q3 2016 | Change | 9m 2015 | 9m 2016 | Change |
|--|----------------|----------------|---------------|-----------------|----------------|---------------|
| Sales | 3,382.6 | 3,193.9 | -5.6% | 10,027.8 | 9,704.4 | -3.2% |
| Gross profit | 781.6 | 760.0 | -2.8% | 2,391.0 | 2,339.5 | -2.2% |
| <i>as a % of sales</i> | 23.1% | 23.8% | | 23.8% | 24.1% | |
| Distribution & adm. expenses (excl. depreciation) | (619.8) | (611.0) | -1.4% | (1,909.5) | (1,882.2) | -1.4% |
| EBITDA | 161.8 | 148.9 | -8.0% | 481.6 | 457.3 | -5.0% |
| <i>as a % of sales</i> | 4.8% | 4.7% | | 4.8% | 4.7% | |
| Depreciation | (22.0) | (24.0) | | (66.4) | (71.5) | |
| EBITA | 139.8 | 124.9 | -10.7% | 415.2 | 385.8 | -7.1% |
| <i>as a % of sales</i> | 4.1% | 3.9% | | 4.1% | 4.0% | |
| Amortization of intangibles resulting from purchase price allocation | (4.2) | (4.5) | | (12.8) | (13.7) | |
| Operating income bef. other inc. and exp. | 135.6 | 120.3 | -11.3% | 402.4 | 372.1 | -7.5% |
| <i>as a % of sales</i> | 4.0% | 3.8% | | 4.0% | 3.8% | |
| Other income and expenses | (16.0) | (12.9) | | (75.3) | (44.9) | |
| Operating income | 119.6 | 107.4 | -10.2% | 327.2 | 327.1 | 0.0% |
| Financial expenses (net) | (38.1) | (37.2) | | (177.5) | (114.1) | |
| Net income (loss) before income tax | 81.4 | 70.2 | -13.7% | 149.7 | 213.0 | 42.4% |
| Income tax | (33.9) | (32.7) | | (59.0) | (79.7) | |
| Net income (loss) from continuing operations | 47.5 | 37.6 | -20.9% | 90.7 | 133.4 | 47.0% |
| Net income (loss) from discontinued operations | (27.5) | 0.0 | | (69.3) | 0.0 | |
| Net income (loss) | 20.0 | 37.6 | 88.2% | 21.4 | 133.4 | 522.4% |

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

| in €m | Q3 2015 | Q3 2016 | 9m 2015 | 9m 2016 |
|--|--------------|--------------|--------------|--------------|
| Operating income before other income and other expenses | 135.6 | 120.3 | 402.4 | 372.1 |
| Change in scope of consolidation | 3.8 | 0.0 | 9.5 | 0.0 |
| Foreign exchange effects | (1.5) | 0.0 | (7.7) | 0.0 |
| Non-recurring effect related to copper | 8.2 | 2.7 | 13.3 | 14.1 |
| Amortization of intangibles assets resulting from PPA | 4.2 | 4.5 | 12.8 | 13.7 |
| Adjusted EBITA on a constant basis | 150.4 | 127.6 | 430.3 | 399.9 |

Appendix 2: Recurring net income

| in €m | Q3 2015 | Q3 2016 | Change | 9m 2015 | 9m 2016 | Change |
|-----------------------------|---------|--------------|---------------|---------|---------------|---------------|
| Reported net income | 47.5 | 37.6 | -20.9% | 90.7 | 133.4 | -47.0% |
| Non-recurring copper effect | 8.4 | 2.7 | | 13.5 | 14.1 | |
| Other expense & income | 16.0 | 12.9 | | 75.3 | 44.9 | |
| Financial expense | | 7.1 | | 52.5 | 17.1 | |
| Tax expense | (7.5) | (6.8) | | (34.1) | (22.0) | |
| Recurring net income | 64.5 | 53.5 | -17.1% | 197.9 | 187.5 | -5.2% |

