

Ethics Guide

ETHIQ

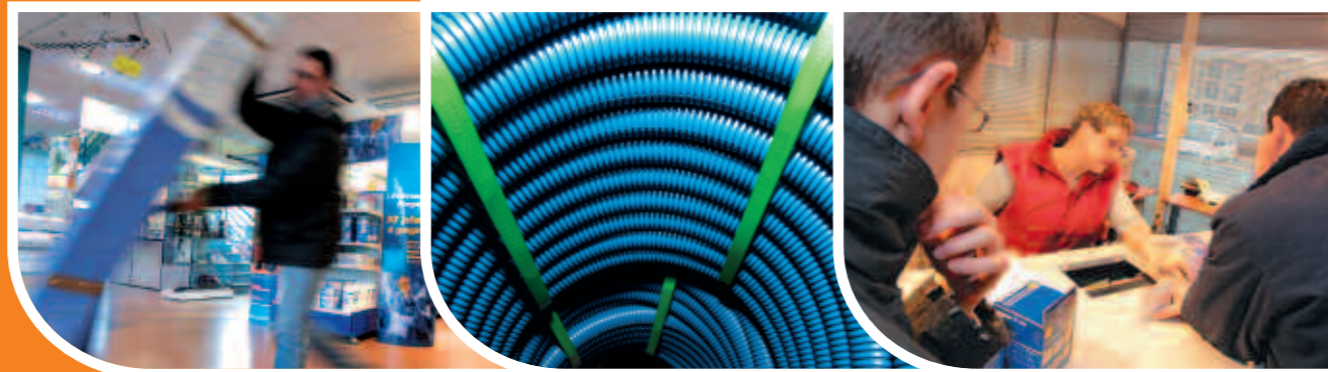
Ask yourself
the right questions

REXEL



A Process For Progress p. 4

1



Our Principles p. 6

2

Our Practices p. 10

3



An Ethics Guide To Help Us Ask The Right Questions

Our Ethics Guide has been compiled after an extensive period of consultation involving many colleagues in different countries. We would like to thank all those participants for sharing their comments and concerns. This Guide illustrates Rexel's commitment to a series of strict requirements and standards regardless of the country in which the Group does business. While our decentralized organization is our business model to ensure performance, the quality and longevity of our success demand a shared vision to guide us in our daily duties.

We must all behave in a manner that respects the principles and practices outlined in this Guide. Read it carefully and keep it at hand at all times and consult it whenever you feel it is necessary. It deals with broad, general principles rather than examining individual situations on a case-by-case basis. If you are in doubt about the correct behavior to adopt, don't hesitate to get in touch with your manager or the local Ethics Officer(s) who will be happy to help.

The Group's ethics policy is a continuous improvement process. It is therefore essential that everyone respects these principles in their daily professional duties to protect our reputation, strengthen trust among our partners and help us to pursue sustainable growth. The success of this process depends on the individual contributions of all of you. We therefore encourage you to ask the right questions.



A Process For Progress

This Guide sets out the ethical principles and practices on which Rexel seeks to base its growth, build relations of trust with stakeholders (customers, suppliers, shareholders) and with employees. This process will be rolled out and pursued with annual internal assessments to measure results and maintain momentum for constant progress.



How to identify a sensitive situation?

The Ethics Guide does not cover all real situations you may be faced with in your daily duties. The questions below may help you to identify and avoid sensitive issues.

- 1- Is this situation covered in the Ethics Guide?
- 2- Will my decision have negative consequences for Rexel?
- 3- Is my choice made completely freely?
- 4- What will those around me think of my actions?

Your questions will be dealt with in complete confidence. Rexel encourages free and open discussion and strictly forbids any form of reprisal against an employee who raises or attempts to resolve an ethical problem in good faith. All questions will be answered.

How to ask your questions?

Ask your questions to your supervisor or manager who is the most appropriate person to help you resolve an ethical problem. You may also contact your local Ethics Officer to raise a particular issue and ask for advice. The name and full contact details of your Ethics Officer can be found online at:

<http://www.rexel.com>





Our Principles

Our principles form part of Rexel's rules of governance and are applicable at all levels of the Group. They constitute the framework of Rexel's responsible social practices that are respected both internally, with employees, and externally, with all stakeholders (shareholders, customers, suppliers and service providers).



