Ethics Guide

The Ethics Guide in practice

WHO DOES IT APPLY TO?

The Ethics Guide applies to all Rexel Employees.

Rexel Employees designate all the staff, corporate officers, members of executive committees, and management of the Rexel Group and its subsidiaries worldwide, including temporary, external and occasional or new associates or employees within the Rexel.

Rexel intends the Ethics Guide to be known, understood and applied by all its Employees.

HOW TO USE THE ETHICS GUIDE?

Employees should thoroughly read the Ethics Guide, including the documents mentioned in this guide, to fully understand Rexel's culture and requirements in terms of business ethics and compliance with the laws and regulations to which Rexel is subject.

THE ETHICS GUIDE:

May be completed with further commitments to address new laws and regulations or address local issues;
is not a substitute for the laws, regulations and other domestic rules that apply, it is a guide and a framework for Employees, who must also ensure that their actions and decisions comply with the Ethics Guide;
cannot be comprehensive, Employees may find themselves confronted with a situation that is difficult to interpret.

THE FOLLOWING QUESTIONS MAY HELP EMPLOYEES TO RECOGNISE AND AVOID DELICATE SITUATIONS:

Is this situation covered in the Ethics Guide?
Could my decision have negative consequences for Rexel?
Am I making this choice of my own free will?

What would my professional and personal environment think of my actions?

Procedures for communication and whistle-blowing

Rexel encourages dialogue: its employees and third parties with whom Rexel maintains relations can openly express their concerns or make an alert

A QUERY OR A CONCERN?

Employees and third parties with whom Rexel is in contact may have queries or concerns about certain practices and may need help or advice.

Under these circumstances, the employees, or third parties in question, are encouraged to approach the appropriate personnel within Rexel, to discuss the situation openly.

Employees can approach their immediate direct report or indirect supervisor or their Rexel Ethics Correspondent or the Compliance Officer.

Third parties with whom Rexel is in conctact and other stakeholders, can approach a Rexel Ethics Correspondent or the Compliance Officer.

WHISTLE-BLOWING

Rexel encourages all its Employees to make an alert on serious or unacceptable behaviour or request, especially in the following fields:

Corruption, including any violation of the Code of Conduct
Harassment
Discrimination
Health, safety and hygiene
Human Rights
Conflict of interests
Anti-competition practices
Environment
Tax evasion
Financial or accounting fraud
Insider trading
Fictitious jobs

Personal data/IT security informatique
Any serious and obvious violation of the law
Any threat or serious prejudice to the public interest

Whistle-blowers may also make an alert in case of risk of serious prejudice to human rights, fundamental freedoms, health and safety of persons, as well as environment. The use of the whistle-blowing system described hereafter is not mandatory. Employees will not suffer any consequences if they do not use it and employees may use alternative means to raise concerns. Third Parties with whom Rexel regularly enters into commercial agreements can also bring matters concerning any serious or unacceptable behaviour, which may concern the Rexel Group, one of its employees or one of its subsidiaries, to the attention of Rexel.

WHISTLE-BLOWING PROCEDURE

Any alert should be carried out using the ‘Ethics whistle-blower form’ available at http://www.rexel.com/en/ethical-alert/.

This form should be used in all cases where the alert bears on **serious or unacceptable** misconduct, as defined above.

This form should also be used in cases where the standard communication channels, consisting of approaching a supervisor, direct or indirect, or the appropriate Rexel Ethics Correspondent or *Compliance Officer* de Rexel, would be inappropriate.

Information transferred within the framework of an alert must be sufficiently precise and put into context so that necessary checks can be carried out.

Wherever possible, you are encouraged to back allegations with documentary evidence.

Whistle-blowing achieved using the ‘Ethics whistle-blower form’ is processed by the Rexel Ethics Committee.

The author of the alert is encouraged to identify him/herself, particularly so that the Rexel Ethics Committee can contact him/her if necessary.

Any person who has made an alert is rapidly informed that the alert has been correctly received. The whistle-blower is also informed of the time that can reasonably be foreseen for the enquiry into the acceptability of the alert (knowing that this period cannot exceed one (1) month from reception of the alert).

Rexel ensures that any inappropriate behaviour by its Employees, subsidiaries, or even a third party with whom Rexel is in contact, will be examined in detail as soon as such behaviour is brought to Rexel's attention.

Rexel ensures that the whistle-blowing procedure guarantees strict confidentiality of the whistle blower's identity, the facts and documents involved in the alert and the people targeted by the alert, including in case of communication to third parties as soon as it is necessary for the sole purpose of verifying or processing the alert. Thus, only members of the Ethics Committee, bound by reinforced confidentiality obligations, will be aware of this information except in the case of specific requirements for the sole purpose of verifying or processing the alert.