Appendix 2: Sales and profitability by segment – Reported basis

| Reported basis (€m) | Q3 2015 | Q3 2016 | Change | 9m 2015 | 9m 2016 | Change |
|---------------------|----------------|----------------|---------------|-----------------|----------------|--------------|
| Sales | 3,382.6 | 3,193.9 | -5.6% | 10,027.8 | 9,704.4 | -3.2% |
| Europe | 1,792.1 | 1,687.7 | -5.8% | 5,396.9 | 5,329.1 | -1.3% |
| North America | 1,244.1 | 1,171.8 | -5.8% | 3,623.5 | 3,408.2 | -5.9% |
| Asia-Pacific | 346.4 | 334.5 | -3.4% | 1,007.4 | 967.1 | -4.0% |
| Gross profit | 781.6 | 760.0 | -2.8% | 2,391.0 | 2,339.5 | -2.2% |
| Europe | 455.4 | 445.6 | -2.1% | 1,419.0 | 1,421.5 | +0.2% |
| North America | 269.9 | 255.0 | -5.5% | 794.0 | 742.9 | -6.4% |
| Asia-Pacific | 56.4 | 59.3 | +5.2% | 178.0 | 175.1 | -1.6% |
| EBITA | 139.8 | 124.9 | -10.7% | 415.2 | 385.8 | -7.1% |
| Europe | 90.0 | 83.0 | -7.8% | 290.8 | 278.3 | -4.3% |
| North America | 60.4 | 46.1 | -23.7% | 142.1 | 119.2 | -16.1% |
| Asia-Pacific | (0.2) | 3.3 | n.a. | 12.6 | 10.8 | -13.7% |

Appendix 2: Consolidated Balance Sheet¹

| Assets (€m) | December 31, 2015 | September 30, 2016 |
|------------------------------------|-------------------|--------------------|
| Goodwill | 4,266.6 | 4,265.6 |
| Intangible assets | 1,108.0 | 1,100.2 |
| Property, plant & equipment | 288.7 | 287.3 |
| Long-term investments | 33.8 | 57.5 |
| Deferred tax assets | 159.0 | 133.3 |
| Total non-current assets | 5,856.2 | 5,843.9 |
| Inventories | 1,535.0 | 1,533.2 |
| Trade receivables | 2,129.4 | 2,253.9 |
| Other receivables | 542.8 | 515.2 |
| Assets classified as held for sale | 53.8 | 0.3 |
| Cash and cash equivalents | 804.8 | 410.6 |
| Total current assets | 5,065.8 | 4,713.2 |
| Total assets | 10,922.1 | 10,557.1 |

| Liabilities (€m) | December 31, 2015 | September 30, 2016 |
|---|-------------------|--------------------|
| Total equity | 4,352.9 | 4,228.6 |
| Long-term debt | 2,342.1 | 2,136.1 |
| Deferred tax liabilities | 211.2 | 208.1 |
| Other non-current liabilities | 415.6 | 492.1 |
| Total non-current liabilities | 2,968.9 | 2,836.4 |
| Interest bearing debt & accrued interests | 668.5 | 820.5 |
| Trade payables | 2,138.3 | 2,007.2 |
| Other payables | 742.7 | 664.4 |
| Liabilities related to assets held for sale | 50.7 | 0.0 |
| Total current liabilities | 3,600.2 | 3,492.1 |
| Total liabilities | 6,569.1 | 6,328.5 |
| Total equity & liabilities | 10,922.1 | 10,557.1 |

(1) Net debt includes Debt hedge derivatives for €(32.6)m at September 30, 2016 and €(6.4)m at December 31, 2015.

It also includes accrued interest receivables for €(2.5)m at September 30, 2016 and for €(0.7)m at December 31, 2015.

