



Press Release

Nexans to launch an increase in capital reserved for its employees

Paris, May 16, 2012 – Nexans announced on February 8, 2012 the implementation of a new employee shareholding plan. This press release aims to detail certain features of the capital increase reserved for Group employees.

The reservation period will be open from May 21st to June 7th, 2012 (inclusive) and the revocation period will take place from July 10 to July 12, 2012 (inclusive). The subscription price will be set on July 9, 2012.

The issuance of the shares is scheduled for August 3rd, 2012. The main terms and conditions of this employee shareholding plan are described hereinafter.

Nexans' objective through this transaction is to associate more closely employees, in France and abroad, with the results of the Group. It is the 5th employee shareholding plan implemented by Nexans since 2002.

About Nexans

With energy at the basis of its development, Nexans, worldwide expert in the cable industry, offers an extensive range of cables and cabling solutions. The Group is a global player in the energy transmission and distribution, industry and building markets. Nexans addresses a wide series of market segments: from energy and telecom networks to energy resources (wind turbines, photovoltaic, oil and gas or mining...) to transportation (shipbuilding, aerospace, automotive and automation, railways.).

Nexans is a responsible industrial company that regards sustainable development as integral to its global and operational strategy. Continuous innovation in products, solutions and services, employee development and commitment, customer orientation and the introduction of safe industrial processes with limited environmental impact are among the key initiatives that place Nexans at the core of a sustainable future.

With an industrial presence in 40 countries and commercial activities worldwide, Nexans employs 25,000 people and had sales in 2011 of 7 billion euros. Nexans is listed on NYSE Euronext Paris, compartment A.

For more information, please consult: www.nexans.com or www.nexans.mobi

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ISSUER

Nexans (hereinafter the “**Company**”)

Registered office: 8 rue du Général Foy, 75008 Paris

Share capital: €28,723,080 divided into 28,723,080 shares as of 31 December 2011

RCS Paris 393 525 852

Compartment A – NYSE Euronext Paris (France)

Common share ISIN code: FR0000044448

PURPOSE OF THE OFFERING

This employee shareholding plan, which is in line with the policy of developing the Group’s employee shareholding, will cover 25 countries. Nexans’ objective through this transaction is to associate more closely employees, in France and abroad, with the results of the Group.

The offering is called “Act 2012” and offers a unique formula including a leverage component and an investment guarantee and will be represented locally in the form of various methods that make it possible to meet the unique offer’s aims while taking local legal requirements into account.

FRAMEWORK OF THE TRANSACTION - OFFERED SECURITIES

The shareholders of Nexans, during the Ordinary and Extraordinary Shareholders’ Meeting of May 15, 2012, authorized the Board of Directors to increase the total share capital of the company, on one or more occasions, up to a maximum amount of €400,000 through the issuance of new shares or other securities giving access to the Company’s share capital reserved for employees of the company and for French and foreign companies affiliated with it pursuant to Article L. 225-180 of the French Code of Commerce and Article L. 3344-1 of the French Labor Code, and who are members of the Group Savings Plan.

In accordance with this authorization, on May 15, 2012, the Board of Directors decided on the principle of an issuance of common shares to employee members of the group savings plan to a subscription price determined according to the provisions of Article 3332-19 of the French Labor Code, which could be subject to a discount, decided also on certain terms and conditions of the offering, and it finally delegated to the Chairman and Chief Executive Officer the powers required for the implementation of the offering.

The Chairman and Chief Executive Officer, acting on delegation of the Board of Directors, will set the final terms and conditions of the transaction by a decision expected to occur on July 9, 2012. In particular, he will determine on such date the subscription price of the newly-issued shares, which is equal to the Reference Price less a 20% discount.

The Reference Price will be declared by the Chairman and Chief Executive Officer on July 9, 2012. In accordance with the provisions of Article L.3332-19 of the French Labor Code, it will be equal to the average of the opening share price of the Nexans share on Euronext Paris during the twenty (20) trading days preceding this date.

The maximum number of Nexans shares that may be issued within the framework of this offering amounts to 400,000 shares (corresponding to a capital increase of a maximum nominal amount of € 400,000).