Elements that might lead to identification of the whistle-blower cannot be disclosed, except to the judicial authority, unless the whistle-blower gives his/her consent.

Elements that might lead to identification of the person placed under suspicion by the alert cannot be disclosed,

except to the judicial authority, until the accusation made in the alert has been established.

Any information submitted may only be shared with those people that have a legitimate need to be made aware of it to ensure processing of the alert.

In any event, Rexel ensures that the presumption of innocence of the people named is complied with where applicable.

Any person placed under suspicion in the context of an alert will be informed of the allegations made against them, nevertheless, they may not be informed immediately should it prove necessary, for example, to verify the facts or safeguard the evidence.

Any investigation will take place equitably and in full compliance with local legislation and regulations that apply.

The whistle-blower is informed of the results of the investigation, in all cases where this cannot hinder the efficiency of the investigation and will not place Rexel at risk regarding any confidentiality obligations that might be applicable.

During an investigation, all Employees are bound to make every effort to help and to provide all required information and documents upon the first request.

The whistle-blower and all persons targeted by the alert are duly informed of the closure of the examination operations and investigation, should this be appropriate. When the alert does not require any follow-up, Rexel will destroy all elements of the alert file that might allow identification of the whistle-blower, as well as those of the persons suspected, within a maximum of two months from the closing of checking operations and the investigation. If the investigation ends with legal proceedings, the elements of the file will be retained for the necessary period.

SPECIFIC PROTECTION AND RESPONSIBILITIES OF THE WHISTLE-BLOWING EMPLOYEE

A Rexel employee who has made an alert on a suspicion selflessly and in all good faith cannot be subject to disciplinary sanction or retaliation

measures

(such as, for example, being excluded from a recruitment procedure or from following acourse or a professional training, being dismissed or being subject to discriminatory measures, direct or indirect , notably regarding remunaration, an incentive scheme or distribution of shares, training, reclassification, assignment qualification classification, career development, transfer or contract renewal) for this reason.

Any Employee who feels they are being subjected to retaliation measures, as defined above, after having made an alert should report it immediately.

By ‘in all good faith’ we mean that at the time the alert was made, the whistle-blower believed that the information given was complete, honest and exact, even if later events should reveal that the alert was groundless. If an Employee realises that an alert is unjustified, he/she must immediately inform Rexel using the ‘Ethics whistle-blower form’.

By ‘selflessly’ we mean that the whistle-blower acts in the general interest and that he/she does not intend to obtain any benefit or reward, in any form whatsoever, in return for this whistle-blowing.

Calumnious denouncements or alerts made in bad faith may give rise to disciplinary sanctions as well as legal proceedings.

PERSONAL DATA

This whistle-blowing procedure is a personal data processing for which Rexel Développement S.A.S. is data controller. This data processing has been authorised by the French Data Protection Authority (the “Commission nationale de l’informatique et des libertés”, the CNIL).

As a data subject whose personal data are processed, the employee benefits from the rights described in the ‘Ethics whistle-blower form’.

Rexel: A socially responsible company

Rexel is committed to the principles that make it a responsible and socially responsible company, this applies to its governance rules that are applicable at all levels of the

Group's organization. These principles, which are set out below, constitute the framework for Rexel's responsible and socially responsible practices internally and in its relations with external stakeholders such as shareholders, customers, suppliers, service providers or local authorities and communities. Rexel is actively involved in sustainable development. Since 2011, the Group has supported the United Nations Global Compact, and is committed to respecting and promoting its 10 principles.

COMPLIANCE WITH AND RESPECT FOR THE LAW

Rexel undertakes to respect national and international laws and regulations

in terms of protection of human rights, labour laws, protection of the environment, anti-corruption and money laundering, respect for transparency, taxation, financial and non-financial reporting, competition law, protection of personal data and any other applicable social, economic, technical and environmental legislation. No Rexel employee, in the performance of his/her duties, should ever invoke Rexel interests as a justification for being able to violate the law or local regulations. If an employee has a question about the application of the law, he/she should consult his/her manager or Rexel Ethics Correspondent or the Compliance Officer for guidance.

RESPONSIBILITY AND INTERNAL CONTROLS

Rexel requires its subsidiaries to use their resources in an efficient and controlled manner to manage its operations sustainably.

Rexel is committed to identifying and managing the risks associated with its business activities. Rexel maintains a system of internal controls that provide reasonable assurances that its business is conducted in compliance with appropriate regulations and directives of Senior Management, that contribute to combating fraud.

This system also contributes to an exchange of good practices between subsidiaries and promotes a

relationship based on mutual trust between the Group and its shareholders.