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Appendix 2: Change in Net Debt

| €m | Q3 2015 | Q3 2016 | 9m 2015 | 9m 2016 |
|---|----------------|----------------|----------------|----------------|
| EBITDA | 161.8 | 148.9 | 481.6 | 457.3 |
| Other operating revenues & costs ⁽¹⁾ | (24.1) | (18.7) | (70.5) | (52.6) |
| Operating cash-flow | 137.7 | 130.2 | 411.0 | 404.7 |
| Change in working capital | (81.0) | (75.8) | (294.8) | (300.2) |
| Net capital expenditure, of which: | (20.0) | (23.3) | (77.2) | (80.1) |
| <i>Gross capital expenditure</i> | <i>(22.8)</i> | <i>(31.4)</i> | <i>(74.0)</i> | <i>(84.8)</i> |
| <i>Disposal of fixed assets & other</i> | <i>2.8</i> | <i>8.1</i> | <i>(3.2)</i> | <i>4.7</i> |
| Free cash-flow from continuing op. before int. & tax | 36.6 | 31.2 | 39.0 | 24.4 |
| Net interest paid / received ⁽²⁾ | (33.2) | (28.5) | (109.8) | (92.0) |
| Income tax paid | (20.8) | (12.1) | (96.3) | (46.4) |
| Free cash-flow from continuing op. after int. & tax | (17.3) | (9.4) | (167.2) | (114.0) |
| FCF from discontinued operations | (5.8) | 0.0 | (18.5) | 0.0 |
| Net financial investment | (3.6) | (4.2) | (23.6) | (93.6) |
| Dividends paid | (91.2) | (120.3) | (91.3) | (120.3) |
| Net change in equity | (3.7) | 1.7 | (1.1) | 1.5 |
| Other | 3.8 | (8.7) | (25.7) | (17.2) |
| Currency exchange variation | 51.7 | 10.0 | (82.2) | 31.4 |
| Decrease (increase) in net debt | (66.1) | (130.8) | (409.5) | (312.3) |
| Net debt at the beginning of the period | 2,556.5 | 2,380.2 | 2,213.1 | 2,198.7 |
| Net debt at the end of the period | 2,622.6 | 2,511.0 | 2,622.6 | 2,511.0 |

(1) Includes restructuring outflows of €17.3m in Q3 2015 and €14.1m in Q3 2016 and of €55.1m in 9m 2015 and €32.6m in 9m 2016

(2) Excluding settlement of fair value hedge derivatives

Appendix 3: Working Capital

| Constant basis | September 30, 2015 | September 30, 2016 |
|--|---------------------------|---------------------------|
| Net inventories | | |
| <i>as a % of sales 12 rolling months</i> | 11.4% | 11.7% |
| <i>as a number of days</i> | 51.9 | 55.1 |
| Net trade receivables | | |
| <i>as a % of sales 12 rolling months</i> | 17.1% | 17.2% |
| <i>as a number of days</i> | 54.2 | 54.8 |
| Net trade payables | | |
| <i>as a % of sales 12 rolling months</i> | 14.1% | 15.2% |
| <i>as a number of days</i> | 57.1 | 62.2 |
| Trade working capital | | |
| <i>as a % of sales 12 rolling months</i> | 14.3% | 13.8% |
| Total working capital | | |
| <i>as a % of sales 12 rolling months</i> | 12.7% | 12.3% |

Appendix 4: Headcount & Branch Evolution

| FTEs at end of period comparable | 30/09/2015 | 31/12/2015 | 30/09/2016 | Year-on-Year Change |
|-------------------------------------|---------------|---------------|---------------|------------------------|
| Europe | 15,802 | 15,805 | 15,901 | 0.6% |
| <i>USA</i> | <i>6,070</i> | <i>6,046</i> | <i>5,852</i> | -3.6% |
| <i>Canada</i> | <i>2,202</i> | <i>2,213</i> | <i>2,065</i> | -6.2% |
| North America | 8,272 | 8,259 | 7,917 | -4.3% |
| Asia-Pacific | 3,242 | 3,227 | 3,256 | 0.4% |
| Other | 250 | 246 | 245 | -2.1% |
| Group | 27,566 | 27,538 | 27,319 | -0.9% |

| Branches comparable | 30/09/2015 | 31/12/2015 | 30/09/2016 | Year-on-Year Change |
|------------------------|--------------|--------------|--------------|------------------------|
| Europe | 1,212 | 1,205 | 1,198 | -1.2% |
| <i>USA</i> | <i>374</i> | <i>377</i> | <i>369</i> | -1.3% |
| <i>Canada</i> | <i>202</i> | <i>197</i> | <i>191</i> | -5.4% |
| North America | 576 | 574 | 560 | -2.8% |
| Asia-Pacific | 261 | 263 | 266 | 1.9% |
| Group | 2,049 | 2,042 | 2,024 | -1.2% |