Implementation of the Ethics Guide

The Ethics Guide **[is applicable in all countries where Rexel is present and concerns all employees regardless of their status or duties]**. Further provisions may be added locally to take account of specific regulations or legislation.

Compliance with and Respect for the Law

Rexel respects and complies with the principles set forth in the Universal Declaration of Human Rights, the Conventions of the International Labor Organization, and all local laws and regulations in all social, economic, technical and environmental matters. **[No Rexel employee, in the performance of his/her duties should ever invoke Rexel interests as a justification for violating 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 Ethics Officer for guidance.

Internal Controls

Rexel is committed to identifying and managing the risks associated with its business activities. Rexel maintains a system of internal controls which provide reasonable assurances that its business, and the business of its affiliates, is conducted in compliance with appropriate laws, regulations, and directives of Senior Management. **[The Rexel businesses have processes that promote a relationship based on mutual trust between Rexel and its shareholders]**.





Personal Respect and Dignity

Rexel respects **[the dignity of each of its employees and does not tolerate any form of harassment or discrimination]**. Rexel is an equal opportunity employer and guarantees that its decisions in matters of recruitment, training, pay, or promotion are based on the requirements of the particular job and the skills and aptitude of the employee or candidate and not a result of any discrimination.

Integrity

Rexel expects its employees to act with integrity and in an ethical manner in order **[to preserve the trust and respect of its customers, shareholders, suppliers, co-workers, partners and the communities it works with]**.

Freedom of Speech

[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.

Responsible Practices

Rexel encourages its member businesses to develop in an autonomous manner and with an entrepreneurial spirit, while requiring that these businesses put in place **[a proactive and transparent process to ensure adequate control over the business' resources]**. Rexel requires its businesses to manage their resources in an efficient and professional manner to ensure the viability of the business while protecting the environment and the health and safety of its employees.

Transparency

Rexel ensures that **[accurate information regarding its activities, structure, financial situation and business results]** are communicated in a regular and timely manner. Rexel is also committed **[to communicate in a clear and understandable manner non-financial information]**, particularly regarding its corporate governance and risk management in addition to social and environmental policies.



Our Practices

These are specific to Rexel's core business.

They define the behavior that can allow each individual to take steps proactively and find the correct solutions to sensitive ethical issues and situations.



All Rexel purchases are **[made for specific and legitimate business reasons, in terms that are clear and transparent to our suppliers]**. These purchases are completed in a **[transparent, competitively bid manner and the obligations of the parties are clearly set forth]**. Procurement operations (ordering and receiving) are properly recorded and are subject to regular audit.



Rexel employees shall **[neither give nor receive gifts that would be considered illegal or that could directly or indirectly harm the company, the other partner or the reputation of either party]**. Gifts should be **[reasonable and of nominal or symbolic value]**. Gifts should not be of a nature that would inappropriately influence the judgment of the receiving party. With regard to promotional offers the gift should not be a substitute for the actual sale. Whatever the value of the gift, **[employees should discuss the matter in advance with their direct manager]**. Finally, gifts should never be in cash or cash equivalents.



[Customer confidence and satisfaction should always be a priority. Rexel endeavors to meet its customers' needs and to deliver a competitive advantage to its customers]. It is Rexel's policy to inform its customers of its terms and conditions of sale and **[to clearly stipulate its commitment]** to resolve any complaints or disputes that may arise in an efficient and cost effective manner without recourse to formal proceedings.





Competition

[**Rexel respects the principles of free and equal competition**]. It sets the prices of the goods and services it offers its customers in a fair and regular manner. [**Rexel provides its customers with lasting, high quality service**]. The presumed interests of the Group can in no way justify behavior, orders or directives that would result in a violation of the antitrust laws or regulations regarding unfair competition.

