



**Summons**  
**to attend** ✦  
**to the Ordinary**  
**and Extraordinary**  
**shareholders meeting**

**REXEL**  
**MAY 20, 2010**

**REXEL**

ELECTRICAL SUPPLIES

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# Agenda of the Ordinary and Extraordinary Shareholders Meeting

convened on May 20, 2010

## 1. RESOLUTIONS TO BE SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING

- Reading of the management report of the Management Board on the annual and consolidated financial statements for the year ended December 31, 2009;
- Reading of the report of the Management Board on free shares;
- Reading of the report of the Management Board on share subscription options;
- Reading of the report of the Supervisory Board to the Shareholders' Meeting;
- Reading of the report of the Chairman of the Supervisory Board on the work of the Supervisory Board and internal control;
- Reading of the auditors' general reports on the annual financial statements and the consolidated financial statements for the year ended December 31, 2009, the auditors' special report on the transactions referred to in articles L.225-86 et seq. of the French commercial code and the auditors' special report, issued in accordance with article L.225-235 of the French commercial code, on the report of the Chairman of the Supervisory Board with respect to internal control procedures relating to the preparation and the treatment of financial and accounting information;
- Approval of the annual financial statements for the financial year ended December 31, 2009;
- Approval of the consolidated financial statements for the financial year ended December 31, 2009;
- Allocation of profit for the financial year ended December 31, 2009;
- Approval of costs and expenses referred to in article 39-4 of the French general tax code;
- Authorization of related-party agreements referred to in articles L.225-86 et seq. of the French commercial code;
- Authorization of the performance criteria relative to the deferred compensation of Mr. Michel Favre referred to in article L.225-90-1 of the French commercial code;
- Approval of the co-option of a new member of the Supervisory Board;
- Renewal of the term of office of Patrick Sayer as member of the Supervisory Board;
- Appointment of Amaury Hendrickx as member of the Supervisory Board;
- Renewal of the mandate of Ernst & Young Audit as statutory auditor of the Company;
- Appointment of Auditex as alternate statutory auditor of the Company;
- Acknowledgement and approval;
- Authorization to be granted the Management Board to carry out transactions on the Company's shares;
- Powers to carry out legal formalities;

## 2. RESOLUTIONS TO BE SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING

- Reading of the report of the Management Board to the Shareholders' Meeting;
- Reading of the auditors' special reports;
- Authorization to be granted to the Management Board to carry out a share capital decrease by canceling shares;
- Delegation of authority to be granted to the Management Board in order to decide upon the issuance, with upholding of the shareholders' preferential subscription right, of ordinary shares and/or securities conferring access, immediately or in the future, to the share capital of the Company or to debt securities;
- Delegation of authority to be granted to the Management Board in order to decide the issue, with cancellation of the shareholders' preferential subscription right, by way of a public offering, of ordinary shares and/or securities conferring access, immediately or in the future, to the share capital of the Company or to debt securities;
- Delegation of authority to be granted to the Management Board in order to decide upon the issue, with cancellation of the shareholders' preferential subscription right, of ordinary shares and/or securities conferring access, immediately or in the future, to the share capital of the Company or to debt securities by way of an offering as defined in article L.411-2 II of the French Monetary and Financial code;
- Delegation of authority to be granted to the Management Board to increase the amount of issuances, with cancellation or upholding of the shareholders' preferential subscription rights, pursuant to the twenty-first, twenty-second and twenty-third resolutions;
- Authorization to be granted to the Management Board to determine the price of issuances of ordinary shares or securities by way of public offering as defined in article L.411-2 II of the French Monetary and Financial code, with cancellation of the shareholders' preferential subscription rights, within the limit of 10% of share capital per year;
- Authorization to be granted to the Management Board to increase the share capital through the issuance of shares and/or securities conferring access to the capital of the Company with cancellation of the shareholders' preferential subscription rights for the benefit of members of a company savings plan;
- Authorization to be granted to the Management Board to grant free shares to certain categories of employees and to the corporate officers of the Company and its subsidiaries;
- Delegation of powers to be granted to the Management Board to decide to issue ordinary shares and/or securities conferring access to the share capital of the Company within the limit of 10% of the share capital, in consideration for contributions in kind granted to the Company;
- Delegation of authority to be granted to the Management Board to increase the share capital by issue of ordinary shares and/or securities conferring access to the share capital of the Company, in consideration for contributions of shares granted to the Company in the scope of a public exchange offer;
- Delegation of authority to be granted to the Management Board to decide to increase the share capital by incorporation of premiums, reserves, profits or other items that may be capitalized;
- Modification of Article 19.2 of the Company's by-laws relative to the term and renewal of duties of members of the Supervisory Board;
- Modification of Article 20 of the Company's by-laws relative to the shares held by the members of the Supervisory Board;
- Powers to carry out legal formalities.



# Text of the draft resolutions submitted to the ordinary and extraordinary Shareholders' Meeting of May 20, 2010

## 1. RESOLUTIONS TO BE SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING

### First resolution

#### (Approval of the annual financial statements for the financial year ended December 31, 2009)

The shareholders' meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings,

Having reviewed the reports of the Management Board, of the Supervisory Board and of the statutory auditors on the financial statements for the financial year ended December 31, 2009,

Approved the annual financial statements, i.e., the balance sheet, the income statement and the notes thereto, for the financial year ended December 31, 2009, as presented to it, as well as the transactions reflected in such financial statements and summarized in these reports.

The financial statements show a profit of €88,487,825.46.

### Second resolution

#### (Approval of the consolidated financial statements for the financial year ended December 31, 2009)

The shareholders' meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings,

Having reviewed the reports of the Management Board, of the Supervisory Board and of the statutory auditors on the consolidated financial statements for the financial year ended December 31, 2009,

Approved the consolidated financial statements, i.e., the balance sheet, the income statement and the notes thereto, for the financial year ended December 31, 2009, as presented to it, as well as the transactions reflected in such financial statements and summarized in these reports.

The financial statements show a profit of €81 million.

### Third resolution

#### (Allocation of profit for the financial year ended December 31, 2009)

The shareholders' meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings,

Having reviewed the report of the Management Board,

Decided to allocate the profits for the year ended December 31, 2009, which amounted to €88,487,825.46, as follows:

#### Origin of the income to be allocated:

– Profits from the financial year €88,487,825.46

#### Allocation of profit:

– 5% to the statutory reserve €4,424,391.27

– The balance,  
to the carry forward account €84,063,434.19

**Total €88,487,825.46**

The shareholders' meeting decided that there would be no dividend distribution.

Rexel has made the following net dividend payments per share in respect of the last three financial years:

2008	2007	2006
None	€0.37	None

### Fourth resolution

#### (Approval of costs and expenses referred to in article 39-4 of the French general tax code)

Pursuant to the provisions of article 223 quater of the French general tax code, the shareholders' meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings,

Having reviewed the report of the Management Board, Acknowledged that there are no costs and expenses referred to in article 39-4 of the French general tax code that are not deductible from taxable income for the financial year ended December 31, 2009.

## **Fifth resolution**

### **(Authorization of a related-party agreement referred to in articles L.225-86 et seq. of the French commercial code)**

The shareholders' meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings,

Having reviewed the report of the Management Board and the statutory auditors' special report on related-party transactions governed by articles L.225-86 et seq. of the French commercial code,

Approved the following agreement entered into during the financial year ended December 31, 2009, which has been authorized by the Supervisory Board of the Company:

The defined benefit retirement plan effective as of July 1, 2009.

## **Sixth resolution**

### **(Authorization of a related-party agreement referred to in articles L.225-86 et seq. of the French commercial code)**

The shareholders' meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings,

Having reviewed the report of the Management Board and the statutory auditors' special report on related-party transactions governed by articles L.225-86 et seq. of the French commercial code,

Approved the following agreement entered into during the financial year ended December 31, 2009, which has been authorized by the Supervisory Board of the Company:

Amendment N°2 dated July 30, 2009 to the Senior Credit Agreement dated December 19, 2007 between Rexel firstly, Kelium, General Supply & Services Inc., International Electric Supply Corp., Rexel Inc., Rexel Distribution S.A. and Rexel North America Inc. secondly, Calyon, Crédit Industriel et Commercial, HSBC France, Natixis and The Royal Bank of Scotland plc as "Mandated Lead Arrangers" thirdly and Calyon as "Facilities Agent and Security Agent" fourthly.

## **Seventh resolution**

### **(Authorization of a related-party agreement referred to in articles L.225-86 et seq. of the French commercial code)**

The shareholders' meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings,

Having reviewed the report of the Management Board and the statutory auditors' special report on related-party transactions governed by articles L.225-86 et seq. of the French commercial code,

Approved the following agreement entered into during the financial year ended December 31, 2009, which has been authorized by the Supervisory Board of the Company:

The Senior Credit Agreement in the amount of €1.7 billion entered into on December 17, 2009 between Rexel firstly, Bank of America Securities Limited, BNP Paribas, Calyon, Crédit Industriel et Commercial, HSBC France, ING Belgium SA, Natixis, The Royal Bank of Scotland plc, Société Générale Corporate and Investment Banking as "Lenders" secondly, and Calyon as "Facilities Agent" thirdly, and to which Rexel Développement S.A.S., Rexel Distribution, Rexel France, Hagemeyer Deutschland GmbH & Co. KG, Rexel Belgium SA, Elektro-Material A.G., Hagemeyer Nederland B.V. (which became Rexel Nederland B.V.), Elektroskandia Norge AS, Elektroskandia Suomi Oy, Svenska Elgrossist AB Selga, International Electric Supply Corp., Rexel, Inc., General Supply & Services Inc. and Rexel North America, Inc. accessed on December 21, 2009.

## **Eighth resolution**

### **(Authorization of a related-party agreement referred to in articles L.225-86 et seq. of the French commercial code)**

The shareholders' meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings,

Having reviewed the report of the Management Board and the statutory auditors' special report on related-party transactions governed by articles L.225-86 et seq. of the French commercial code,

Approved the following agreement entered into during the financial year ended December 31, 2009, which has been authorized by the Supervisory Board of the Company:

A contract entitled "Purchase Agreement" entered into on December 11, 2009 between Rexel on the one hand, and Calyon, the Royal Bank of Scotland plc, Merrill Lynch International, BNP Paribas, HSBC Bank plc, Natixis, Crédit Industriel et Commercial (CIC), ING Bank N.V., London Branch, Société Générale and Bayerische Landesbank (the "Banks") on the other hand, and to which Rexel Développement S.A.S., Rexel Distribution, Rexel France, Hagemeyer Deutschland GmbH & Co. KG, Rexel Belgium SA, Elektro-Material A.G., Hagemeyer Nederland B.V. (which became Rexel Nederland B.V.), Elektroskandia Norge AS, Elektroskandia Suomi Oy, Svenska Elgrossist AB Selga, International Electric Supply Corp., Rexel, Inc., General Supply & Services Inc. and Rexel North America, Inc. accessed on December 21, 2009.

### **Ninth resolution**

#### **(Authorization of a related-party agreement referred to in articles L.225-86 et seq. of the French commercial code)**

The shareholders' meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings,

Having reviewed the report of the Management Board and the statutory auditors' special report on related-party transactions governed by articles L.225-86 et seq. of the French commercial code,

Approved the following agreement entered into during the financial year ended December 31, 2009, which has been authorized by the Supervisory Board of the Company:

A contract entitled "Agency Agreement" entered into on December 21, 2009 between Rexel, Rexel Développement S.A.S., Rexel Distribution, Rexel France, Hagemeyer Deutschland GmbH & Co. KG, Rexel Belgium S.A., Elektro-Material A.G., Hagemeyer Nederland B.V. (which became Rexel Nederland B.V.), Elektroskandia Norge AS, Elektroskandia Suomi Oy, Svenska Elgrossist AB Selgo, International Electric Supply Corp., Rexel, Inc., General Supply & Services Inc., Rexel North America, Inc., BNP Paribas Trust Corporation UK Limited and CACEIS Bank Luxembourg.

### **Tenth resolution**

#### **(Authorization of a related-party agreement referred to in articles L.225-86 et seq. of the French commercial code)**

The shareholders' meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings,

Having reviewed the report of the Management Board and the statutory auditors' special report on related-party transactions governed by articles L.225-86 et seq. of the French commercial code,

Approved the following agreement entered into during the financial year ended December 31, 2009, which has been authorized by the Supervisory Board of the Company:

A contract entitled "Trust Deed" entered into on December 21, 2009 between Rexel, Rexel Développement S.A.S., Rexel Distribution, Rexel France, Hagemeyer Deutschland GmbH & Co. KG, Rexel Belgium SA, Elektro-Material A.G., Hagemeyer Nederland B.V. (which became Rexel Nederland B.V.), Elektroskandia Norge AS, Elektroskandia Suomi Oy, Svenska Elgrossist AB Selga, International Electric Supply Corp., Rexel, Inc., General Supply & Services Inc., Rexel North America, Inc., Compagnie de Distribution de Matériel Electrique B.V., Finelec Développement SA and BNP Paribas Trust Corporation UK Limited.

### **Eleventh resolution**

#### **(Authorization of the performance criteria relative to the deferred compensation of Mr. Michel Favre referred to in article L.225-90-1 of the French commercial code)**

The shareholders' meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings,

Having reviewed the report of the Management Board and the statutory auditor's special report,

Approved the commitments made by the Supervisory Board on May 20, 2009 to Mr. Michel Favre, due or likely to become due from the termination of or a change in his duties or subsequent to such termination or change, and acknowledged and approved, in accordance with the provisions of article L.225-90-1 of the French Commercial Code, the agreement relative to Michel Favre set forth in the report.

### **Twelfth resolution**

#### **(Approval of the co-option of Manfred Kindle as member of the Supervisory Board)**

The shareholders' meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings,

Having reviewed the report of the Management Board,

In accordance with article L.225-78 of the French Commercial Code, decided to confirm the co-option of Manfred Kindle to the position of member of the Supervisory Board replacing Joseph L. Rice, III, for the remainder of the term of his predecessor, i.e., until the shareholders' meeting called to approve the financial statements for the financial year ending December 31, 2011, to be held in 2012. This co-option was approved by the Supervisory Board on December 2, 2009.

### **Thirteenth resolution**

#### **(Renewal of the term of office of Patrick Sayer as member of the Supervisory Board)**

The shareholders' meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings,

Having reviewed the report of the Management Board, in accordance with article L.225-75 of the French commercial code:

1. Acknowledged the resignation of Patrick Sayer from his duties as member of the Supervisory Board effective as of the end of the shareholders' meeting in order to allow for a gradual renewal of the terms of office of the members of the Supervisory Board;
2. Resolved that the term of office of Patrick Sayer as member of the Supervisory Board be renewed for a

term of four years, which is to expire upon the end of the shareholders' meeting convened to resolve on the financial statements for the financial year ending December 31, 2013, to be held in 2014, subject to the condition precedent of the approval of the thirty-first resolution of this shareholders' meeting in relation to the amendment of article 19.2 of the by-laws of the Company. Should this shareholders' meeting not approve the thirty-first resolution referred to above, the shareholders' meeting resolved that the term of office of Patrick Sayer as member of the Supervisory Board be renewed for a term of five years which is to expire upon the end of the shareholders' meeting convened to resolve on the financial statements for the financial year ending December 31, 2014, to be held in 2015.

