

## REXEL

A French *Société anonyme* with registered capital: 1 508 675 000 euros

Registered Office: 13, boulevard du Fort de Vaux - 75017 PARIS

Paris Trade and Companies Register No. 479 973 513

### COMBINED GENERAL MEETING OF SHAREHOLDERS HELD ON 30 APRIL 2024

### OUTCOME OF THE VOTE ON RESOLUTIONS (Article R.225-106-1 of the French Commercial Code)

Rexel informs its shareholders of the outcome of the vote on the resolutions submitted to the Combined General Meeting of Shareholders' held on Tuesday 30, April 2024 at 10:30 a.m. at the Châteauform'City - George V, 28, avenue George V - 75008 PARIS.

#### **Ordinary resolutions:**

- Number of issued shares: 301,735,000
- Number of shares with voting rights: 297,705,236
- Number of shareholders present or duly represented: 3,061
- Number of shares present, duly represented or having voted by mail: 256,629,854
- Number of votes present, duly represented or having voted by mail: 256,629,854
- Quorum: 86.20%

Resolution	Type	Vote Time	Votes valid for majority				Votes not valid for majority (Abstain+Invalid+Not voted)	Presents & Represented		Shares valid for majority		Excluded voting rights	State of adoption	
			For	%	Against	%		Shares	Votes	For + Against	% of shares capital			
1	Approval of the financial statements for the financial year ended December 31, 2023	Ordinary	30/04/2024 11:41:25	255 387 867	>99,99%	6 518	<0,01%	1 235 469	256 629 854	256 629 854	255 394 385	84,64%	0	Carried
2	Approval of the consolidated financial statements for the financial year ended December 31, 2023	Ordinary	30/04/2024 11:41:55	255 388 023	>99,99%	6 513	<0,01%	1 235 318	256 629 854	256 629 854	255 394 536	84,64%	0	Carried
3	Allocation of net result for the financial year ended December 31, 2023, distribution of €1.20 per share from net profit	Ordinary	30/04/2024 11:42:25	256 627 017	>99,99%	772	<0,01%	2 065	256 629 854	256 629 854	256 627 789	85,05%	0	Carried
4	Approval of agreements governed by articles L.225-38 et seq. of the French Commercial Code	Ordinary	30/04/2024 11:42:55	256 621 942	>99,99%	3 328	<0,01%	4 584	256 629 854	256 629 854	256 625 270	85,05%	0	Carried
5	Approval of the compensation policy applicable to the Chairman of the Board of Directors for financial year 2024, as provided for in article L.22-10-8 of the French Commercial Code	Ordinary	30/04/2024 11:43:26	256 527 077	99,96%	94 162	0,04%	8 615	256 629 854	256 629 854	256 621 239	85,05%	0	Carried
6	Approval of the compensation policy applicable to directors for the 2024 financial year, as provided for in article L.22-10-8 of the French Commercial Code	Ordinary	30/04/2024 11:43:53	254 674 035	99,24%	1 944 076	0,76%	11 743	256 629 854	256 629 854	256 618 111	85,05%	0	Carried
7	Approval of the compensation policy applicable to the Chief Executive Officer for the 2024 financial year, as provided for in article L.22-10-8 of the French Commercial Code	Ordinary	30/04/2024 11:44:21	240 647 208	94,21%	14 798 604	5,79%	1 184 042	256 629 854	256 629 854	255 445 812	84,66%	0	Carried
8	Approval of the information required under article L.22-10-9, I of the French Commercial Code for the financial year ended December 31, 2023	Ordinary	30/04/2024 11:44:54	250 091 657	97,45%	6 532 829	2,55%	5 368	256 629 854	256 629 854	256 624 486	85,05%	0	Carried
9	Approval of the fixed, variable and exceptional items of the total compensation and benefits of any kind paid or granted in respect of the 2023 financial year to Mr Ian Meakins, Chairman of the Board of Directors until August 31, 2023	Ordinary	30/04/2024 11:45:30	256 520 642	99,96%	95 070	0,04%	14 142	256 629 854	256 629 854	256 615 712	85,05%	0	Carried
10	Approval of the fixed, variable and exceptional items of the total compensation and benefits of any kind paid or allocated in respect of the 2023 financial year to Mrs Agnès Touraine, Chairwoman of the Board of Directors with effect from September 1, 2023	Ordinary	30/04/2024 11:46:09	256 523 466	99,96%	95 438	0,04%	10 950	256 629 854	256 629 854	256 618 904	85,05%	0	Carried
11	Approval of the fixed, variable and exceptional items of the total compensation and benefits of any kind paid or granted in respect of the 2023 financial year to Guillaume Texier, Chief Executive Officer	Ordinary	30/04/2024 11:46:42	245 837 391	96,24%	9 605 091	3,76%	1 187 372	256 629 854	256 629 854	255 442 482	84,66%	0	Carried
12	Appointment of Éric Labaye as director	Ordinary	30/04/2024 11:47:11	255 976 843	>99,99%	7 674	<0,01%	645 337	256 629 854	256 629 854	255 984 517	84,84%	0	Carried
13	Appointment of Catherine Vandenborre as director	Ordinary	30/04/2024 11:47:43	218 996 400	85,34%	37 628 509	14,66%	4 945	256 629 854	256 629 854	256 624 909	85,05%	0	Carried
14	Renewal of Brigitte Cantaloube's term of office as director	Ordinary	30/04/2024 11:48:12	242 875 570	94,64%	13 745 704	5,36%	8 580	256 629 854	256 629 854	256 621 274	85,05%	0	Carried
15	Renewal of the appointment of PricewaterhouseCoopers Audit as Statutory Auditor	Ordinary	30/04/2024 11:48:40	232 944 644	90,79%	23 625 203	9,21%	60 007	256 629 854	256 629 854	256 569 847	85,03%	0	Carried
16	Appointment of PricewaterhouseCoopers Audit as auditor in charge of the certification of sustainability information	Ordinary	30/04/2024 11:49:11	250 463 522	97,60%	6 158 705	2,40%	7 627	256 629 854	256 629 854	256 622 227	85,05%	0	Carried
17	Appointment of KPMG SA as auditor in charge of the certification of sustainability information	Ordinary	30/04/2024 11:49:43	254 239 281	99,07%	2 383 005	0,93%	7 568	256 629 854	256 629 854	256 622 286	85,05%	0	Carried
18	Authorization for the Board of Directors to trade in the Company's shares	Ordinary	30/04/2024 11:50:10	256 154 571	99,84%	406 246	0,16%	69 037	256 629 854	256 629 854	256 560 817	85,03%	0	Carried

