

REXEL  
13, boulevard du Fort de Vaux  
CS 60002, 75838 Paris Cedex 17, France  
VP, Group General Counsel & Corporate Secretary  
Fax No.: + 33 1 42 85 92 03

October 28, 2016

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

Rexel  
Dollar-Denominated 5.250% Senior Notes due 2020

Dear Sir or Madam:

We refer to the Notice of Conditional Partial Redemption (the "Notice of Redemption") given by us to you on September 16, 2016 pursuant to the Indenture, dated as of April 3, 2013, among, Rexel (the "Company"), The Bank of New York Mellon, as Trustee (the "Trustee"), Registrar and Principal Paying Agent (the "Paying Agent") and The Bank of New York Mellon (Luxembourg) S.A., as Luxembourg Paying Agent and Luxembourg Transfer Agent (the "Indenture"), with respect to the redemption of \$170,000,000 principal amount of Dollar Notes under the Indenture. Capitalized terms used and not otherwise defined herein have the meanings given thereto in the Notice of Redemption.

We hereby confirm that the Condition Precedent has been satisfied and the Redemption Date will occur on November 2, 2016.

We hereby notify you that the Redemption Price with respect to the redeemed Dollar Notes is equal to \$1,059.36 per \$1,000.00 principal amount of the redeemed Dollar Notes and consists of the following:

- (a) 103.938% of the portion of principal amount of such Dollar Notes being redeemed (\$1,039.38 per \$1,000.00 principal amount of the Dollar Notes being redeemed), *plus*
- (b) the accrued but unpaid interest thereon to the Redemption Date equal to \$19.98 per \$1,000.00 principal amount of the Notes.

*[Signature page follows]*

Very truly yours,

**REXEL**

By: 

Name: Ms. Catherine Guillouard

Title: Deputy CEO

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

Attention: Corporate Trust Administration