## **Fourteenth resolution**

### **(Appointment of Amaury Hendrickx as member of the Supervisory Board)**

The shareholders' meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings,

Having reviewed the report of the Management Board, in accordance with article L.225-75 of the French commercial code:

1. Acknowledged the resignation of Guido Padovano from his duties as member of the Supervisory Board effective as of the end of the shareholders' meeting in order to allow for a gradual renewal of the terms of office of the members of the Supervisory Board;
2. Resolved that Amaury Hendrickx, born on December 7, 1971, a Belgian national, residing at Flat 5, 78 Elm Park Road, London SW3 6AU, United Kingdom as member of the Supervisory Board for a term of four years, which is to expire upon the end of the shareholders' meeting convened to resolve on the financial statements for the financial year ending December 31, 2013, to be held in 2014, subject to the condition precedent of the approval of the thirty-first resolution of this shareholders' meeting in relation to the amendment of article 19.2 of the by-laws of the Company. Should this shareholders' meeting not approve the thirty-first resolution referred to above, the shareholders' meeting resolved that Amaury Hendrickx be appointed as member of the Supervisory Board for a term of five years which is to expire upon the end of the shareholders' meeting convened to resolve on the financial statements for the financial year ending December 31, 2014, to be held in 2015.

Amaury Hendrickx has indicated that he accepted these duties by anticipation and that he meets the legal and regulatory conditions, as well as those laid down by the by-laws, for exercising such duties

## **Fifteenth resolution**

### **(Renewal of the mandate of Ernst & Young Audit as statutory auditor of the Company)**

The shareholders' meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings,

Having reviewed the report of the Management Board,

Acknowledged that term of Ernst & Young Audit, Tour Ernst & Young, Faubourg de l'Arche, 92037 Paris-La Défense, as statutory auditor has expired and decided to renew its mandate as statutory auditor for a period of 6 financial years until the end of the shareholders' meeting called to approve the financial statements for the financial year ending December 31, 2015, to be held in 2016.

## **Sixteenth resolution**

### **(Appointment of Auditex as alternate statutory auditor of the Company)**

The shareholders' meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings,

Having reviewed the report of the Management Board,

Acknowledged that term of Gabriel Galet, as alternate statutory auditor has expired and decided to appoint Auditex, 11 allée de l'Arche, 92400 Courbevoie, as alternate statutory auditor for a period of 6 financial years until the end of the shareholders' meeting called to approve the financial statements for the financial year ending December 31, 2015, to be held in 2016.

## **Seventeenth resolution**

### **(Acknowledgement and approval)**

The shareholders' meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings,

Acknowledged and approved the management acts of the members of the Management Board during the financial year ended December 31, 2009 and acknowledged and approved the duties carried out by the members of the Supervisory Board during such financial year, as defined by the legal and regulatory provisions as well as by the by-laws.

## **Eighteenth resolution**

### **(Authorization to be granted the Management Board to carry out transactions on the Company's shares)**

The shareholders' meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings,



Having reviewed the report of the Management Board,

Decided to authorize the Management Board, with the option to delegate such authorization, in accordance with the provisions of article L.225-209 of the French commercial code, of articles 241-1 to 241-6 of the General Regulations of the French financial markets authority (the “AMF”) and of Regulation N°2273/2003 of the European Commission of December 22, 2003, to purchase or cause to be purchased shares of the Company, in order of highest to lowest priority, with a view to:

- ensuring liquidity and activity in the market for the shares of the Company through an investment services provider, acting independently under a liquidity agreement in accordance with a market ethics charter acknowledged by the AMF;
- setting up any stock option plan for Rexel in accordance with articles L.225-117 et seq. of the French commercial code, any allocation of free shares in connection with Group or company employee saving plans (plans d'épargne d'entreprise ou groupe) made in accordance with articles L.3332-1 et seq. of the French labor code, any allocation of free shares in connection with the provisions of articles L.225-197-1 et seq. of the French commercial code and any allocation of shares in connection with profit-sharing plans, as well as establishing hedging operations relating to these transactions, in accordance with the conditions set forth by the market authorities and at such times that the Management Board or person acting upon the authority of the Management Board implements such actions;
- retaining shares and delivering shares further to an exchange or as a consideration in the context of external growth transactions, in accordance with acknowledged market practice and applicable regulations;
- granting shares in connection with the exercise of rights attached to securities conferring access by any means, immediately or in the future, to shares of the Company;
- canceling all or part of the shares so repurchased, in accordance with, and subject to the approval of, the twentieth resolution of this shareholders' meeting;
- any other action that is or will become permitted by French law or the AMF or any purpose that may comply with the regulations in force.

The acquisition, sale or transfer of the shares may be carried out by any means, on the market or over the counter, including through transactions involving blocks of securities or takeover bids, option mechanisms, derivatives, purchase of options or of securities in conformity with the applicable regulatory conditions. The portion of the plan carried out through transactions involving blocks of shares may reach the total amount of the share repurchase plan.

This authorization may be implemented within the terms below:

- the maximum number of shares that the Company may purchase under this resolution may not exceed 10% of the shares making up the share capital as at the date of completion of the repurchase of the shares of the Company;
- the number of shares acquired by the Company in view of holding them for subsequent payment or exchange in a merger, spin-off or contribution may not exceed 5% of the Company's share capital;
- the total maximum amount allocated to the repurchase of the shares of the Company may not exceed €200 million;
- the maximum purchase price per share of the Company has been set at €20, it being specified that in the event of transactions on the share capital, in particular by way of incorporation of reserves and allocation of free shares, division or regrouping of shares, this maximum purchase price shall be adjusted accordingly by using a coefficient multiplier equal to the ratio between the number of shares making up the share capital prior to the relevant transaction, and the number of shares further to such transaction.

The shares repurchased and retained by the Company will be deprived of voting rights and will not be entitled to dividends.

In the event of a public tender offer on the Company's shares paid for in full in cash, the Company will be able to pursue the implementation of its share repurchase program, in compliance with the applicable legal and regulatory provisions.

Full powers were granted to the Management Board, with the option to delegate such powers to any person so authorized in accordance with the legal provisions, to achieve this share repurchase plan of the Company's shares, and in particular to give any stock exchange orders, enter into any agreement for the keeping of the purchase and sale registers, make any disclosures to the AMF and any other agencies, prepare any documents, in particular information documentation, allocate and, as the case may be, reallocate, subject to the conditions provided by the law, the shares acquired for the various purposes envisaged, carry out any formalities and, more generally, do as necessary.

This authorization is granted for a term of 18 months as from the date of this shareholders' meeting.

This authorization shall cancel, to the extent of the unused portion, and supersede the authorization granted by the ninth resolution of the ordinary shareholders' meeting of the Company of May 20, 2009.

The Management Board will, every year, inform the shareholders' meeting of the operations carried out pursuant to this resolution, in compliance with article L.225-211 of the French commercial code.

## **Nineteenth resolution**

### **(Powers to carry out legal formalities)**

The Shareholders' meeting, deciding under the quorum and majority requirements for ordinary shareholders'

meetings, conferred full powers to bearers of originals, copies or extracts of these minutes in order to carry out publication, filing and other necessary formalities.

## **2. RESOLUTIONS TO BE SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING**

### **Twentieth resolution**

#### **(Authorization to be granted to the Management Board to carry out a share capital decrease by canceling shares)**

The shareholders' meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings,

Having reviewed the report of the Management Board and the statutory auditor's special report,

Authorized the Management Board to reduce the share capital, in one or several occurrences, in the proportions and at the times that it shall deem appropriate, by cancellation of all or part of the Company's shares acquired pursuant to any share repurchase plans authorized pursuant to the eighteenth resolution or prior to the date of this shareholders' meeting, within the limits of 10% of the share capital of the Company as at the date of the cancellation per period of 24 months, in accordance with the provisions of articles L.225-209 et seq. of the French commercial code.

This authorization is granted for a term of 18 months as from the date of this shareholders' meeting.

Full powers were granted to the Management Board, with the power to delegate such powers, in order to:

- reduce the share capital by cancellation of the shares;
- determine the final amount of the share capital decrease;
- determine the terms and conditions thereof and acknowledge its completion;
- deduct the difference between the book value of the cancelled shares and their nominal amount from any available reserve and premium accounts;
- and in general, do as necessary for the proper performance of this authorization, amend the by-laws accordingly and carry out any required formalities.

This authorization shall cancel and supersede any prior authorization with the same purpose, in particular the authorization granted by the eleventh resolution of the extraordinary shareholders' meeting of the Company of May 20, 2009.

### **Twenty-first resolution**

#### **(Delegation of authority to be granted to the Management Board in order to decide upon the issuance, with upholding of the shareholders' preferential subscription right, of ordinary shares and/or securities conferring access, immediately or in the future, to the share capital of the Company or to debt securities)**

The shareholders' meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings,

Having reviewed the report of the Management Board and the statutory auditor's special report, having acknowledged that the share capital has been fully paid-up, and deciding in accordance with the provisions of article L.225-129 et seq. of the French commercial code, in particular articles L.225-129-2, L.225-132, L.225-133 and L.225-134, and the provisions of article L.228-91 et seq. thereof:

1. Delegated its authority to the Management Board, subject to the prior authorization of the Supervisory Board and in accordance with the provisions of the by-laws, with the option to delegate such powers to any duly empowered person to the full extent permitted by law, to decide the issuance, in one or several stages, to the extent and at the time that it deems appropriate, both in France and abroad, in euros, foreign currencies or units determined by reference to several currencies, with upholding of the shareholders' preferential subscription right, of shares and/or securities conferring access, immediately or in the future, to shares of the Company or of a company of which the Company holds, directly or indirectly, at least 50% of the share capital, or of securities conferring a right to the allocation of debt securities, issued free of charge or for a consideration, governed by articles L.228-91 et seq. of the French commercial code, which may be subscribed either in cash, by offsetting due and payable receivables, or partly in cash and partly by capitalization of reserves, profits or issue premiums;
2. Decided that this delegation of authority expressly excludes any issue of preferred shares and of securities conferring access by any means, immediately or in the future, to preferred shares;

3. Decided that the securities conferring access to ordinary shares of the Company thus issued may be, inter alia, debt securities, or be attached to the issue of such securities, or allow the issue thereof as intermediate securities. These securities may take, in particular, the form of subordinated or unsubordinated securities (and the Management Board shall, where applicable, determine the ranking thereof), fixed-term or perpetual, and be issued either in euros, or in other currencies, or in any monetary units determined by reference to several currencies;
4. Decided that the maximum nominal amount of the share capital increases to be carried out, immediately or in the future, pursuant to this resolution shall be €800 million, it being specified that:
  - the maximum nominal amount of the share capital increases that may be carried out pursuant to this delegation, as well as to the twenty-second through twenty-ninth resolutions, may not exceed such amount of €800 million;
  - this global cap may be complemented, as the case may be, by the additional nominal amount of the ordinary shares to be issued in order to maintain the rights of the holders of securities conferring access to the share capital of the Company, in accordance with the law and with any applicable contractual provisions providing for other cases of adjustment;
5. Decided that the global nominal amount of debt securities that may be issued pursuant to this delegation may not exceed €800 million or the equivalent value in euros as at the date of issue, it being specified that:
  - this amount is a global limit which applies to all of the debt securities the issuance of which may be carried out pursuant to the twenty-second through twenty-fifth resolutions submitted to this shareholders' meeting;
  - this limit does not apply to debt securities the issue of which may be decided or authorized by the Management Board pursuant to article L.228-40 of the French commercial code;
  - this limit shall be increased, if necessary, by any redemption premium in excess of the par value;
6. Decided that, in accordance with the legal provisions and in the conditions set by the Management Board, the shareholders shall have, in proportion to their number of shares, a preferential subscription right as of right in respect of the ordinary shares and securities conferring access to the share capital issued pursuant to this delegation of authority. The Management Board may establish a preferential subscription right for excess securities at the benefit of the shareholders, which shall be exercised in proportion to their rights and, in any case, to the extent of their applications.

If subscriptions as of right and, where applicable, for excess securities, do not result in the full subscription of an issuance of shares or securities conferring access to the share capital decided pursuant to this delegation of authority, the Management Board may use, in the order that it deems appropriate, the options provided by article L.225-134 of the French commercial code, i.e.,:

  - limit, where appropriate, the issue to the amount subscribed, subject to the issue reaching at least three-fourths of the issue initially decided;
  - freely allot all or part of the unsubscribed securities among any persons at its discretion; or
  - offer to the public all or part of the unsubscribed shares.
7. Acknowledged that this delegation of authority automatically implies waiver by the shareholders, at the benefit of the holders of securities conferring access to the share capital of the Company, of their preferential subscription right in respect of the ordinary shares of the Company that such securities may be entitled to.
8. Decided that the issues of share subscription warrants (bons de souscription d'actions) of the Company may be carried out either by subscription in cash under the terms set forth above, or by allocation free of charge to the owners of the existing shares.

In case of allocation free of charge of individual subscription warrants (bons autonomes de souscription), the Management Board will have the option to decide that the fractional allocation rights are not tradable, and that the relevant securities will be sold.
9. Decided that the Management Board will have full powers, with the option to delegate such powers to any duly empowered person to the full extent permitted by law, to perform this delegation of authority, inter alia for the purposes of:
  - deciding on the issuance of the shares, determining the form and characteristics of the shares to be issued and determining the price and terms of issue, the way they shall be paid-up, their dividend entitlement date (with a retroactive dividend entitlement date, where applicable), the terms under which the securities issued pursuant to this resolution will confer access to ordinary shares of the Company;
  - determining on all of the characteristics, amount and terms and conditions of any issuance and of securities to be issued (including, where applicable, rights to conversion, exchange, redemption, including through the delivery of assets of the Company such as securities of the Company already issued, attached to the shares or securities conferring access to the share capital to be issued) and, if the securities to be issued consist in or are associated with debt securities, their term, fixed or perpetual, their remuneration and, where applicable, the compulsory or optional events of suspension or non-payment of interest, their term (fixed or open-ended), the ability to reduce or increase the nominal amount of the securities and other terms of issuance (including the fact of granting guarantees

or security thereon) and of redemption (including redemption by delivery of assets of the Company). Where applicable, the securities to be issued may be complemented by warrants giving a right to the allocation, acquisition or subscription of bonds or other debt securities, or provide for an option for the Company to issue debt securities (fungible or non-fungible) as a consideration for interest, the payment of which may have been suspended by the Company, or take the form of complex bonds within the meaning of the stock market authorities (e.g., as a result of their terms of redemption or remuneration or of other rights such as indexation or options possibilities);

- determining the terms under which the Company will have the option, where applicable, to purchase or exchange on the market, at any time or during specific time periods, the securities issued or to be issued immediately or in the future, with the purpose of canceling such securities or not, taking into account the applicable legal provisions;
- at its sole option, charging the expenses of the share capital increase against the amount of the relevant premiums and deducting from such amount the necessary amounts for the legal reserve; and
- taking all appropriate actions and entering into any agreements in view of the performance of this delegation of powers, in particular in view of the proper performance of the contemplated issuances, acknowledging their completion and amend the by-laws accordingly, and carrying out any appropriate formalities and declarations for the issuance, listing and financial servicing of the securities issued pursuant to this delegation of powers and for the exercise of the rights attached thereto, and applying for any necessary authorizations for the completion and proper performance of these issuances.