PURCHASES

All Rexel purchases are made for specific and legitimate business reasons, in terms that are clear to our suppliers. These purchases are transacted in a transparent, competitively bid manner and the formal obligations of the parties are clearly set forth.

Employees are encouraged to read the Rexel Anti-Corruption Code of Conduct.

GIFTS AND INVITATIONS

Rexel employees shall neither give nor receive gifts or invitations that would be considered illegal, which are, or could appear, inappropriate or excessive, or that could directly or indirectly harm Rexel or the other party. Any acceptable gifts and invitations should be of a low and symbolic value and should not be of a nature that would influence the judgment of the receiving party. In any case, whatever the value, employees should discuss the exchange or giving of gifts, bonuses and invitations in advance with their direct manager. Finally, gifts should never be in cash or cash equivalents.

Employees are encouraged to read the Rexel Anti-Corruption Code of Conduct.

CORRUPTION ET ILLICIT PAYMENTS

Rexel rejects corruption in all its forms and undertakes not to participate in any illegal practices or acts with a view to obtaining advantages or exemptions that are illicit or inappropriate. Illicit payments or the giving of other valuables, gifts, loans, discounts or excessive expenses payments, the use of funds or property belonging to Rexel, with the aim of influencing a decision of any kind whatsoever, are strictly forbidden.

Employees are encouraged to read the Rexel Anti-Corruption Code of Conduct.

CUSTOMERS

Customer confidence is a priority. Rexel listens to its customers' needs to raise their level of satisfaction. As a rule of good management, Rexel informs its customers of its terms and conditions of sale of its goods and services and clearly stipulates its obligations. It considers their complaints, assists in the fair and quick resolution of disputes, without undue costs or formalities. Rexel wishes to build relationships with its customers based on trust, notably regarding the respect of ethical principles recognised by Rexel. Rexel will verify that these principles have been correctly understood and respected if necessary.

Employees are encouraged to read the Rexel Anti-Corruption Code of Conduct.

CONFLICT OF INTERESTS

Employees are required to avoid all conflict of interest, real or apparent, in the fulfilment of their professional duties and to take decisions that first and foremost serve Rexel's interests. The mere appearance of a conflict of interest is harmful. Conflict of interest is understood to mean any situation in which a person has a personal or private interest that may influence the objective fulfilment of his/her professional duties and responsibilities. It may be the personal or private interest of the employee, a family member or acquaintance, whether a natural or legal person. Employees should avoid any situation in which they, a member of their family or an acquaintance, would profit or appear to profit personally from Rexel's relationship with its customers or suppliers. The employee should report any situation that could possibly be a conflict of interest or a risk of a conflict of interest to his/her manager or their Rexel Ethics Correspondent or the Compliance Officer.

ENVIRONMENT

Rexel strives constantly to reduce the environmental impact of its business activities, in its consumption of resources (energy, paper, packaging and water), waste production and greenhouse gas emissions, mainly generated by its supply chain. Rexel also advocates for the development and distribution of solutions that improve energy-efficiency in its customers' buildings and industrial facilities.

Employees are encouraged to read Rexel's Environmental Charter, applicable to all sites of the Rexel Group.

SUPPLIERS

Rexel seeks to build partnerships with suppliers who help it to offer its customers the most suitable range of products and the best services. Rexel acts impartially in its relations with its suppliers and takes care to consider the interests of all parties. Rexel expects its trading partners and suppliers to refer to the ethical principles recognised by Rexel and respect human rights, fundamental freedoms, the environment and the health and safety of individuals. Rexel will verify that the ethical principles have been correctly understood and respected at the time of selecting suppliers and trading partners as well as throughout business relations with its suppliers and preferred partners.

Employees are encouraged to read the Rexel Anti-Corruption Code of Conduct

TRANSPARENCY

Rexel ensures that accurate, reliable and relevant information regarding its activities, structure, financial situation and business results are communicated in a regular and timely manner. Rexel also applies ambitious standards in communicating non-financial information, particularly regarding its corporate governance and risk management in addition to social and environmental policies.

ACCURACY OF FINANCIAL STATEMENTS

Rexel attaches significant importance to the accuracy of its accounts and the quality and reliability of the financial information released. Any practices that alter the accuracy of the financial statements are prohibited. The Group’s employees can in no way make, approve or grant a payment on behalf of the Group or entities with the intention that all or part of the said payment is to be used for a purpose other than that indicated in the supporting documentation.

GROUP PROPERTY

Group property must only be used for legitimate professional purposes. Group property is taken to include the company name, information concerning the company, its premises, stocks, equipment, fixtures and fittings, IT equipment, software and company vehicles. All employees undertake to ensure the correct use, maintenance and upkeep of professional equipment that is entrusted to them to ensure its long-term use.