CONDITIONS OF THE SUBSCRIPTION

- *Beneficiaries of the share offering reserved for employees:* the beneficiaries of the offering are (i) the employees, and the corporate officers under the conditions provided for by Article L. 3332-2 of the French Labor Code, of companies in the offering perimeter that are members of the France or International Group Employee Savings Plan, as applicable, regardless of the nature of their employment contract (fixed or indefinite term length, full or part time employment) and that are able to justify a three-month seniority within the Group by the end of the retraction period and (ii) the early retirees and retirees of the French companies of the group who have maintained assets within the Group Savings Plan France since leaving the group.
- *Companies in the offering perimeter:*
 - Nexans, with a total share capital of €28,723,080, with its registered office at 8 rue du Général Foy, 75008 Paris, France, and
 - Companies of the Nexans group having their registered offices in France or abroad (i) in which Nexans holds directly or indirectly more than 50% of the total share capital, (ii) that joined the Group Savings Plan France of Nexans or the Group Savings Plan International of Nexans and (iii) which are located in one of the following 25 countries: Argentina, Belgium, Brazil, Canada, Chile, China, Colombia, the Czech Republic, Egypt, France, Germany, Greece, Italy, Lebanon, Morocco, Norway, Peru, Singapore, South Korea, Spain, Sweden, Switzerland, Turkey, the United Kingdom and the United States.
- *Terms and conditions of the subscription:* the shares will either be subscribed for directly or through an FCPE, in accordance with applicable regulatory and/or tax legislation in the various countries of residence of the beneficiaries of the capital increase.
- *Subscription formula:* employees will be able to subscribe to Nexans shares through an FCPE (except where local restrictions apply) offering a unique guaranteed formula including a leverage component which allows the employee to benefit from a guarantee of their investment made into this offering. In certain countries, employees will receive from their employer a *Stock Appreciation Right*, the amount of which will be indexed by applying a comparable formula to of the one offered in the leveraged plan.
- *Subscription threshold:* the beneficiaries' annual payments made in the Group Savings Plan (after consideration of the additional bank amount under the leveraged formula) shall not exceed, in accordance with Article L.3332-10 of the French Labor Code, one-fourth of their estimated gross annual compensation for 2012, subject to other constraints resulting from local regulations.
- *Lock-up period applicable to the Nexans shares or to the corresponding FCPE units:* the subscribers shall hold either the shares subscribed to directly, or the corresponding units of the FCPEs, during a five-year period, i.e. until 3 August 2017, except in the case of an early release event.
- *Exercise of the voting rights attached to the shares:* where the shares are subscribed to and held via an FCPE, voting rights on these shares will be exercised by the relevant FCPE supervisory board; where the shares are subscribed to directly by employees, voting rights will be exercised individually by the relevant employees.

CALENDAR

- Reservation period: from 21 May 2012 (inclusive) to 7 June 2012 (inclusive)
- Determination and communication of the subscription price: 9 July 2012
- Revocation period: from 10 July 2012 (inclusive) to 13 July 2012 (inclusive)
- Issuance of the shares under the offering: scheduled for 3 August 2012

HEDGING TRANSACTIONS

With respect to the implementation of the guaranteed leveraged formula, the financial institution structuring the offering (Crédit Agricole CIB) is likely to enter into hedging transactions, particularly as from the date on which the period of determination of the Reference Price will start, i.e. 21 May 2012, and throughout the entire duration of the transaction.

LISTING

The listing of the newly-issued Nexans shares to trading on NYSE Euronext Paris (ISIN: FR0000044448), such as the listing of existing shares, will be requested as soon as possible following the completion of the capital increase scheduled to take place on 3 August 2012.

SPECIFIC NOTE REGARDING INTERNATIONAL OFFERING

This press release does not constitute an offer to sell or a solicitation of offers to subscribe to Nexans shares. The offering of Nexans shares reserved for employees will be conducted only in the countries where such an offering has been registered with competent local authorities and/or following the approval of a prospectus by the competent local authorities, or in consideration of an exemption of the requirement to prepare a prospectus or to register the offering.

More generally, the offering will only be conducted in countries where all required filing procedures and/or notification have been completed and the required authorizations have been obtained.

EMPLOYEE CONTACT

The beneficiaries may address all questions regarding this offering to their Human Resources contact person and/or to any other person specified in the documentation remitted to employees.

This press release constitutes the information document required by Article 212-4 5° of the AMF general regulations and Article 14 of AMF instruction no. 2005-11 of 13 December 2005.