10. Decided that this delegation of powers is granted for a term of 26 months as from the date of this shareholders' meeting.

11. Decided that this delegation of powers shall cancel and supersede any previous delegation of powers having the same purpose, as regards the unused portion of these delegations.

## Twenty-second resolution

**(Delegation of authority to be granted to the Management Board in order to decide the issue, with cancellation of the shareholders' preferential subscription right, by way of a public offering, of ordinary shares and/or securities conferring access, immediately or in the future, to the share capital of the Company or to debt securities)**

The shareholders' meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings,

Having reviewed the report of the Management Board and the statutory auditor's special report, having acknowledged that the share capital has been fully paid-up, and deciding in accordance with the provisions of article L.225-129 et seq. of the French commercial code, in particular articles L.225-129-2, L.225-135, L.225-136 and the provisions of articles L.228-91 et seq. of the French commercial code:

1. Delegated its authority to the Management Board, subject to the prior authorization of the Supervisory Board in accordance with the provisions of the by-laws, with the option to delegate such powers to any duly empowered person to the full extent permitted by law, to decide the issuance, by way of public offering as defined in articles L.411-1 et seq. of the French Monetary and Financial code, including by way of an offer including a public offering, in one or several stages, to the extent and at the time that it deems appropriate, both in France and abroad, in euros, foreign currencies or units determined by reference to several currencies, of shares and/or securities conferring access, immediately or in the future, to shares of the Company or of a company of which the Company holds, directly or indirectly, at least 50% of the share capital, or of securities conferring a right to the allocation of debt securities, issued free of charge or for a consideration, governed by articles L.228-91 et seq. of the French commercial code, which may be subscribed either in cash, by offsetting due and payable receivables;
2. Decided that this delegation of authority expressly excludes any issue of preferred shares and of securities conferring access by any means, immediately or in the future, to preferred shares;
3. Decided that the securities conferring access to ordinary shares of the Company thus issued may be, inter alia, debt securities, or be attached to the issue of such securities, or allow the issue thereof as intermediate securities. These securities may take, in particular, the form of subordinated or unsubordinated securities (and the Management Board shall, where applicable, determine the ranking thereof), fixed-term or perpetual, and be issued either in euros, or in other currencies, or in any monetary units determined by reference to several currencies;
4. Decided that the maximum nominal amount of the share capital increases to be carried out, immediately or in the future, pursuant to this resolution shall be €400 million, it being specified that:
  - the maximum total nominal amount of the share capital increases that may be carried out pursuant to this delegation of authority shall be deducted from the total nominal limit of €800 million determined by the twenty-first resolution above;
  - this global cap may be complemented, as the case may be, by the additional nominal amount of the ordinary shares to be issued in order to maintain the rights of the holders of securities conferring access to the share capital of the Company, in accordance

- with the law and with any applicable contractual provisions providing for other cases of adjustment;
5. Decided that the global nominal amount of debt securities that may be issued pursuant to this delegation may not exceed €500 million or the equivalent value in euros as at the date of issue, it being specified that:
    - this limit shall be increased, if necessary, by any redemption premium in excess of the par value;
    - this limit does not apply to debt securities the issue of which may be decided or authorized by the Management Board pursuant to article L.228-40 of the French commercial code; and
    - this amount shall be deducted from the total limit of €800 million for the issue of debt securities determined by the twenty-first resolution above;
  6. Decided that the preferential subscription right of the shareholders in respect of the securities which may be issued pursuant to this resolution be cancelled, nevertheless the Management Board shall be left with the option to establish, at the benefit of the shareholders, a right of priority as of right and/or for excess shares which does not entitle to the creation of tradable rights, pursuant to the provisions of article L.225-135 of the French commercial code;
  7. Acknowledged that this delegation of powers implies a waiver by the shareholders of their preferential right to subscribe for the ordinary shares of the Company to which the securities that may be issued pursuant to this delegation give right;
  8. Decided that, without prejudice to the terms of the twenty-fifth resolution below:
    - the issue price of the new shares issued, determined in accordance with the law on the date of issue (at the date of this meeting, the average weighted share price of the company's shares over the last three trading days on the Euronext Paris market prior to the date of determination of such price, reduced, as the case may be, by the maximum discount of 5% in accordance with the provisions of articles L.225-136-1° and R.225-119 of the French commercial code);
    - the issue price of the securities conferring access to the share capital of the Company shall be determined so that the amount immediately received by the Company, plus, as the case may be, any amount that may be received by the Company in the future, be at least equal, for each share issued as a result of the issue of such securities, to the issue price determined in the paragraph above;
  9. Decided that, if subscriptions of shareholders and of the public do not result in the full subscription of an issuance of shares or securities conferring access to the share capital as defined above, the Management Board may use, in the order that it deems appropriate, one or more of the following options:
    - limit, where appropriate, the issue to the amount subscribed, subject to the issue reaching at least three-fourths of the issue initially decided;
    - freely allot all or part of the unsubscribed securities among any persons at its discretion; or
    - offer to the public all or part of the unsubscribed shares.
  10. Decided that the Management Board shall have full powers, with the option to delegate such powers to any duly empowered person in accordance with the law, to perform this delegation of authority, inter alia for the purposes of:
    - deciding on the issuance of the shares, determining the form and characteristics of the shares to be issued and the price and terms of issue, the way they shall be paid-up, their dividend entitlement date (with a retroactive dividend entitlement date, where applicable), the terms under which the securities issued pursuant to this delegation will confer access to ordinary shares of the Company;
    - determining all of the characteristics, amount and terms and conditions of any issuance and of securities to be issued (including, where applicable, rights to conversion, exchange, redemption, including through the delivery of assets of the Company such as securities of the Company already issued, attached to the shares or securities conferring access to the share capital to be issued) and, if the securities to be issued consist in or are associated with debt securities, their term, fixed or perpetual, their remuneration and determining, where applicable, the compulsory or optional events of suspension or non-payment of interest, their term (fixed or open-ended), the ability to reduce or increase the nominal amount of the securities and other terms of issuance (including the fact of granting guarantees or security thereon) and of redemption (including redemption by delivery of assets of the Company). Where applicable, the securities to be issued may be complemented by warrants giving a right to the allocation, acquisition or subscription of bonds or other debt securities, or provide for an option for the Company to issue debt securities (fungible or non-fungible) as a consideration for interest, the payment of which may have been suspended by the Company, or take the form of complex bonds within the meaning of the stock market authorities (e.g., as a result of their terms of redemption or remuneration or of other rights such as indexation or options possibilities);
    - determining the terms under which the Company will have the option, where applicable, to purchase or exchange on the market, at any time or during specific time periods, the securities issued or to be issued immediately or in the future, with the purpose of canceling such securities or not, taking into account the applicable legal provisions;



- at its sole option, charging the expenses of the share capital increase against the amount of the relevant premiums and deduct from such amount the necessary amounts for the legal reserve; and
- taking all appropriate actions and entering into any agreements in view of the performance of this delegation of powers, in particular in view of the proper performance of the contemplated issuances, acknowledging their completion and amending the by-laws accordingly, and carrying out any appropriate formalities and declarations for the issuance, listing and financial servicing of the securities issued pursuant to this delegation of powers and for the exercise of the rights attached thereto, applying for any necessary authorizations for the completion and proper performance of these issuances;

11. Decided that this delegation of powers is granted for a term of 26 months as from the date of this shareholders' meeting.
12. Decided that this delegation of powers shall cancel and supersede any previous delegation of powers having the same purpose, as regards the unused portion of these delegations.

## Twenty-third resolution

### **(Delegation of authority to be granted to the Management Board in order to decide upon the issue, with cancellation of the shareholders' preferential subscription right, of ordinary shares and/or securities conferring access, immediately or in the future, to the share capital of the Company or to debt securities by way of an offering as defined in article L.411-2 II of the French Monetary and Financial code)**

The shareholders' meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings,

Having reviewed the report of the Management Board and the statutory auditor's special report, having acknowledged that the share capital has been fully paid-up, and deciding in accordance with the provisions of article L.225-129 et seq. of the French commercial code, in particular articles L.225-129-2, L.225-135, L.225-136 and the provisions of articles L.228-91 et seq. of the French commercial code:

1. Delegated its authority to the Management Board, subject to the prior authorization of the Supervisory Board in accordance with the provisions of the by-laws, with the option to delegate such powers to any duly empowered person to the full extent permitted by law, to decide upon the issuance, by way of an offering as defined in article L.411-2 II. of the French Monetary and Financial code (meaning an offering exclusively to the benefit of (i) persons providing investment services consisting in portfolio management for third parties or (ii) qualified investors or a limited group of investors, to the extent that such investors are acting on their own behalf), in one or several stages, to the extent and at the time that it deems appropriate, both in France and abroad, in euros, foreign currencies or units determined by reference to several currencies, of shares and/or securities conferring access, immediately or in the future, to shares of the Company or of a company of which the Company holds, directly or indirectly, at least 50% of the share capital, or of securities conferring a right to the allocation of debt securities, issued free of charge or for a consideration, governed by articles L.228-91 et seq. of the French commercial code, which may be subscribed either in cash, by offsetting due and payable receivables;
2. Decided that this delegation of authority expressly excludes any issue of preferred shares and of securities conferring access by any means, immediately or in the future, to preferred shares;
3. Decided that the securities conferring access to ordinary shares of the Company thus issued may be, inter alia, debt securities, or be attached to the issue of such securities, or allow the issue thereof as intermediate securities. These securities may take, in particular, the form of subordinated or unsubordinated securities (and the Management Board shall, where applicable, determine the ranking thereof), fixed-term or perpetual, and be issued either in euros, or in other currencies, or in any monetary units determined by reference to several currencies;
4. Decided that the maximum nominal amount of the share capital increases to be carried out, immediately or in the future, pursuant to this resolution shall be €400 million, it being specified that:
  - Issuances of equity securities carried out under this delegation by an offer as defined in article L.411-2 II of the French Monetary and Financial code may not exceed the limits set forth by applicable law as of the date of the issue (at the date of this shareholders' meeting, issuances of equity securities by way of an offering as described in article L.411-2 II of the French Monetary and Financial code are limited to 20% of the share capital of the Company per year, with such share capital being valued on the date of the decision of the Management Board to use such delegation);
  - the maximum total nominal amount of the share capital increases that may be carried out pursuant to this delegation of authority shall be deducted from the total nominal limit of €800 million determined by the twenty-first resolution above;
  - this global cap may be complemented, as the case may be, by the additional nominal amount of the ordinary shares to be issued in order to maintain the rights of the holders of securities conferring access to the share capital of the Company, in accordance with the law and with any applicable contractual provisions providing for other cases of adjustment;
5. Decided that the global nominal amount of debt securities that may be issued pursuant to this delegation

may not exceed €500 million or the equivalent value in euros as at the date of issue, it being specified that:

- this limit shall be increased, if necessary, by any redemption premium in excess of the par value;
  - this limit does not apply to debt securities the issue of which may be decided or authorized by the Management Board pursuant to article L.228-40 of the French commercial code; and
  - this amount shall be deducted from the total limit of €800 million for the issue of debt securities determined by the twenty-first resolution above;
6. Decided to cancel the shareholders' preferential subscription right to the securities that may be issued in application of this delegation;
7. Acknowledged that this delegation of powers implies a waiver by the shareholders of their preferential right to subscribe for the ordinary shares of the Company to which the securities that may be issued pursuant to this delegation give right;
8. Decided that, without prejudice to the terms of the twenty-fifth resolution below:
- the issue price of the new shares issued, determined in accordance with the law on the date of issue (at the date of this meeting, the average weighted share price of the company's shares over the last three trading days on the Euronext Paris market prior to the date of determination of such price, reduced, as the case may be, by the maximum discount of 5% in accordance with the provisions of articles L.225-136-1° and R.225-119 of the French commercial code);
  - the issue price of the securities conferring access to the share capital of the Company shall be determined so that the amount immediately received by the Company, plus, as the case may be, any amount that may be received by the Company in the future, be at least equal, for each share issued as a result of the issue of such securities, to the issue price determined in the paragraph above;
9. Decided that the Management Board shall have full powers, with the option to delegate such powers to any duly empowered person in accordance with the law, to perform this delegation of authority, inter alia for the purposes of:
- deciding on the issuance of the shares, determining the form and characteristics of the shares to be issued and the price and terms of issue, the way they shall be paid-up, their dividend entitlement date (with a retroactive dividend entitlement date, where applicable), the terms under which the securities issued pursuant to this delegation will confer access to ordinary shares of the Company;
  - determining all of the characteristics, amount and terms and conditions of any issuance and of

securities to be issued (including, where applicable, rights to conversion, exchange, redemption, including through the delivery of assets of the Company such as securities of the Company already issued, attached to the shares or securities conferring access to the share capital to be issued) and, if the securities to be issued consist in or are associated with debt securities, their term, fixed or perpetual, their remuneration and determining, where applicable, the compulsory or optional events of suspension or non-payment of interest, their term (fixed or open-ended), the ability to reduce or increase the nominal amount of the securities and other terms of issuance (including the fact of granting guarantees or security thereon) and of redemption (including redemption by delivery of assets of the Company). Where applicable, the securities to be issued may be complemented by warrants giving a right to the allocation, acquisition or subscription of bonds or other debt securities, or provide for an option for the Company to issue debt securities (fungible or non-fungible) as a consideration for interest, the payment of which may have been suspended by the Company, or take the form of complex bonds within the meaning of the stock market authorities (e.g., as a result of their terms of redemption or remuneration or of other rights such as indexation or options possibilities);

- determining the terms under which the Company will have the option, where applicable, to purchase or exchange on the market, at any time or during specific time periods, the securities issued or to be issued immediately or in the future, with the purpose of canceling such securities or not, taking into account the applicable legal provisions;
  - at its sole option, charging the expenses of the share capital increase against the amount of the relevant premiums and deduct from such amount the necessary amounts for the legal reserve; and
  - taking all appropriate actions and entering into any agreements in view of the performance of this delegation of powers, in particular in view of the proper performance of the contemplated issuances, acknowledging their completion and amending the by-laws accordingly, and carrying out any appropriate formalities and declarations for the issuance, listing and financial servicing of the securities issued pursuant to this delegation of powers and for the exercise of the rights attached thereto, applying for any necessary authorizations for the completion and proper performance of these issuances;
10. Decided that this delegation of powers is granted for a term of 26 months as from the date of this shareholders' meeting.
11. Decided that this delegation of powers shall cancel and supersede any previous delegation of powers having the same purpose, as regards the unused portion of these delegations.

