

REXEL
13, boulevard du Fort de Vaux
CS 60002, 75838 Paris Cedex 17, France
Fax No.: + 33 1 42 85 92 03

December 10, 2020

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
Euro-Denominated 2.625% Senior Notes due 2024
ISIN: XS1574686264, Common Code: 157468626

Dear Sir or Madam:

We refer to the Notice of Conditional Full Redemption (the “Notice of Redemption”) given by us to you on December 2, 2020 pursuant to the Indenture, dated as of March 13, 2017, among, Rexel (the “Company”), 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 Notes under the Indenture 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 no event, condition or circumstance which would have had a material adverse effect upon the assets, financial position or business activities of the Company, or of the Company and its subsidiaries taken as a whole, or upon the financial markets in any of France, the United Kingdom or the United States has occurred ; and that the Condition Precedent is consequently satisfied and the Redemption Date will occur on December 15, 2020.

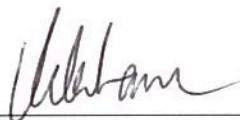
We hereby notify you that the Redemption Price with respect to the outstanding Notes is equal to:

- (a) 101.313% of the principal amount of the outstanding Notes, **plus**
- (b) the accrued but unpaid interest thereon to the Redemption Date equal to €3,937,500, being paid to the Holders of record on the relevant record date (i.e.; December 1, 2020).

Signature page follows

Very truly yours,

REXEL

By: 
Name: Laurent Delabarre
Title: Authorised Signatory

By: 
Name: Sebastien Thierry
Title: Authorised Signatory

cc: The Bank of New York Mellon (S.A.), Luxembourg (S.A.)
as Registrar, 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) 24 524 204

Attention: Corporate Trust Administration