CONFIDENTIALITY

Information concerning Rexel that is entrusted to employees remains the property of the Group. Every employee takes the necessary precautions to ensure that information he/she holds for professional purposes remains confidential at all times. Employees ensure that the rules for distributing, copying, archiving or destroying documents are fully respected. No confidential or classified information is to be released or used in any way whatsoever for personal benefit.

COMPETITION

Rexel follows business practices that respect competition law, by protecting healthy and real competition as a catalyst for growth and innovation. In this context, Rexel undertakes to make business decisions independently of its competitors, not to enter into any agreements restricting competition, not to abuse a dominant market position and to submit proposed transfers and acquisitions to the competition authorities.

Employees are encouraged to read the Rexel Guide explaining the principles of competition law.

DATA PROTECTION

Rexel undertakes to respect the personal data and private life of its employees and partners. As such, Rexel collects and stores personal data required for its business activities, ensures that this is used fairly, for a specific, clear and legitimate purpose and that it is kept secure for the period necessary for processing purposes.

As it is established worldwide, Rexel also strives to respect legislation applicable to personal data in each of its subsidiaries.

Rexel: Responsible employer and employees

As an employer, Rexel values and specifies the behaviours that should allow each employee to anticipate difficulties and find the right answer to demanding situations.

DIGNITY, DIVERSITY AND RESPECT FOR INDIVIDUALS

Rexel respects the dignity of each of its employees and does not tolerate any form of harassment or discrimination whatsoever. Rexel ensures equal opportunities in terms of recruitment, training, pay, promotion and career development based on the intrinsic requirements of each job and the skills and aptitude of everyone.

COMPENSATION

Rexel’s remuneration policy is founded on fairness and takes the following into account: the requirements and level of the position, existing internal remuneration levels and the conditions of the local employment market outside the company, individual performance and the company’s results.

CAREER DEVELOPMENT

As part of its operations, Rexel offers its employees motivating career development opportunities. Rexel encourages and facilitates internal mobility, invests in ongoing training and development for its employees while promoting a satisfactory work-life balance.

HEALTH AND SAFETY

Each Rexel employee shall follow the regulations and practices regarding health and safety. Wherever possible, employees take the necessary measures in the event of an identified risk and immediately inform their supervisors of any potential danger or ways in which health and safety practices can be improved. Employees shall not carry out their duties under the influence of substances that may affect their health, state of mind, judgment or which may have a negative impact on the company.

EMPLOYEE LOYALTY AND COURTESY

All employees are expected to show loyalty and courtesy in their relations and dealings with colleagues. Every employee, regardless of position and status, is expected to be

frank and sincere in his/her relations with others and not to intentionally mislead colleagues.

Appropriate, transparent and professional language is expected of all employees in both written and spoken communication.

MEMBERSHIP OF POLITICAL PARTIES AND ORGANISATIONS

Rexel respects the right of its employees to belong to political parties and other organizations. However, such activities must not infringe on the image or activity of Rexel and must in no way have any impact on the public positions adopted by Rexel. Also, no employee or representative of Rexel is authorized to involve the Group directly or indirectly in activities of support of any kind whatsoever for a political party or to use his/her status as an employee of Rexel for political purposes.

PUBLIC COMMUNICATION

All communication destined for the media must be coherent and respect the image of the Group (in accordance with the Group’s values, strategy, visual and graphic identity). All employees not authorized to represent the Group must, before publicly expressing their views about the Group, declare that they are speaking solely in their own name.

FREEDOM OF SPEECH AND SOCIAL DIALOGUE

Rexel promotes freedom of speech among its employees, respects the individual’s right to belong to a trade union and develops a constructive dialogue with all employees on subjects of common interest. Employees’ representatives are given the information and the necessary means to carry out their duties.

HARASSMENT

To ensure the proper functioning of the company, each employee of the Rexel Group should enjoy a positive working environment free from harassment, particularly of a moral or sexual nature. Rexel takes the necessary steps to prevent and punish any violations of this policy.

DISCRIMINATION

Any form of discrimination against employees on grounds of ethnic origin, colour, gender, religion, political opinions, family background and social origins is strictly forbidden. Recruitment decisions, conditions of career development and promotion are based solely on the requirements that are inherent to the position and the skills of the employee.

IT EQUIPMENT

Rexel provides its employees with IT and communication equipment for professional purposes. Reasonable use for private purposes is tolerated in accordance with the law and internal practices. Rexel’s computers and Internet access must never be used to consult, send or download content that is judged to be inappropriate or indecent and infringing this Ethics Guide. In addition, everyone must demonstrate company loyalty on social media and Rexel may not under any circumstances be held liable for any remarks made in a personal context.