## Twenty-fourth resolution

### **(Delegation of authority to be granted to the Management Board to increase the amount of issuances, with cancellation or upholding of the shareholders' preferential subscription rights, pursuant to the twenty-first, twenty-second and twenty-third resolutions)**

The shareholders' meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings,

Having reviewed the report of the Management Board and the statutory auditor's special report, and deciding in accordance with article L.225-135-1 of the French commercial code,

1. Delegated to the Management Board the authority, subject to the prior authorization of the Supervisory Board in accordance with the provisions of the by-laws, with the option to delegate such powers to any duly empowered person in accordance with the law, to decide to increase the number of shares or securities to be issued in the context of any issuance undertaken pursuant to the twenty-first, twenty-second and twenty-third resolutions above, whenever the Management Board notes that there is an oversubscription, at the same price as that applied to the initial issuance, within a time period and subject to the limitations set forth by the applicable regulations at the date of the issuance (at the date of this shareholders' meeting, for a period of 30 days as from the closing of the subscription period and within a limit of 15% of the initial issuance);
2. Decided that the nominal amount of the issuance decided upon in application of this delegation shall count be deducted from the initial issuance limit and the overall limit set by the twenty-first resolution;
3. Decided that this delegation of powers is granted for a term of 26 months as from the date of this shareholders' meeting;
4. Decided that this delegation of powers shall cancel and supersede any previous delegation of powers having the same purpose, as regards the unused portion of these delegations.

## Twenty-fifth resolution

### **(Authorization to be granted to the Management Board to determine the price of issuances of ordinary shares or securities by way of public offering as defined in article L.411-2 II of the French Monetary and Financial code, with cancellation of the shareholders' preferential subscription rights, within the limit of 10% of share capital per year)**

The shareholders' meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings,

Having reviewed the report of the Management Board and the statutory auditor's special report, and deciding in accordance with article L.225-136 of the French commercial code:

1. Authorized the Management Board, subject to the prior authorization of the Supervisory Board in accordance with the provisions of the by-laws, with the option to delegate such authorization to any duly empowered person in accordance with the law, to carry out any issuance of shares and/or securities conferring access, immediately or in the future, to the share capital of the Company issued under the twenty-second and twenty-third resolutions of this shareholders' meeting, to derogate to the conditions relating to the determination of the price set forth in the abovementioned twenty-second and twenty-third resolutions, in accordance with the provisions of article L.225-136 1° §2, and set such price in accordance with the following conditions:
  - the issue price for shares will be at least equal to the weighted average price of the Company's shares on the Euronext Paris market on the day preceding the date of issuance, less, as the case may be, a discount of up to 10%;
  - for securities conferring access to the share capital of the Company, the issue price shall be determined so that the amount received immediately by the Company increased by, as the case may be, any amount which may be received subsequently by the Company, for each Company share issued as a result of the issuance of these securities, be at least equal to the amount referred to above;
2. Decided that the maximum nominal amount of any share capital increase resulting from the implementation of this authorization may not exceed 10% of the share capital, over a 12-month period (such share capital to be assessed on the day of the decision by the Management Board determining the price for the issuance) it being specified that this limit shall be deducted from (i) the limit set by the twenty-second and twenty-third resolution as applicable, and (ii) the overall limit set by the twenty-first resolution;
3. Decided that the Management Board shall have full powers, with the option to delegate such powers to any duly empowered person in accordance with the law, to perform this delegation of authority, inter alia for the purposes of entering into any agreements in such respect, in particular in view of the proper performance of any issuance, to acknowledge the completion thereof and amend the by-laws accordingly, as well as to carry out any formalities and declarations and apply for any necessary authorizations for the completion and proper performance of any issuance;
4. Decided that this authorization be granted for a term of 26 months as from the date of this shareholders' meeting;
5. Decided that this authorization shall cancel and supersede any previous authorizations having the same purpose, as regards the unused portion of these authorizations.

### Twenty-sixth resolution

#### **(Authorization to be granted to the Management Board to increase the share capital through the issuance of shares and/or securities conferring access to the capital of the Company with cancellation of the shareholders' preferential subscription rights for the benefit of members of a company savings plan)**

The shareholders' meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings,

Having reviewed the report of the Management Board and the statutory auditor's special report and deciding in accordance with, on the one hand, the provisions of articles L.225-129-2, L.225-129-6, L.225-138 and L.225-138-1 of the French commercial code and, on the other hand, the provisions of articles L.3332-1 et seq. of the French labor code:

1. Authorized the Management Board to increase, subject to the prior authorization of the Supervisory Board in accordance with the provisions of the by-laws, with the option to delegate such authorization to any duly empowered person in accordance with the law, in one or several occurrences, at its sole option, at the times and under the terms that it shall determine, the share capital of the Company by the issuance of shares and/or securities conferring access to the share capital of the Company, reserved for members of one or several company savings plan(s) (plan d'épargne d'entreprise) or group savings plan(s) established by the Company and the French or foreign companies that are linked to the Company within the meaning of article L.225-180 of the French commercial code and of article L.3344-1 of the French labor code;
2. Decided to cancel the shareholders' preferential subscription rights in respect of new shares to be issued pursuant to this authorization for the benefit of the beneficiaries referred to in the first paragraph above;
3. Decided that the issue price(s) of the new shares or of the securities conferring access to the share capital shall be determined in accordance with the provisions of articles L.3332-19 et seq. of the French labor code and that the maximum discount shall amount to 20% of the average of the first trading prices during the 20 trading days preceding the date of the Management Board decision determining the opening date of the subscription period. However, the shareholders' meeting expressly authorize the Management Board to reduce the discount or to grant no discount, in particular in order to take into account the regulations applicable in the countries where the offer will be implemented;
4. Decided that the maximum nominal amount of the share capital increase(s) which may be carried out pursuant to this authorization may not exceed 1.5% of the share capital of the Company appraised as at the date of the decision of use of this authorization by the Management Board, it being specified that:
  - the maximum nominal amount of any share capital increase(s) that may be carried out pursuant to this authorization shall be deducted from the overall limit set by the twenty-first resolution of this shareholders' meeting;
  - these amounts do not include the nominal amount of the additional ordinary shares to be issued in order to maintain the rights of the holders of securities conferring access to the share capital of the Company, in accordance with the law and with any applicable contractual provisions providing for other cases of adjustment;
5. Decided, pursuant to the provisions of article L.3332-21 of the French labor code, that the Management Board may decide on the allocation to the beneficiaries referred to in the first paragraph above, free of charge, of shares to be issued or existing, or of other securities conferring access to the share capital of the Company, issued or to be issued, in respect of (i) the contribution (abondement) that may be paid pursuant to the regulations of the employee savings plan of the Company or of the Group and/or (ii) if applicable, the discount;
6. Also decided that, should the beneficiaries referred to in the first paragraph above not subscribe the share capital increase in full within the allocated time period, such share capital increase would only be completed for the amount of subscribed shares; unsubscribed shares may be offered again to such beneficiaries in the context of a subsequent share capital increase;
7. Granted full powers to the Management Board, with the option to delegate or sub delegate such powers, in accordance with the legal and regulatory provisions, to carry out this authorization, and in particular, for the purposes of:
  - determining the eligibility criteria for companies whose employees may benefit from the share capital increases carried out pursuant to this authorization, establishing the list of such companies;
  - determining the terms and conditions of the transactions, the characteristics of the shares, and if applicable, of the other securities, determining the subscription price calculated in accordance with the method defined in this resolution, determine the dates of opening and of closing of the subscription and the dividend entitlement dates and determining the dates and terms and conditions of payment of the subscribed shares;
  - taking any necessary action for the admission to trading of the issued shares in any place where it shall deem appropriate;
  - deducting from the «issuance premiums» account the amount of the expenses relating to these share capital increases and charging, if it deems fit, on this account the necessary amounts to increase the legal reserve to one tenth of the new share capital after each issuance, amending the by-laws accordingly and, in general, carrying out directly or indirectly, any transactions and

formalities related to the share capital increases carried out pursuant to this authorization;

8. Decided that the authorization granted to the Management Board pursuant to this resolution shall be effective for a term of 26 months as from the date of this shareholders' meeting;
9. Decided that this authorization shall cancel and supersede any previous authorizations having the same purpose, as regards the unused portion of these authorizations.

## **Twenty-seventh resolution**

### **(Authorization to be granted to the Management Board to grant free shares to certain categories of employees and to the corporate officers of the Company and its subsidiaries)**

The shareholders' meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings,

Having reviewed the report of the Management Board and of the statutory auditors' special report, in accordance with the provisions of articles L.225-129 et seq. and L.225-197-1 et seq. of the French commercial code:

1. Authorized the Management to carry out, subject to the prior authorization of the Supervisory Board in accordance with the provisions of the by-laws, with the option to delegate such authorization to any duly empowered person in accordance with the law, in one or several occurrences, the allocation of free existing and/or newly-issued shares of the Company to the salaried personnel members and/or the corporate officers of the Company and/or the companies or groups that are, directly or indirectly, linked to it under the conditions set forth in articles L.225-197-1, II and L.225-197-2 of the French commercial code;
2. Decided that the Management Board will determine the beneficiaries of the allocations and the number of shares granted to each of them, the terms of the allocation and, as the case may be, the eligibility criteria for the allocation of the shares, and shall have the powers to allocate the shares subject to certain individual or collective performance criteria, particularly for the free shares granted to eligible corporate officers;
3. Decided that the number of free shares that may be granted pursuant to this resolution may not exceed 1.5% of the share capital of the Company appraised as at the date of the decision by the Management Board, subject to the regulatory adjustments necessary to maintain the beneficiaries' rights, it being specified that this limit shall be deducted from the overall limit set by the twenty-first resolution of this shareholders' meeting.
4. Decided that the shares allocated to their beneficiaries will become vested after a minimum period of acquisition of 2 years and that the beneficiaries will be required to retain such shares for an additional minimum period of 2 years as from the final allocation of the shares. Notwithstanding the above, the shareholders' meeting authorize the Management Board to decide that, when the allocation of said shares to their beneficiaries will be vested after a minimum vesting period of 4 years, the beneficiaries shall then be bound by no retention period;
5. Decided that the shares may become vested before the term of the period of acquisition in the event that the beneficiaries become invalid and that such invalidity correspond to the second or third category set forth under Article L.341-4 of the Social security Code and that the shares will immediately become freely transferable;
6. Authorized the Management Board to carry out, as the case may be, during the vesting period, adjustments relating to the numbers of free shares granted on the basis of the potential transactions affecting the share capital of the Company in order to maintain the rights of the beneficiaries;
7. In the event of free shares being issued, authorized the Management Board to carry out one or several increase(s) in the share capital by capitalization of reserves, profits or issuance premiums reserved for the beneficiaries of such free shares and acknowledged that this authorization includes the related waiver of the shareholders' preferential subscription rights with respect to such shares and to the portion of the reserves, profits and issuance premiums thus capitalized, to the benefit of the beneficiaries; the Management Board has been granted a delegation of authority in respect of this transaction in accordance with article L.225-129-2 of the French commercial code;
8. Decided that the Management Board will have full powers, with the option to delegate such powers to any duly empowered person to the full extent permitted by law, to perform this delegation of authority, inter alia for the purposes of:
  - determining whether the free shares shall be newly-issued shares or existing shares;
  - determining the beneficiaries and the number of free shares granted to each of them;
  - Setting the dates on which free shares shall be allocated, in the conditions and limits of applicable law;
  - deciding upon the other terms and conditions of the allocation of shares, particularly the period of acquisition and the period of retention of the shares thus allocated, in rules for the allocation of free shares;
  - deciding upon the conditions under which the number of free shares to be allocated shall be adjusted, in accordance with applicable provisions of the law and the by-laws;
  - more generally, entering into any agreements, executing any documents, acknowledging the share capital increases resulting from definitive allocations, changing the by-laws accordingly, and carrying out any formality or declaration with any organization;
9. Decided that this authorization is granted for a term of 26 months as of the date of this shareholders' meeting.



10. Decided that this authorization shall cancel and supersede any previous authorizations having the same purpose, as regards the unused portion of these authorizations.

### Twenty-eighth resolution

#### **(Delegation of powers to be granted to the Management Board to decide to issue ordinary shares and/or securities conferring access to the share capital of the Company within the limit of 10% of the share capital, in consideration for contributions in kind granted to the Company)**

The shareholders' meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings,

Having reviewed the report of the Management Board and the statutory auditor's special report and deciding in accordance with the provisions of articles L.225-129 et seq. and L.225-147 §6 of the French commercial code:

1. Delegated its authority to the Management Board, when the provisions of article L.225-148 of the French commercial code are not applicable, subject to the prior authorization of the Supervisory Board and in accordance with the provisions of the by-laws, with the option to delegate such powers to any duly empowered person in accordance with the law, to decide, based on the report of the valuing auditor(s) (commissaire(s) aux apports) referred to in §2 of article L.225-147 referred to above, upon the issuance of ordinary shares and/or securities conferring access by any means, immediately or in the future, to shares, existing or to be issued, of the Company as a consideration for the contributions in kind granted to the Company and consisting of shares or securities conferring access to the share capital;
2. Decided that the limit of the global nominal amount of the share capital increase(s) that may be carried out, immediately or in the future, pursuant to this delegation may not exceed 10% of the share capital of the Company appraised as at the date of the decision of the Management Board, it being specified that:
  - this limit shall be deducted from the overall limit determined in the twenty-first resolution of this shareholders' meeting;
  - this limit does not include the nominal amount of the additional shares to be issued in order to maintain the rights of the holders of securities conferring access to the share capital of the Company, in accordance with the legal and regulatory provisions and with any applicable contractual provisions providing for other cases of adjustment;
3. Acknowledged that this delegation of powers implies a waiver by the shareholders of their preferential subscription right for the ordinary shares of the Company to which the securities that may be issued pursuant to this delegation may give right;
4. Decided that the Management Board will have full powers, with the option to delegate such powers to any

duly empowered person to the full extent permitted by law, to perform this delegation of authority, inter alia for the purposes of:

- approving the report of the valuing auditor(s) (commissaire(s) aux apports) referred to in §2 of article L.225-147 of the French commercial code,
  - determining the number of shares to be issued in consideration of the contributions as well as the dividend entitlement date of the shares to be issued,
  - deducting, if applicable and if it deems appropriate, from the relevant premiums, the fees and expenses resulting from the issues and charge against such amounts the amounts necessary to increase the legal reserve to one tenth of the new share capital,
  - acknowledging the final completion of the share capital increases carried out pursuant to this delegation of powers, amending the by laws accordingly, carrying out any formalities and declarations and applying for any necessary authorizations for the completion of such contributions;
5. Decided that this delegation of powers is granted for a term of 26 months as from the date of this shareholders' meeting;
  6. Decided that this delegation of powers shall cancel and supersede any previous delegation of powers having the same purpose, as regards the unused portion of these delegations.