Appendix 5: Calendar, scope and change effects on sales

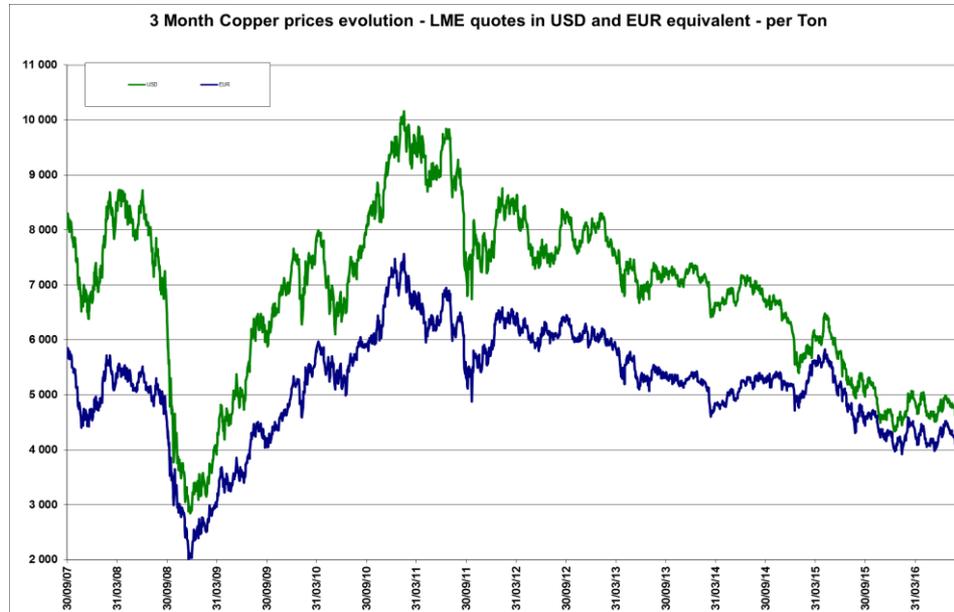
Based on the assumption of the following average exchange rates:

- 1€ = 1.11USD
- 1€ = 1.47CAD
- 1€ = 1.50AUD
- 1€ = 0.81GBP

and based on acquisitions to date, 2015 sales from continuing operations should take into account the following estimated impacts to be comparable to 2016:

| | Q1 | Q2 | Q3 | Q4e | FYe |
|-----------------|--------|--------|-------|---------|--------|
| Calendar effect | -0.6% | +2.4% | -0.6% | -0.4% | +0.2% |
| Scope effect | €38.1m | €19.4m | €9.1m | €(4.4)m | €62.2m |
| Change effect | -1.1% | -2.8% | -1.6% | -1.7% | -1.8% |

Appendix 6: Historical copper price evolution



| USD/t | Q1 | Q2 | Q3 | Q4 | FY |
|----------------------|--------------|--------------|--------------|-------|-------|
| 2014 | 6,999 | 6,762 | 6,975 | 6,573 | 6,827 |
| 2015 | 5,801 | 6,058 | 5,275 | 4,882 | 5,493 |
| 2016 | 4,669 | 4,730 | 4,793 | | |
| 2015 vs. 2014 | -17% | -10% | -24% | -26% | -20% |
| 2016 vs. 2015 | -20% | -22% | -9% | | |

| €/t | Q1 | Q2 | Q3 | Q4 | FY |
|----------------------|--------------|--------------|--------------|-------|-------|
| 2014 | 5,111 | 4,932 | 5,263 | 5,261 | 5,142 |
| 2015 | 5,154 | 5,483 | 4,751 | 4,455 | 4,951 |
| 2016 | 4,237 | 4,187 | 4,293 | | |
| 2015 vs. 2014 | 1% | 11% | -10% | -15% | -4% |
| 2016 vs. 2015 | -18% | -24% | -10% | | |

Financial Calendar and contacts

Financial Calendar

- **February 13, 2017**
Fourth-quarter and full-year 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 April 7, 2016 under number D.16-0299. 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.

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