Conflicts of Interest

[**Employees should never place their personal interest or gain above that of the company while performing their work duties and should not seek any undue personal gain in the fulfillment of their professional duties**]. Employees should avoid all conflict of interest, real or apparent. Conflict of interest is taken to mean any situation in which the activities or interests of the employee come into conflict with his/her responsibilities towards Rexel. [**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 to his/her manager or the Ethics Officer.

Corruption and Illicit Payments

[**Rexel rejects corruption in all its forms and undertakes not to participate in any illegal or illicit acts with a view to obtaining advantages or exemptions that are not provided for in local laws**]. Illicit payments or the giving of valuables, gifts, loans, discounts or payment of excessive and inappropriate rebates, the use of funds or property belonging to Rexel's legally registered outlets with the aim of unduly influencing a decision are strictly forbidden.

Environment

In the conduct of its business, [**Rexel strives constantly to improve its environmental performances by encouraging the development and supply of products and services that have a limited impact on the environment, reduce the consumption of energy and natural resources and which can be re-used, recycled or destroyed in complete safety**]. Rexel runs campaigns to make its employees, customers and suppliers more aware of the environmental consequences of the use of the products it distributes.



Suppliers

Rexel seeks [**to build partnerships with suppliers who help it to offer its customers the most suitably adapted 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 respect the principles set out in this Ethics Guide as a basis for their relations**]. Rexel pursues every useful initiative to this end.

Accuracy of financial statements

[**Rexel attaches great importance to the accuracy of its accounts and the quality and reliability of the financial information it releases**]. Financial details of the Group and its legal entities must clearly show the true nature of all operations. It is strictly forbidden to commit intentional errors in the Group's accounts or to make false entries of any kind. [**The Group's employees can in no way approve or grant a payment on behalf of the entities or the Group with the intention that all or part of the said payment is to be used for a purpose other than that indicated in the relevant accounts or financial statement**].

Loyalty

[**All employees are expected to show loyalty and courtesy in their relations and dealings with colleagues. Teamwork and respect for other people are essential values in the fulfillment of professional duties**]. 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, polite, clear and professional language**] is expected of all employees in both written and spoken communication.

Company Property

Company property must only be used for legitimate professional purposes. Group property is taken to include the company name, information concerning the company, its premises, inventory, equipment, fixtures and fittings, IT equipment, software and vehicles. [**All employees undertake to**

guarantee the correct use, maintenance and upkeep of professional equipment that is entrusted to them to ensure its efficient use in the long term].

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.



Health and Safety

[Each Rexel employee shall follow the appropriate rules and regulations 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.

IT Equipment

Rexel provides its employees with [IT and communication equipment for professional purposes]. Reasonable use for private purposes is tolerated in accordance with internal practices. Rexel's computers and access to the Internet [must never be used to consult, send or download content that is judged to be inappropriate or indecent and in contravention of the present Guide].

Career Development

[According to its established policy, 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].

Compensation

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

Diversity

[Any form of discrimination against employees on grounds of ethnic origin, color, gender, religion, sexual orientation, political opinions, family background or other prohibited grounds 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 in question and the skills of the employee.

Harassment

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



Public Communication

[All communication destined for the media must be compiled in cooperation with the Head of Communications of the Rexel Group to ensure that it is coherent and respects the image of the Group]

(in accordance with the Group's values, strategies, visual and graphical identity). All employees not authorized to represent the Group must, before expressing their views, declare that they are speaking solely in their own name which in no way represents the views or opinions of the Group.

Membership of Political Parties and Organizations

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 incidence on the public positions adopted by Rexel]**. Also, no employee or representative 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.

Ask your questions to your supervisor or manager who is the most appropriate person to help you resolve an ethical problem. You may also contact your local Ethics Officer to raise a particular issue and ask for advice. The name and full contact details of your Ethics Officer can be found online at

<http://www.rexel.com>



EN

Human Resources Department
189-193 Boulevard Malesherbes
75017 PARIS - FRANCE
Tel. +33 (0)1 42 85 85 00
Fax +33 (0)1 42 85 92 05

www.rexel.com



REXEL