### Twenty-ninth resolution

#### **(Delegation of authority to be granted to the Management Board to increase the share capital by issue of ordinary shares and/or securities conferring access to the share capital of the Company, in consideration for contributions of shares granted to the Company in the scope of a public exchange offer)**

The shareholders' meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings,

Having reviewed the report of the Management Board and the statutory auditor's special report, and deciding in accordance with articles L.225-129 et seq., L.225-148 and L.228-92 of the French commercial code,

1. Delegated its authority to the Management Board, subject to the prior authorization of the Supervisory Board and in accordance with the provisions of the by-laws, with the option to delegate such powers to any duly empowered person in accordance with the law, to decide upon the issuance of ordinary shares and/or securities conferring access by any means, immediately or in the future, to shares, existing or to be issued, of the Company in consideration for contributions of securities granted to the Company in the scope of a public exchange offer for securities of another company listed on a regulated market as defined in article L.225-148 of the French commercial code;

2. Acknowledged that this delegation of authority implies, in accordance with the provisions of article L.225-132 of the French commercial code, the waiver by the Shareholders of their preferential subscription rights with respect to the shares issued in respect of the securities issued pursuant to this delegation of authority;
3. Decided that the limit of the maximum nominal amount of the share capital increases to be carried out, immediately or in the future, pursuant to this delegation shall be €250 million, it being specified that:
  - this amount shall be deducted from the overall limit determined by the twenty-first resolution of this shareholders' meeting; and
  - that it was determined without taking into account the nominal amount of the shares of the Company that may be issued, as the case may be, pursuant to the adjustments carried out in accordance with the legal and regulatory provisions and, if applicable, to any applicable contractual provisions aimed at maintaining the rights of the holders of securities conferring access to shares of the Company;
4. Decided that the Management Board shall have full powers, in accordance with the provisions of the by-laws, with the option to delegate such powers to any duly empowered person in accordance with the law, to perform this delegation of authority, inter alia for the purposes of:
  - determining the exchange ratios and, if required, the amount of the cash bonus to be paid;
  - recording the number of securities tendered for exchange;
  - determining the dates and terms of issue, in particular the price and dividend entitlement date, even if retroactive, of the new shares or, where applicable, of securities conferring access, immediately and/or in the future, to shares of the Company;
  - recording the difference between the issue price of new shares and their par value, as a liability item under "Share premium account" in the balance sheet, with rights for all shareholders;
  - charging, as applicable, all costs and fees incurred as a result of the authorized transaction against such "Share premium account" in the balance sheet;
  - in general, taking all useful measures and entering into all agreements for the proper performance of the authorized transaction, acknowledging the resulting capital increase(s) and amending the by-laws accordingly;
5. Decided that this delegation of authority be granted for a period of 26 months, as from the date of this shareholders' meeting;
6. Decided that this delegation of powers shall cancel and supersede any previous delegation of powers having the same purpose, as regards the unused portion of these delegations.

## Thirtieth resolution

### **(Delegation of authority to be granted to the Management Board to decide to increase the share capital by incorporation of premiums, reserves, profits or other items that may be capitalized)**

The shareholders' meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings,

Having reviewed the report of the Management Board and deciding in accordance with the provisions of articles L.225-129 et seq. and L.225-130 of the French commercial code,

1. Delegated to the Management Board, subject to the prior authorization of the Supervisory Board and in accordance with the provisions of the by-laws, with the option to subdelegate such powers to any duly empowered person to the full extent permitted by law, the authority to take decisions to make one or several increases to the share capital, in proportion to and at such times as it deems appropriate by successive or simultaneous incorporation of reserves, profits, issuance, contribution or merger premiums, or any other item that may be capitalized, in the form of an allocation of free shares and/or an increase in the nominal value of existing shares;
2. Decided that the nominal amount of the share capital increase that may be carried out pursuant to this delegation may not exceed €200 million, it being specified that:
  - this limit may be complemented, as the case may be, by the additional amount of the ordinary shares to be issued in order to maintain the rights of the holders of securities conferring access to the share capital of the Company, in accordance with the law and with any applicable contractual provisions providing for other cases of adjustment,
  - the nominal amount of the share capital increases which may be carried out pursuant to this resolution will not be deducted from the global limit determined by the twenty-first resolution of this shareholders' meeting;
3. Decided that in the event of a share capital increase in the form of an allocation of free shares and in accordance with the provisions of article L.225-130 of the French commercial code, the Management Board may decide that the allocation rights on fractional shares will not be tradable and that the corresponding shares will be sold, with the proceeds of the sale being allocated to the holders of such rights in accordance with legal and regulatory requirements;
4. Decided that the Management Board shall have full powers, with the option to delegate such powers to any duly empowered person in accordance with the law, to perform this delegation of authority, inter alia for the purposes of:

- determining the amount and nature of the amounts to be capitalized,
  - determining the number of new shares to be issued and/or the nominal amount by which the amount of existing shares shall be increased, the date, including a retroactive date, as of which the new shares shall be entitled to dividend rights or the effective date of the increase in the nominal value of the shares;
  - acknowledging the completion of each share capital increase and in general, taking any action and carrying out any required formalities for the proper performance of each share capital increase and amending the by-laws accordingly;
5. Decided that this delegation of authority be granted for a period of 26 months, as from the date of this shareholders' meeting;
  6. Decided that this delegation of powers shall cancel and supersede any previous delegation of powers having the same purpose, as regards the unused portion of these delegations.

### Thirty-first resolution

#### **(Modification of Article 19.2 of the Company's by-laws relative to the term and renewal of duties of members of the Supervisory Board)**

The shareholders' meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings,

Having reviewed the report of the Management Board:

1. Decided to modify the term for members of the Supervisory Board lowering it from 5 years at most to 4 years at most, it being specified that the duties of the members of the Supervisory Board currently in office whose term was set at 5 years shall continue until their initial expiry date;
2. Resolved that the Supervisory Board shall be renewed in quarters, rounded to the higher whole number every year so that it is fully renewed every four years. The order of early termination of the terms of office shall be determined by the unanimous decision of the members of the Supervisory Board present or represented or, if unanimity is unable to be reached, by drawing lots. The term of office of the persons so designated will expire on the date determined by the unanimous decision of the Supervisory Board or determined by the Chairman before the draw. The renewal of Supervisory Board members shall then be carried out in the order of length of service;
3. As a result, decided to replace Article 19.2 of the Company's by-laws by the following text:

*"2. They are appointed for a term of four years. As an exception to the foregoing, the duties of the members of the Supervisory Board currently in office whose term was set at 5 years shall continue until their initial expiry date.*

*The term of office of a Supervisory Board member expires at the end of the ordinary shareholders' meeting convened to approve the financial statements for the previous financial year and held during the year in which the term of office of such member expires.*

*The Supervisory Board shall be renewed in quarters, rounded to the higher whole number every year so that it is fully renewed every four years. The order of early termination of the terms of office shall be determined by the unanimous decision of the members of the Supervisory Board present or represented or, if unanimity is unable to be reached, by drawing lots. The term of office of the persons so designated will expire on the date determined by the unanimous decision of the Supervisory Board or determined by the Chairman before the draw. The renewal of Supervisory Board members shall then be carried out in the order of length of service.*

*Supervisory Board members may be re-elected.*

*They may be dismissed at any time by the ordinary shareholders' meeting.*

*No individual exceeding the age of 70 may be appointed as member of the Supervisory Board if such appointment raises the number of Supervisory Board members who are over this age to more than one-third."*

### Thirty-second resolution

#### **(Modification of Article 20 of the Company's by-laws relative to the shares held by the members of the Supervisory Board)**

The shareholders' meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings,

Having reviewed the report of the Management Board:

1. Decided to remove the obligation of the members of the Supervisory Board to hold one share of the Company;
2. As a result, decided to replace Article 20 of the Company's by-laws by the following text:

*"ARTICLE 20 – SHARES OF THE MEMBERS OF THE SUPERVISORY BOARD*

*The members of the Supervisory Board are not obliged to hold any share(s) of the Company."*

### Thirty-third resolution

#### **(Powers to carry out legal formalities)**

The shareholders' meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, conferred full powers to bearers of an original, of copies or extracts of these minutes in order to carry out any publication, filing and other necessary formalities.

# Simplified annual report on May 20, 2010

Rexel's performance in 2009 was shaped by a very difficult business environment, which had already gradually impacted our end-customers in the residential, industrial and commercial markets in 2008. On an organic basis, sales began to decline in the fourth quarter of 2008, losing 6.8% at constant selling days, and continued to weaken in the first half of 2009, falling 15.4% in the first quarter and 20.2% in the second. They then began to stabilize in the third quarter (down 19.4%), before showing an improvement in the final three months (down 13.7%), although this was primarily due to the prior-year base of comparison. Over the full year, sales declined by 17.2% at constant scope of consolidation, exchange rates and number of selling days, to stand at €11.3 billion. Despite this environment, management nevertheless believes that Rexel gained new market share in a large number of strategic countries, of which the most significant were France, the United Kingdom and Germany in Europe, Canada and Australia.

In response to the slowdown, major cost-reduction programs were introduced in fourth-quarter 2008 and constantly adjusted throughout 2009 to keep them aligned with the changing business environment. Over the full year, for example, selling and administrative costs were reduced by 11%, to €2,300 million from €2,585 million in 2008.

The improvement in gross margin (to 24.3% from 24.1% in 2008), combined with the rising impact of the selling and administrative cost-reduction program over the year, drove steady, sequential gains in adjusted EBITA margin, from 3.0% in the first quarter to 3.6% in the second, 4.4% in the third and 4.9% in the fourth. For the full year, adjusted EBITA margin stood at 4.0%, compared with 5.3% in 2008. This 130 basis-point decrease, which was 8 basis points per every 100 basis-point decline in sales, represented a satisfactory performance, notably in comparison with the previous recession in 2001-2002, and one that attests to the adaptability and resistance of the Rexel business model.

After other income and expense (notably €115 million in restructuring expense generated by the cost-reduction programs), operating income stood at €316 million for the year, versus €553 million in 2008. After €209 million in net finance costs (€210 million in 2008) and €32 million in income tax expense (€112 million in 2008), net income

attributable to equity holders of the parent came to €81 million, compared with €231 million in 2008.

In another highlight of 2009, your Company considerably strengthened its balance sheet and improved its financial flexibility, by significantly reducing net debt during the year and renegotiating the main lines of credit.

Free cash flow before interest and tax rose by 11% to €880 million, led by disciplined working capital management and a more selective capital expenditure strategy, which offset the impact of lower sales on operating income and the restructuring expense generated by the cost-reduction programs. This robust cash flow enabled your Company to reduce net debt by €531 million over the year, to €2,401 million from €2,932 million at December 31, 2008.

After negotiating with its main lenders to amend certain terms and conditions of the Senior Credit Agreement in July 2009, Rexel refinanced the Agreement in December 2009 and January 2010 by issuing €650 million in Senior Unsecured Notes (maturing in 2016) and setting up a new €1.7 billion Senior Credit Agreement (maturing in 2014). Also in December 2009, the US securitization program was extended by two years, until December 2014. Together, these transactions have strengthened your Company's balance sheet by extending debt maturity, optimizing cash holdings and increasing financial flexibility.

As of December 31, 2009, Rexel had 28,688 employees and the sales network comprised 2,269 branches.

When the 2009 annual results were released last February 11, management indicated that, in a business environment that will remain challenging, 2010 is expected to see:

- A low single-digit drop in sales at constant scope of consolidation, exchange rates and number of selling days (after the 17.2% decrease in 2009).
- An improvement in adjusted EBITA margin from the 4.0% reported in 2009.
- Free cash flow before interest and tax of around €400 million.

1. Based on constant scope of consolidation and exchange rates, excluding the non-recurrent impact of copper cable prices.

# Report of the Management Board to the ordinary and extraordinary Shareholders' Meeting held on May 20, 2010

To the Shareholders,

An ordinary and extraordinary meeting of the shareholders of Rexel, a French société anonyme with a Management Board and a Supervisory Board with share capital of €1,291,178,380, having its registered office at 189-193, boulevard Maiesherbes – 75017 Paris (the “Company”) has been convened by the Management Board for May 20, 2010 at 10:30 a.m. at Salons Eurosites George V,

located at 28, Avenue George V, 75008 Paris, in order to decide upon the draft resolutions presented below (the “Shareholders' meeting”).

In this report, we present you with the motives behind each of the resolutions being put to a vote at the Shareholders' meeting.

## 1. 1. RESOLUTIONS TO BE SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING

### 1.1. Approval of the annual and consolidated financial statements (first and second resolutions)

In the first and second resolutions, we submit for your approval the annual and consolidated financial statements for the Company for the financial year ended December 31, 2009 as approved by the Management Board.

The annual financial statements show a profit of €88,487,825.46.

The consolidated financial statements show a profit of €81 million.

### 1.2. Allocation of earnings (third resolution)

Subject to the annual and consolidated financial statements being approved by the shareholders as presented by the Management Board, we submit for your approval the third resolution, the following allocation of earnings for the financial year ended December 31, 2009:

#### Origin of the income to be allocated

– profit from the financial year €88,487,825.46

#### Allocation of profit

– 5% to the statutory reserve €4,424,391.27

– the balance,  
to the carry forward account €84,063,434.19

**Total €88,487,825.46**

The profit for the financial year shall thus be divided up between the statutory reserve and the carry forward account. There will be no dividend distribution.

In the three last financial years, the following net dividend payments were made per share:

2008	2007	2006
Not applicable	€0.37	Not applicable

### 1.3. Sumptuary costs and expenses (fourth resolution)

In accordance with the provisions of article 223 quater of the French general tax code, the amount of costs and expenses referred to in article 39-4 of the French general tax code, that are not deductible from the results, for the financial year ended December 31, 2009 is subject to the approval of the shareholders.

There were no costs and expenses referred in article 39-4 of the French general tax code for the financial year ended December 31, 2009.

In addition, Rexel assumed no cost and expense referred to in article 223 quinquies of the French general tax code.

### 1.4. Related-party agreements (fifth to tenth resolutions)

The fifth, sixth, seventh, eighth, ninth and tenth resolutions concern the shareholders' approval of related-party agreements as referred to in articles L.225-86 et seq. of



the French Commercial Code, meaning the related party agreements that were authorized by the Supervisory Board prior to their conclusion in the course of the financial year ended December 31, 2009.