## Extraordinary resolutions:

- Number of issued shares: 301,735,000
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			For	%	Against	%		Shares	Votes	For + Against	% of shares capital			
19	Authorization to be granted to the Board of Directors to decrease share capital by cancelling shares	Extraordinary	30/04/2024 11:50:38	256 483 184	99,95%	140 598	0,05%	6 072	256 629 854	256 629 854	256 623 782	85,05%	0	Carried
20	Auth to the BoD to increase the share cap. by issuing ordinary shares/sec. that are equity securities conferring access to other equity securities of the Company or giving entitlement to the allotment of debt securities, or securities conferring access to equity securities to be issued, with cancellation of PSR in favor of members of a savings plan	Extraordinary	30/04/2024 11:51:07	252 127 024	98,25%	4 491 883	1,75%	10 947	256 629 854	256 629 854	256 618 907	85,05%	0	Carried
21	Deleg to the BoD to issue ordinary shares or share equivalents conferring access to other equity sec or entitling their holders to the allotment of debt sec/ sec. conferring access to equity securities to be issued, with cancellation of the shareholders' PSR for certain categories of beneficiaries, to allow employee shareholding transactions	Extraordinary	30/04/2024 11:51:41	252 212 922	98,28%	4 406 051	1,72%	10 881	256 629 854	256 629 854	256 618 973	85,05%	0	Carried
22	Authorization to be granted to the Board of Directors to allot free shares to employees and officers of the Company and its subsidiaries	Extraordinary	30/04/2024 11:52:12	242 559 463	94,95%	12 890 455	5,05%	1 179 936	256 629 854	256 629 854	255 449 918	84,66%	0	Carried
23	Authorization to be granted to the Board of Directors to allocate free shares to employees and officers of the Company and its subsidiaries who subscribe for a Rexel Group employee shareholding plan	Extraordinary	30/04/2024 11:52:48	247 244 218	96,35%	9 379 535	3,65%	6 101	256 629 854	256 629 854	256 623 753	85,05%	0	Carried
24	Powers for legal formalities	Extraordinary	30/04/2024 11:53:12	256 623 185	>99,99%	3 299	<0,01%	3 370	256 629 854	256 629 854	256 626 484	85,05%	0	Carried