In accordance with the provisions of article L.225-88 of the French Commercial Code, the agreements described below were the subject of a report by the statutory auditors of the Company and must be submitted for approval at the ordinary shareholders' meeting of the Company:

- An agreement for a defined benefit retirement plan effective as of July 1, 2009 authorized by the Supervisory Board on March 30, 2009;
- Amendment No.2 to the senior credit agreement entered into on December 19, 2007 and modified on September 22, 2008, with the aim of including the modification of leverage ratio limits for test dates as of December 31, 2009, the authorization to merge Rexel Distribution and Kelium and the authorization to finance certain acquisitions by the setting up of a temporary bank loan. This agreement was authorized by the Supervisory Board on July 30, 2009 and is no longer in application as from December 21, 2009;
- A senior credit agreement in the amount of €1.7 billion entered into on December 17, 2009 between Rexel firstly, Bank of America Securities Limited, BNP Paribas, Calyon, Crédit Industriel et Commercial, HSBC France, ING Belgium SA, Natixis, The Royal Bank of Scotland plc, Société Générale Corporate and Investment Banking as "Lenders" secondly, and Calyon as "Facilities Agent" thirdly. Rexel Développement S.A.S., Rexel Distribution, Rexel France, Hagemeyer Deutschland GmbH & Co. KG, Rexel Belgium SA, Elektro-Material A.G., Hagemeyer Nederland B.V. (which became Rexel Nederland B.V.) Elektroskandia Norge AS, Elektroskandia Suomi Oy, Svenska Elgrossist AB Selga, International Electric Supply Corp., Rexel, Inc., General Supply & Services Inc. and Rexel North America, Inc. acceded to this senior credit agreement on December 21, 2009 as guarantors by way of acts of accession dated December 21, 2009. This agreement was authorized by the Supervisory Board during its December 2, 2009 and December 10, 2009 meetings.
- An agreement entitled "Purchase Agreement" entered into on December 11, 2009 between Rexel on the one hand, and Calyon, the Royal Bank of Scotland plc, Merrill Lynch International, BNP Paribas, HSBC Bank plc, Natixis, Crédit Industriel et Commercial (CIC), ING Bank N.V., London Branch, Société Générale and Bayerische Landesbank (the "**Banks**") on the other hand. Rexel Développement S.A.S., Rexel Distribution, Rexel France, Hagemeyer Deutschland GmbH & Co. KG, Rexel Belgium SA, Elektro-Material A.G., Hagemeyer Nederland B.V. (which became Rexel Nederland B.V.) Elektroskandia Norge AS, Elektroskandia Suomi Oy, Svenska Elgrossist AB Selga, International Electric

Supply Corp., Rexel, Inc., General Supply & Services Inc. and Rexel North America, Inc. acceded to this agreement on December 21, 2009. This agreement was entered into in the context of the issuance by the Company of notes in the amount of €575 million represented by senior unsecured notes with an interest rate of 8.25% and maturing on December 15, 2016. It stipulates the conditions in which the Company has committed to issue and the Banks have committed to acquire such notes. This agreement was authorized by the Supervisory Board during its December 2, 2009 and December 10, 2009 meetings;

- A contract entitled "Agency Agreement" entered into on December 21, 2009 between Rexel, Rexel Développement S.A.S., Rexel Distribution, Rexel France, Hagemeyer Deutschland GmbH & Co. KG, Rexel Belgium SA, Elektro-Material A.G., Hagemeyer Nederland B.V. (which became Rexel Nederland B.V.) Elektroskandia Norge AS, Elektroskandia Suomi Oy, Svenska Elgrossist AB Selga, International Electric Supply Corp., Rexel, Inc., General Supply & Services Inc., Rexel North America, Inc., BNP Paribas Trust Corporation UK Limited and CACEIS Bank Luxembourg. This agreement was entered into in the context of the issuance by the Company of notes in the amount of €575 million represented by senior unsecured notes with an interest rate of 8.25% and maturing on December 15, 2016. It stipulates the conditions in which CACEIS Bank Luxembourg has committed to act as "Registrar" and "Paying Agent" in the context of the issuance of such notes. This agreement was authorized by the Supervisory Board during its December 2, 2009 and December 10, 2009 meetings; and
- An agreement entitled "Trust Deed" entered into on December 21, 2009 between Rexel, Rexel Développement S.A.S., Rexel Distribution, Rexel France, Hagemeyer Deutschland GmbH & Co. KG, Rexel Belgium SA, Elektro-Material A.G., Hagemeyer Nederland B.V. (which became Rexel Nederland B.V.) Elektroskandia Norge AS, Elektroskandia Suomi Oy, Svenska Elgrossist AB Selga, International Electric Supply Corp., Rexel, Inc., General Supply & Services Inc., Rexel North America, Inc., Compagnie de Distribution de Matériel Electrique B.V., Finelec Développement SA and BNP Paribas Trust Corporation UK Limited. This agreement was entered into in the context of the issuance by the Company of notes in the amount of €575 million represented by senior unsecured notes with an interest rate of 8.25% and maturing on December 15, 2016. It stipulates the conditions in which BNP Paribas Trust Corporation has committed to act as "Trustee" in the context of the issuance of such notes. This agreement was authorized by the Supervisory Board during its December 2, 2009 and December 10, 2009 meetings.

We submit these agreements for your approval.

### 1.5. Approval of the performance criteria relative to the deferred compensation of Michel Favre (eleventh resolution)

The eleventh resolution concerns setting the compensation of Michel Favre as a Member of the Management Board.

Under the provisions of article L.225-90-1 of the French Commercial Code, the Supervisory Board must set the performance conditions associated with the deferred compensation of members of the Management Board, upon the proposal of the Compensation Committee; these conditions must then be approved by the Shareholders' meeting of the Company.

Michel Favre's employment contract with Rexel Développement S.A.S. was suspended on May 20, 2009.

In the event that his corporate duties within the Company should end, Michel Favre's employment agreement with Rexel Développement S.A.S. would re-enter into effect subject to compensation conditions equivalent to those from which he benefits as a corporate officer.

The employment agreement of Michel Favre provides, in the event of the termination of the employment agreement at the option of the employer following the end of the duties as a corporate officer, for whatever reason and except in case of gross negligence (*faute grave*) or wilful misconduct (*faute lourde*) or compulsory retirement leave, that Michel Favre will benefit from a gross contractual severance indemnity equal to 18 months of his monthly reference compensation.

The monthly reference compensation is defined as the gross annual compensation applicable in the month prior to the effective redundancy date, plus the gross average of the last two bonus payments received with the exception of any exceptional bonus, divided by 12 months. The monthly reference compensation includes any potential compensation received as an executive in the course of this period.

This contractual indemnity is deemed to include the statutory severance indemnity (*indemnité de licenciement légale*) or severance indemnity pursuant to the collective bargaining agreement (*indemnité conventionnelle de licenciement*) due, if any, as well as the compensating indemnity for honoring the non-compete clause. It shall not apply in the event of a retirement leave or compulsory retirement leave. In these hypothesis, only the severance indemnity pursuant to the collective bargaining agreement will be due and, as the case may be, the compensating indemnity for honoring the non-compete clause.

Under these same circumstances, Michel Favre would also benefit from compensation in lieu of notice equal to 8 months of the last paid compensation, in his capacity as officer or as employee of the company, whichever the highest.

Pursuant to the provisions of article L.225-90-1 of the French Commercial Code, upon the approval by

the Supervisory Board on May 20, 2009, and subject to approval at the next Shareholders' Meeting, such contractual indemnities in lieu of notice and for termination of the employment agreement are subject to the following performance criteria:

- the payment of 50% of the contractual indemnities in lieu of notice and for termination of the employment agreement will be dependent on the level of EBITDA (operating result before depreciation and amortization) of the Group. This payment will be 100% if the level of EBITDA, calculated on the basis of the Company's consolidated audited financial statements for the last financial year preceding the date of termination of the employment contract (the reference period), reaches a minimum of 60% of the amount budgeted for such period. If, during the reference period, the Company's economic and financial situation and/or the economic and financial conditions of the market deteriorate, this level may be reviewed by the Supervisory Board, upon the proposal of the Compensation Committee, and submitted for approval to the annual shareholders' meeting in order to ensure coherence of the objective with the difficulty of its implementation;
- the payment of 35% of the contractual indemnities in lieu of notice and for termination of the employment agreement will be dependent on the level of ATWC (average trade operating working capital) of the Group. This payment will be 100% if the level of ATWC, calculated on the basis of the Company's consolidated audited financial statements for the last financial period preceding the date of termination of the employment contract (the reference period), reaches a minimum of 125% of the performance budgeted for such period. If, during the reference period, the Company's economic and financial situation and/or the economic and financial conditions of the market deteriorate, this level may be reviewed by the Supervisory Board, upon the proposal of the Compensation Committee, and submitted for approval to the annual shareholders' meeting in order to ensure coherence of the objective with the difficulty of its implementation; and
- the payment of 15% of the contractual indemnities in lieu of notice and for termination of the employment agreement will be dependent on the level of ROCE (return on capital employed) of the Group. This payment will be 100% if the level of ROCE, calculated on the basis of the Company's consolidated audited financial statements for the last financial period preceding the date of termination of the employment contract (the reference period), reaches a minimum of 75% of the performance budgeted for such period. If, during the reference period, the Company's economic and financial situation and/or the economic and financial conditions of the market deteriorate, this level may be reviewed by the Supervisory Board, upon the proposal of the Compensation Committee, and submitted for approval to the annual shareholders' meeting in order to ensure coherence of the objective with the difficulty of its implementation.

These indemnities will only be paid after a decision of the Supervisory Board acknowledging the fulfillment of these conditions.

In addition, a non-competition clause is stipulated in Michel Favre's suspended employment contract. This non-competition prohibition is for a period of 12 months from the date of the termination of the employment contract. As consideration, the monthly non-competition payment is equal to one twelfth of his gross fixed annual compensation.

Accordingly, we submit for your approval the above performance criteria relative to the deferred compensation of Michel Favre.

### **1.6. Approval of the co-option of Manfred Kindle as member of the Supervisory Board (twelfth resolution)**

The twelfth resolution submits to the approval of the shareholders the approval of the co-option of Manfred Kindle as a member of the Supervisory Board following the resignation of Joseph L. Rice III from such position. This co-option was approved by the Supervisory Board on December 2, 2009.

Manfred Kindle is a graduate of the Swiss Federal Institute of Technology (ETH) of Zurich, from which he holds an engineering master degree. He worked for Hilti AG in Liechtenstein from 1984 to 1986, then he obtained an MBA at Northwestern University in Evanston, Illinois. Between 1988 and 1992, he worked as a consultant with McKinsey & Company in New York and Zurich. He then joined Sulzer AG in Switzerland, where he held several management positions. In 1999, he was appointed CEO of Sulzer In and in 2001, CEO of Sulzer AG, of which he has also been a director. After joining ABB in 2004, Manfred Kindle was appointed as CEO of ABB Group and held these duties until February 2008. He then became a partner of Clayton, Dubilier & Rice, a private equity firm based in New York and London. In the scope of his duties as partner of this firm, Manfred Kindle holds the duties of President of Exova Ltd., as well as director of Rexel. He is also a member of the Board of Directors Zurich Financial Services, VZ Holding AG and of Stadler Rail AG.

### **1.7. Renewal of the term of office of Patrick Sayer as member of the Supervisory Board (thirteenth resolution)**

Patrick Sayer, Vice President and member of the Supervisory Board, and Guido Padovano have decided to resign from their duties as members of the Supervisory Board effective as of the end of the shareholders' meeting.

This resignation aims at allowing for a gradual renewal of the terms of office of the members of the Supervisory

Board in an effective manner and to anticipate the implementation of the mechanism to be submitted to the approval of the shareholders in connection with the thirty-first resolution.

Therefore, the thirteenth resolution submits to the approval of the shareholders the renewal of the term of office of Patrick Sayer as member of the Supervisory Board.

This renewal would be granted for a term of four years, i.e., until the shareholders' meeting convened to approve the financial statements of the financial year ending December 31, 2013, to be held in 2014, subject to the condition precedent of the adoption of the thirty-first resolution in relation to the amendment of article 19.2 of the by-laws of the Company (term and renewal of the duties of the members of the Supervisory Board).

Should the thirty-first resolution not be approved by the shareholders of the Company, the renewal of the term of office as member of the Supervisory Board of Patrick Sayer would be effective, in accordance with the current provisions of the by-laws, for a term of five years, i.e., until the shareholders' meeting convened to approve the financial statements of the financial year ending December 31, 2014, to be held in 2015.

Patrick Sayer is also Chairman of the Management Board of Eurazeo, one of the leading European public investment firms. Previously, he was a General Partner of Lazard Frères & Cie in Paris, and Managing Director of Lazard Frères & Co in New York. He participated in the creation of Fonds Partenaires, in which he participated from 1989 until 1993. He later helped to redefine the investment strategy of Gaz et Eaux, which became Eurazeo. Patrick Sayer is a director or member of the supervisory boards of a number of companies, including Accor, ANF, Apcoa, Elis, Euraleo, Europcar, Gruppo Banca Leonardo and Paris Saint-Germain (PSG). He is also member of the streaming committee of France Investissement. He is a graduate of Ecole Polytechnique and Ecole des Mines de Paris, as well as of Centre de Formation des Analystes Financiers.

### **1.8. Appointment of Amaury Hendrickx as member of the Supervisory Board (fourteenth resolution)**

Guido Padovano, member of the Supervisory Board, and Patrick Sayer, have decided to resign from their duties as members of the Supervisory Board effective as of the end of the shareholders' meeting.

This resignation aims at allowing for a gradual renewal of the terms of office of the members of the Supervisory Board in an effective manner and to anticipate the implementation of the mechanism to be submitted to the approval of the shareholders in connection with the thirty-first resolution.

Therefore, the fourteenth resolution submits to the approval of the shareholders the appointment of Amaury Hendrickx

as member of the Supervisory Board in replacement for Guido Padovano.

This appointment would be carried out for a term of four years, i.e., until the shareholders' meeting convened to approve the financial statements of the financial year ending December 31, 2013, to be held in 2014, subject to the condition precedent of the adoption of the thirty-first resolution in relation to the amendment of article 19.2 of the by-laws of the Company (term and renewal of the duties of the members of the Supervisory Board).

Should the thirty-first resolution not be approved by the shareholders of the Company, the appointment of Amaury Hendrickx as member of the Supervisory Board would be effective, in accordance with the current provisions of the by-laws, for a term of five years, i.e., until the shareholders' meeting convened to approve the financial statements of the financial year ending December 31, 2014, to be held in 2015.

Amaury Hendrickx was born on December 7, 1971, is a Belgian national and resides at Flat 5, 78 Elm Park Road, London SW3 6AU, United Kingdom.

Amaury Hendrickx joined Merrill Lynch in 2004 and is a Director of Merrill Lynch Global Private Equity. Prior to joining Merrill Lynch, Amaury Hendrickx worked at Alpinvest Partners focusing on private equity transactions in the Benelux countries and Germany and participated in a number of investments, including Taminco and Krauthammer. Previously, Amaury Hendrickx co-founded a financial software company and spent three years in the investment banking division of Bankers Trust/Deutsche Bank in London. Amaury Hendrickx holds a business degree from the KUL University of Belgium and an MBA from the University of Chicago.

Amaury Hendrickx is, as of the date of this report, a director of Merrill Lynch Global Private Equity, a director of Ktesios, a director of ML Infrastructure Holdings Sarl and a member of the Management Board of Ray Investment.

Amaury Hendrickx has indicated that he accepted these duties by anticipation and that he meets the legal and regulatory conditions, as well as those laid down by the by-laws, for exercising such duties.

### **1.9. Renewal of the mandate of Ernst & Young Audit as statutory auditor (fifteenth resolution)**

The fifteenth resolution proposes

- to acknowledge that the mandate of Ernst & Young Audit as statutory auditor expires upon the approval by the shareholders of the financial statements for the financial year ended December 31, 2009, and
- to renew this mandate for a term of six financial years ending as of the approval by the shareholders' meeting of the financial statements for the financial year ending December 31, 2015 to be held in 2016.

### **1.10. Appointment of Auditex as alternate statutory auditor of the Company (sixteenth resolution)**

The sixteenth resolution proposes:

- to acknowledge that the mandate of Gabriel Galet as alternate statutory auditor expires upon the approval by the shareholders of the financial statements for the financial year ended December 31, 2009, and
- to appoint Auditex, 11 allée de l'Arche, 92400 Courbevoie, as alternate statutory auditor for a term of six financial years ending as of the approval by the shareholders' meeting of the financial statements for the financial year ending December 31, 2015 to be held in 2016.

### **1.11. Acknowledgement and approval (seventeenth resolution)**

The seventeenth resolution proposes:

- to acknowledge and approve the management acts of the members of the Management Board during the financial year ended December 31, 2009, and
- to acknowledge and approve the duties carried out by the members of the Supervisory Board during the financial year ended December 31, 2009, as defined by the legal and regulatory provisions as well as by the by-laws.

### **1.12. Authorization to buy-back shares (eighteenth resolution)**

The ordinary and extraordinary shareholders' meeting of May 20, 2009 authorized the Management Board to carry out transactions on the Company's shares for a period of 18 months as of the date of such ordinary and extraordinary shareholders' meeting.

This authorization was implemented by the Management Board in the conditions described in its annual report. This authorization expires in 2010.

Accordingly, the eighteenth resolution proposes that the shareholders' meeting authorize the Management Board to repurchase shares of the Company within the limits set by the shareholders of the Company and in accordance with legal and regulatory provisions. Particularly, the authorization being considered to be granted to the Management Board consists of limitations relative to the maximum repurchase price (€20), the maximum amount for the implementation of the repurchase program (€200 million) and the amount of securities which may be repurchased (10% of the share capital of the Company on the date of the repurchases).

This authorization would be granted for a term of 18 months and would supersede the prior authorization granted to the Management Board to the extent that it was unused.

### 1.13. Powers (nineteenth resolution)

The nineteenth resolution concerns the powers of attorney to be granted in order to carry out formalities subsequent to the shareholders' meeting, particularly publication and filing formalities.

## 2. RESOLUTIONS TO BE SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING

### 2.1. Authorization allow the Management Board to carry out a share capital decrease by canceling shares (twentieth resolution)

We propose authorizing the Management Board to reduce the share capital by cancellation of all or part of the Company's shares acquired pursuant to any share repurchase plans authorized by the shareholders' meeting of the Company on this subject.

The share capital decreases with which the Management Board may proceed under this authorization shall be limited to 10% of the Company's share capital as of the date of the cancellation for a period of 24 months.

This authorization would be granted for a term of 18 months.

### 2.2. Financial delegations and authorizations (twenty-first to thirtieth resolutions)

The twenty-first to thirtieth resolutions concern delegations of authority and authorizations to be granted to the Management Board as concerns financial matters.

The shareholders' meeting regularly grants the Management Board with the authority necessary to proceed with the issuance of ordinary shares and/or securities, with upholding or cancellation of shareholders' preferential subscription right, in order to meet the financing needs of the Rexel group.

As such, the extraordinary shareholders' meeting of May 20, 2009 granted the Management Board with the delegations of authority and authorizations included as Exhibit 1 to this report of the Management Board, with it being specified that this table specifies the cases and conditions in which the Management Board used certain of these delegations and authorizations between May 20, 2009 and the date of this report.

Certain authorizations expire in the year 2010. As such, the Company may not have the delegations and authorities necessary in the event that the Company decides to proceed with one or several securities issuances.

Accordingly, the shareholders of the Company are being proposed with granting the Management Board

new delegations of authority and authorizations in order to ensure the Company the flexibility to proceed with securities issuances according to the market and the growth of the group, of which the Company is the parent company (the «Group»), and to quickly bring together the financial means necessary to the implementation of the growth strategy of the Group.

In the event of an issuance of securities, the Company intends to carry out transactions with the upholding of shareholders' preferential subscription right. Nevertheless, particular circumstances may justify the cancellation of the preferential subscription right of shareholders, in accordance with their interests. As such, the Company may seize opportunities which the market provides, especially considering the market's current state. The Company may also involve Group employees in the growth of the Group, including by way of a share capital increase reserved for such employees, or the allocation of free shares. The Company may also carry out the issuance of securities underlying the securities issued by the Company or the Group's subsidiaries. The cancellation of the preferential subscription right would also allow for the realization of public exchange offers or acquisitions paid entirely in equity. Finally, the issuance of securities may come to repay investments in kind of financial securities which may not be traded on a regulated market or its equivalent.

The draft resolutions being put to the vote of the shareholders' thus concern:

- **Twenty-first resolution:** a delegation of authority to be granted to the Management Board, subject to the prior authorization of the Supervisory Board, to carry out a share capital increase with the upholding of shareholders' preferential subscription right.

The transaction would thus be reserved for the Company's shareholders. It would consist of the issuance of ordinary shares and/or securities conferring access, immediately or in the future, to the share capital of the Company or to debt securities. The securities could be in the form of equity or debt securities. Access to the share capital of the Company would take place by the conversion or exchange of a security or by the presentation of a bond.

Share capital increases carried out under this delegation would not exceed the maximum nominal



amount of €800 million (or 160 million shares with a nominal value of €5). The issuance of debt securities would be limited to a maximum nominal amount of €800 million. These limits would be common with certain other delegations and/or authorizations described below.

The subscription price of shares and/or securities which may be issued in application of this delegation would be set by the Management Board, in accordance with the legal and regulatory provisions.

This delegation of authority would be granted for a term of 26 months.

- **Twenty-second resolution:** a delegation of authority to be granted to the Management Board, subject to the prior authorization of the Supervisory Board, to carry out a share capital increase with the cancellation of shareholders' preferential subscription right, by way of public offering, including by way of an offering including a public offering.

This transaction would be open to the public. It would consist of the issuance of ordinary shares and/or securities conferring access, immediately or in the future, to the share capital of the Company or to debt securities. The securities could be in the form of equity or debt securities. Access to the share capital of the Company would take place by the conversion or exchange of a security or by the presentation of a bond.

Share capital increases carried out under this delegation would not exceed the maximum nominal amount of €400 million (or 80 million shares with a nominal value of €5). The issuance of debt securities would be limited to a maximum nominal amount of €500 million. These limits would be deducted respectively from the limits set forth in the twenty-first resolution described in the preceding paragraph.

The issue price of the new shares issued in application of this delegation of authority would be at least equal to the minimum stipulated by the regulatory provisions applicable as of the issue date (at the date of this meeting, the average weighted share price of the company's shares over the last three trading days on the Euronext Paris market prior to the date of determination of such price, reduced, as the case may be, by the maximum discount of 5% in accordance with the provisions of articles L.225-136-1° and R.225-119 of the French commercial code).

In addition, the issue price of the securities conferring access to the share capital of the Company issued in application of this delegation of authority would be determined so that the amount immediately received by the Company, plus, as the case may be, any amount that may be received by the Company in the future, be at least equal, for each share issued as a result of the issue of such securities, to the issue price determined in the paragraph above.

This delegation of authority would be granted for a term of 26 months.

- **Twenty-third resolution:** in order to allow for a distinct vote by the shareholders in accordance with the guidelines of the Autorité des marchés financiers, a delegation of authority to be granted to the Management Board, subject to the prior authorization of the Supervisory Board, to carry out a share capital increase with the cancellation of shareholders' preferential subscription right, by way of an offering as defined in article L.411-2 II of the French Monetary and Financial code.

The transaction would thus be carried out by way of private placements with persons providing investment services consisting in portfolio management for third parties, qualified investors or a limited group of investors, to the extent that such investors are acting on their own behalf, in accordance with the provisions of article L.411-2 II of the French Monetary and Financial code. It would consist of the issuance of ordinary shares and/or securities conferring access, immediately or in the future, to the share capital of the Company or to debt securities. The securities could be in the form of equity or debt securities. Access to the share capital of the Company would take place by the conversion or exchange of a security or by the presentation of a bond.

Share capital increases carried out under this delegation would not exceed the maximum nominal amount of €400 million (or 80 million shares with a nominal value of €5). The issuance of debt securities would be limited to a maximum nominal amount of €500 million. These limits would be deducted respectively from the limits set forth in the twenty-first resolution described above.

In addition, the issuance of equity or debt securities carried out under the twenty-third resolution by way of private placement could not exceed the limits stipulated by the law applicable on the issue date. For information, as of the date of this report, issuances of equity securities carried out by way of an offer as defined in article L.411-2 II of the French Monetary and Financial code are limited to 20% of the share capital of the Company per year. Therefore, the maximum dilution that may result from the implementation of this delegation would be of 20% per 12-month period.

The issue price of the new shares issued in application of this delegation of authority would be at least equal to the minimum stipulated by the regulatory provisions applicable as of the issue date (at the date of this meeting, the average weighted share price of the company's shares over the last three trading days on the Euronext Paris market prior to the date of determination of such price, reduced, as the case may be, by the maximum discount of 5% in accordance with the provisions of articles L.225-136-1° and R.225-119 of the French commercial code).

In addition, the issue price of the securities conferring access to the share capital of the Company issued in application of this delegation of authority would be determined so that the amount immediately received by the Company, plus, as the case may be, any amount that may be received by the Company in the future, be at least equal, for each share issued as a result of the issue of such securities, to the issue price determined in the paragraph above.

This delegation of authority would be granted for a term of 26 months.

- **Twenty-fourth resolution:** a delegation of authority to the Management Board, subject to the prior authorization of the Supervisory Board in accordance with the provisions of the by-laws, to increase the amount of an initial issuance in application of the twenty-first, twenty-second and/or twenty-third resolutions above, carried out with the upholding or cancellation of shareholders' preferential subscription right, in the event of an oversubscription (the "**Supplemental Issue Option**").

This delegation of authority is intended to allow the Company to accommodate a potential oversubscription in the event of the issue of securities reserved for shareholders or realized by way of a public offering or an offering as defined in article L.411-2 II of the French Monetary and Financial code.

The transaction carried out in the context of this delegation could not exceed 15% of the initial issue and this limit would be subtracted from the limit applicable to the initial issue and the limit set by the twenty-first resolution.

The subscription price for shares or securities issued in application of the Supplemental Issue Option would correspond to the initial issue price, which would be decided upon in application of the twenty-first, twenty-second and/or twenty-third resolutions described above.

The Management Board could use this delegation of authority within the time limits stipulated by the law, or, as of the date of this report, for a period of 30 days from the end of the subscription period.

This delegation of authority would be granted for a term of 26 months.

- **Twenty-fifth resolution:** an authorization to be granted to the Management Board, subject to the prior authorization of the Supervisory Board in accordance with the provisions of the by-laws, to derogate to the conditions relating to the determination of the price set forth in the twenty-second and twenty-third resolutions relative to an issuance realized by way of public offering or of an offering as defined in article L.411-2 II of the French Monetary and Financial code, with cancellation of shareholders' preferential subscription right.

As such, the issue price for shares would be at least equal to the weighted average price of the Company's shares on the Euronext Paris market on the day preceding the date of issuance, less, as the case may be, a discount of up to 10%. For securities conferring access to the share capital of the Company, the issue price shall be determined so that the amount received immediately by the Company increased by, as the case may be, any amount which may be received subsequently by the Company, for each Company share issued as a result of the issuance of these securities, be at least equal to the amount referred to above.

The Management Board could use this means within the limit of 10% of the share capital per year.

The limit concerning this authorization itself would be subtracted from (i) the limit set forth in the twenty-second and twenty-third resolution depending on the case and (ii) the overall limit set forth in the twenty-first resolution.

This authorization would be granted for a term of 26 months.

- **Twenty-sixth resolution:** an authorization to be granted to the Management Board, subject to the prior authorization of the Supervisory Board in accordance with the provisions of the by-laws, to increase the share capital of the Company by the issuance of shares or securities conferring access, immediately or in the future, to the share capital of the Company with cancellation of the preferential subscription right, reserved for Group employees who are members of a company savings plan(s) (plan d'épargne d'entreprise) or group savings plan established by the Company and the French or foreign companies that are linked to the Company within the meaning of article L.225-180 of the French commercial code and of article L.3344-1 of the French labor code.

This authorization would be limited to 1.5% of the share capital of the Company and this limit would be subtracted from the limit set forth in the twenty-first resolution.

The subscription price(s) would be determined by the Management Board pursuant to articles L.3332-19 et seq. of the French labor code. As a result, concerning the securities that are already traded on a regulated market, the subscription price could not be greater than the average share price for the twenty trading days preceding the date of the decision setting the subscription period opening date. In addition, the subscription price could not be less than more than 20% of this average.

In addition, pursuant to the provisions of article L.3332-21 of the French labor code, that the Management Board may decide on the allocation of shares to be issued or existing, or of other securities conferring access to the share capital of the Company, issued or to be issued,

in respect of (i) the contribution (abondement) that may be paid pursuant to the regulations of the employee savings plan of the Company or of the Group and/or (ii) if applicable, the discount (décote).

This authorization would be granted for a term of 26 months.

- **Twenty-seventh resolution:** an authorization to be granted to the Management Board, subject to the prior authorization of the Supervisory Board in accordance with the provisions of the by-laws, to allocate free shares of the company to members of the staff or corporate officers of the Company or the Group, which may be existing shares or shares to be issued.

In previous years, the Company attempted to associate its employees with Group performance, especially by means of share capital increases reserved for employees, the allocation of stock subscription or purchase options or the allocation of free shares, in the conditions described in the Company's annual report for the financial year ended December 31, 2009 or in the special reports of the Management Board on stock subscription or purchase options and allocations of free shares. In order to permit the Company to follow this annual participation and association policy for the benefit of its employees and corporate officers, the Management Board requests that the shareholders authorize the granting of free shares of the Company.

In addition, the Company would like to be able to freely allocate shares to the employees who would subscribe to the share capital increases that would be reserved to them. The shares freely allocated would constitute an additional advantage for the employees who would participate in these transactions and would be different from the shares or other securities granting access to the share capital that may be freely allocated in respect of the contribution (abondement) and/or the discount (décote), as provided under article L.3332-21 of the French labor code.

In accordance with the provisions of articles L.225-129 et seq. and L.229-197-1 et seq. of the French Commercial Code, the Management could thus carry out, in one or several occurrences, the allocation of free existing and/or newly-issued shares of the Company to the salaried personnel members and/or the corporate officers of the Company and/or the companies or groups that are, directly or indirectly, linked to it under the conditions set forth in article L.225-197-2 of the French commercial code.

The number of free shares that may be allocated could not exceed 1.5% of the Company's share capital, calculated at the moment the Management Board makes its decision, with it being specified that this limit shall be subtracted from the limit set forth in the twenty-first resolution.

The Management Board would determine the terms of the allocation and, as the case may be, the eligibility

criteria for the allocation of the shares, and shall have the powers to allocate the shares subject to certain individual or collective performance criteria, particularly for free shares granted to eligible corporate officers.

The allocation of shares would become vested after a minimum period of acquisition of 2 years and the beneficiaries will be required to retain such shares for an additional minimum period of 2 years as from the final allocation of the shares. In addition, and notwithstanding the above, when the allocation of said shares to their beneficiaries will be vested after a minimum vesting period of 4 years, the beneficiaries shall then be bound by no retention period.

The shares may become vested before the term of the period of acquisition in the event that the beneficiaries become invalid and that such invalidity correspond to the second or third category set forth under Article L.341-4 of the Social security Code. The shares will immediately become freely transferable.

This authorization would be granted for a term of 26 months.

- **Twenty-eighth resolution:** a delegation of authority to be granted to the Management Board, subject to the prior authorization of the Supervisory Board in accordance with the provisions of the by-laws, to decide upon an increase in the share capital through the issuance of ordinary shares and securities conferring access to the share capital, immediately or in the future, of the Company in consideration for contributions in kind granted to the Company and consisting of equity securities or securities conferring access to the share capital.

The issuances carried out in the context of this delegation of authority could not exceed 10% of the share capital, evaluated as of the date of the decision of the Management Board. The limit for this resolution would be subtracted from the limit set forth in the twenty-first resolution.

The Management Board would have the power necessary to decide upon the valuation of contributions.

This delegation of authority would be granted for a term of 26 months.

- **Twenty-ninth resolution:** a delegation of authority to be granted to the Management Board, subject to the prior authorization of the Supervisory Board in accordance with the provisions of the by-laws, to increase the share capital by an issue of ordinary shares or securities conferring access to the share capital of the Company, in consideration for contributions of securities granted to the Company in the scope of a public exchange offer.

Share capital increases carried out under this delegation would not exceed the maximum nominal amount of €250 million (or 50 million shares with a nominal value of €5). The limit for this resolution would

be subtracted from the limit set forth in the twenty-first resolution.

The Management Board would have the power to determine the exchange ratios and, if required, the amount of the cash bonus to be paid.

This delegation of authority would be granted for a term of 26 months.

- **Thirtieth resolution:** a delegation of authority to be granted to the Management Board, subject to the prior authorization of the Supervisory Board in accordance with the provisions of the by-laws, to decide to increase the share capital by incorporation of premiums, reserves, profits or other items that may be capitalized.

Share capital increases carried out under this delegation would not exceed the maximum nominal amount of €200 million (or 40 million shares with a nominal value of €5). The limit for this resolution would be subtracted from the limit set forth in the twenty-first resolution.

The Management Board would have the power to determine the amount and nature of sums to be capitalized, determine the number of new shares to be issued and/or the nominal amount by which the existing shares of the Company will be increased.

This delegation of authority would be granted for a term of 26 months.

These delegations and authorizations would supersede prior delegations and authorizations granted to the Management Board to the extent these were not used.

### **2.3. Term of office and renewal for members of the Supervisory Board (thirty-first resolution)**

In order to allow the Company to comply with the corporate governance principles adopted by the AFEP and the MEDEF, which constitute the corporate governance framework of the Company, the thirty-first resolution seeks (i) to reduce the term of office of the members of the Supervisory Board from 5 years to 4 years, and (ii) to organize a gradual renewal of the terms of office of the members of the Supervisory Board.

#### **Reduction of the term of office of members of the Supervisory Board.**

Firstly, the thirty-first resolution seeks to reduce the term of office of the members of the Supervisory Board from 5 years to 4 years. Indeed, the corporate governance principles adopted by AFEP and MEDEF provide for a maximum term of office of four years.

Reducing the term of office of the members of the Supervisory Board in the articles of association would, in principle, apply immediately to current terms of office. Thus, current terms of office due to expire in 2012 would expire in

2011. To avoid such a consequence relative to the limitation of term limits in the articles of association, it is contemplated to stipulate expressly in the articles of association that this amendment is not applicable to the current terms of office at the date of the Shareholders' meeting.

#### **Renewal of the terms of office of members of the Supervisory Board.**

In order for the renewal of the terms of office of the members of the Supervisory Board to be carried out gradually (i.e., in order to avoid a group renewal of all terms of office of the members of the Supervisory Board), in accordance with the AFEP and MEDEF guidelines, the Company is considering the introduction of an interval between the expiry dates of the terms of office of the members of the Supervisory Board, and maintaining such interval through the renewal of the terms of office by order of length of service.

In such respect, it is proposed to the shareholders' meeting that former members be renewed for a term of four years (see thirteenth and fourteenth resolutions).

Furthermore, the by-laws would be amended in order to provide for a gradual renewal by one-fourths every years (so that the Supervisory Board be fully renewed every four years). Moreover, an early termination of certain of such terms of office would also be planned. The terms of office to expire prematurely would be deemed invalid and would be appointed by the unanimous decision of the Supervisory Board or, if the Supervisory Board is unable to achieve unanimity, by lot within the Supervisory Board.

This mechanism would allow discussion within the Board, for the establishment of a well-planned and consensual rotation, and based on the Board's work schedule.

As a consequence, Article 19.2 of the by-laws of the Company would be replaced by the following:

*"2. They are appointed for a term of four years. As an exception to the foregoing, the duties of the members of the Supervisory Board currently in office whose term was set at 5 years shall continue until their initial expiry date.*

*The term of office of a Supervisory Board member expires at the end of the ordinary shareholders' meeting convened to approve the financial statements for the previous financial year and held during the year in which the term of office of such member expires.*

*The Supervisory Board shall be renewed in quarters, rounded to the higher whole number every year so that it is fully renewed every four years. The order of early termination of the terms of office shall be determined by the unanimous decision of the members of the Supervisory Board present or represented or, if unanimity is unable to be reached, by drawing lots. The terms of office of the persons so appointed will expire on the date determined by the unanimous decision of the Supervisory Board or determined by the Chairman prior to the draw. The renewal of Supervisory Board members shall then be carried out in the order of length of service.*

*Supervisory Board members may be re-elected.*

*They may be dismissed at any time by the ordinary shareholders' meeting.*

*No individual exceeding the age of 70 may be appointed as member of the Supervisory Board if such appointment raises the number of Supervisory Board members who are over this age to more than one-third."*

### **2.4. Removal of the obligation of the members of the Supervisory Board to hold one share of the Company (thirty-second resolution)**

The thirty-second resolution aims at removing, in accordance with Article L.225-72 of the French commercial code, the obligation of the members of the Supervisory Board to hold at least one share of the Company.

As a consequence, Article 20 of the by-laws of the Company, which is currently drafted as follows:

*"Supervisory Board members shall each own at least 1 share in Rexel.*

*If, as of the date of their appointment, the Supervisory Board members do not own one share or if, during their term of office, they cease to own such shares, they shall be deemed to have resigned automatically unless they have remedied this situation within three months."*

would be replaced by the following:

*"The members of the Supervisory Board are not obliged to hold any share(s) of the Company."*

### **2.5. Powers (thirty-third resolution)**

The thirty-third resolution concerns the powers of attorney to be granted in order to carry out formalities subsequent to the shareholders' meeting, particularly publication and filing formalities.

Signed in Paris  
on March 16, 2010

THE MANAGEMENT BOARD



## Exhibit 1

### Delegations and authorizations

Authorization	Duration of authorization	Maximum nominal amount	Date of use	Amount used
Decrease in the share capital by canceling shares	18 months	10% of the share capital on the date of cancellation by 24-month period	Not applicable.	Not applicable.
Issuance with upholding of preferential subscription rights	26 months	Shares: €800 million (i.e., 160 million shares). This amount is a joint maximum limit for some of the authorizations referred to above. Debt securities: €800 million. This amount is a joint maximum limit for some of the authorizations referred to above.	Not applicable.	Not applicable.
Issuance by way of public offering or offering referred to in section II of article L.411-2 of the French monetary and financial code, with cancellation of the preferential subscription right	26 months	Shares: €400 million (i.e., 80 million shares). This maximum nominal amount is to be deducted from the total maximum amount of €800 million. ebt securities: €500 million. This maximum nominal amount is to be deducted from the total maximum amount of 800 million.	Not applicable.	Not applicable.
Authorization to increase the amount of the initial issuance, in the event of a share issue for which shareholders' preferential subscription rights are maintained or cancelled	26 months	15% of the initial issue. This maximum nominal amount is to be deducted from the total maximum amount of €800 million.	Not applicable.	Not applicable.
Determination of price of issuances carried out by way of public offering referred to in section II of article L.411-2 of the French monetary and financial code, with cancellation of the preferential subscription right, up to a maximum of 10% of the share capital per year	26 months	10% of Rexel's share capital at the date of the decision of the Management Board determining the offering price per 12-month period. This maximum nominal amount is to be deducted from the total maximum amount of €800 million.	Not applicable.	Not applicable.
Issuance with cancellation of preferential subscription rights to the benefit of the members of a share savings plan	26 months	1.5% of Rexel's share capital at the date of the decision of the Management Board (i.e., 3,891,535 shares at the date of this Document de Référence). This maximum nominal amount is to be deducted from the total maximum amount of €800 million and from the joint total maximum amount of 1.5% in relation to the draft resolution in relation to the allocation of free shares.	Not applicable.	Not applicable.

## Report of the Management Board

Authorization	Duration of authorization	Maximum nominal amount	Date of use	Amount used
Allotment of free shares	26 months	1.5 % of Rexel's share capital at the date of the decision of the Management Board (i.e., 3,891,535 shares at the date of this Document de Référence). This maximum nominal amount is to be deducted from the total maximum amount of €800 million and from the maximum amount of 1.5% and is common to the draft resolution in relation to the issuance with cancellation of the preferential subscription right at the benefit of beneficiaries of a savings plan.	Not applicable.	Not applicable.
Issuance of up to 10% of the share capital in consideration for contributions in kind granted to Rexel.	26 months	10% of Rexel's share capital at the date of the decision of the Management Board approving the offering (i.e., 25,943,567 shares at the date of this Document de Référence). This maximum nominal amount is to be deducted from the total maximum amount of €800 million.	Not applicable.	Not applicable.
Issuance in consideration for shares contributed under a public exchange offering.	26 months	€250 million (i.e., 50 million shares). This maximum nominal amount is to be deducted from the total maximum amount of €800 million.	Not applicable.	Not applicable.
Capital increase by capitalization of share premiums, reserves, profits or other items that may be capitalized	26 months	€200 million (i.e., 40 million shares). This maximum nominal amount is not to be deducted from the total maximum amount of €800 million.	Not applicable.	Not applicable.

Authorization	Duration of authorization	Number of securities that may be repurchased	Maximum proposed nominal amount	Maximum purchase price
Stock repurchase	18 months	10% of share capital as at the completion date of the purchases	€200 million	€20

# Results of the Company over the last five financial years

(as required by articles 133.135 and 148 of the French commercial decree)

In Euros	January 1 to December 31, 2005	January 1 to December 31, 2006	January 1 to December 31, 2007	January 1 to December 31, 2008	January 1 to December 31, 2009
<b>SHARE CAPITAL AT YEAR END</b>					
a) Share capital	630,457,740	630,457,740	1,279,969,135	1,279,969,135	1,291,100,090
b) Number of issued shares	63,045,774	63,045,774	255,993,827	255,993,827	258,220,018
c) Number of convertible bonds	-	-	-	-	-
<b>INCOME STATEMENT INFORMATION</b>					
a) Sales excluding tax	-	-	-	2,604,595,	1,849,311,
b) Net income before taxes, depreciation and provisions	29,412,684,	36,297,780,	70,685,207,	118,400,447	33,837,296
c) Income taxes	-	(55,346,349)	(70,633,285)	(63,936,902)	(52,412,705)
d) Net income	29,412,684,	91,644,129,	140,202,897,	180,143,870	88,487,825
e) Earnings distributed <sup>(1)</sup>	-	-	94,717,716,	-	-
<b>EARNINGS PER SHARE</b>					
a) Earnings per share after taxes but before depreciation and provisions	0,47,	1,45,	0,55,	0,71,	0,33,
b) Earnings per share after taxes, depreciation and provisions	0,47,	1,45,	0,55,	0,70,	0,34,
c) Dividend paid to each share	-	-	0,37	-	-
<b>PERSONNEL</b>					
a) Number of employees	-	-	-	-	-
b) Total remuneration	-	-	-	-	-
c) Total social charges and other personnel related expenses	-	-	-	-	-

(1) Proposed dividend, to be voted on at the annual general meeting May 20, 2010.





Société anonyme à Directoire et Conseil de surveillance  
au capital de 1.297.178.380 euros  
Siège social : 189-193, boulevard Malesherbes 75017 Paris  
479 973 513 R.C.S. PARIS

## REQUEST FOR ADDITIONAL INFORMATION AND DOCUMENTATION

as referred to in articles R 225-81 and R 225-83 of the Commercial Code

I, the undersigned,  
Miss. Mrs. Ms. Mr.

(Surname or corporate name)

Fist Name

Address

Owner of \_\_\_\_\_ registered shares of the **REXEL company**.

Owner of \_\_\_\_\_ bearer shares of the **REXEL company**.

wish to receive by mail at the address here above stipulated the information and documents referred to in articles R.225-81 and R.225-83 of the Commercial Code relating to the combined general meeting of REXEL to be held on May 20, 2010, except for those information and documents who were attached to the proxy and postal vote single form.

Made in \_\_\_\_\_ On \_\_\_\_\_ 2010

Signature

NB. Pursuant to article R.225-88, al 3 of the Commercial Code, the shareholders who hold bearer shares may request from Rexel, by a single request, that the information and documents referred hereabove be sent to them each time a shareholder meeting is subsequently convened.

*This request form shall be returned to BNP Paribas Securities Services  
G.C.T Emetteurs – Services Assemblées – Immeuble Tolbiac – 75450 Paris cedex 09  
or to the financial institution in charge of the management of your shares.*





# How to take part in the Annual Combined General Meeting?

All the shareholders have the right to attend the annual general meeting, regardless of the number of shares held. A shareholder can only be represented by another shareholder or he/she spouse (article L225-106 of the Commerce Code).

To attend this meeting in person, to be represented there or to vote by mail, you must prove, in advance, that you are a shareholder by registering your shares on or before the third working day prior to the Annual General Meeting at 00:00 a.m., Paris local time:

- for registered shares, in the Rexel share register managed by BNP Paribas Securities Services,
- for bearer shares, in a securities account managed by your authorized financial intermediary.

## 1- If you wish to attend the General Meeting in person

You must request an admission card by checking box A on the enclosed form, which you must complete, date, sign and return to:

- BNP Paribas Securities Services, in the enclosed envelope, **if you hold registered shares**,
- your financial intermediary, who will issue a certificate confirming your shareholder status on the request date, **if you hold bearer shares**. The financial intermediary will then forward that shareholding certificate to BNP Paribas Securities Services, which will send you an admission card.

## 2- If you do not attend the General Meeting in person

By checking Box B of the enclosed form, any shareholder who does not attend the meeting in person may choose one of the three following options:

- to be represented by proxy by a spouse or other shareholder,
- to give proxy to the Chairman,
- to vote by mail.

The completed form must be delivered on or before May 17, 2010 to:

- BNP Paribas Securities Services, in the enclosed envelope, **if you hold registered shares**,
- your authorized financial representative, so that he may deliver the form to BNP Paribas Securities Services, together with a shareholding certificate, **if you hold bearer shares**.



