



Notice

Mixed Shareholders' Meeting (Ordinary and Extraordinary)

May 5, 2015 at 3 p.m.

Palais des Congrès
Auditorium Havane
2, place de la Porte Maillot
75017 Paris, France

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Shareholders' Information

Shareholders' toll-free number: 0 800 898 898 (calls from France)

Investor Relations

Tel.: + 33 1 73 23 84 61

E-mail: investor.relation@nexans.com

www.nexans.com

Voting and attendance instruction form for the Annual Shareholders' Meeting (all options) are attached.

This notice is accessible in French and English on the Internet site www.nexans.com

Chairman's message

Dear Shareholder,

I would be very pleased if you could participate to the Ordinary and Extraordinary Annual General Meeting which will be held on Tuesday May 5, 2015 starting at 3:00 pm (Paris time), on first notice, at the Palais des Congrès in Paris, France.

As you are aware, in 2014 we faced a difficult economic backdrop characterized by strong price pressure. Within this context we turned around our businesses, pursued our restructuring and cost-saving plans, consolidated our positions and won numerous new contracts and recently we have been awarded a contract by Statnett, TenneT and KfW bank for a power link between Germany and Norway. This represents the Group's largest subsea power cable contract to date, with a value of around 500 million euros.

Over the long term, Nexans is laying the foundations for sustainable and profitable growth in a cable industry that has very good long-term prospects. By 2030, the world's population is expected to have grown by 20% and the level of urbanization by 40%. Electricity consumption is set to rise by 50% and the production of renewable energy will likely double. In addition, all forms of mobility will develop considerably during that period. All of these changes will boost the markets for Nexans' safe, high-performing and long-lasting cable solutions, which are often unique in terms of their technologies and services.

Regarding governance, the Company's structure was changed during the year. The Board of Directors decided to split the duties of Chairman of the Board and Chief Executive Officer, with myself assigned the role of Chairman and Arnaud Poupart-Lafarge that of Chief Executive Officer. Under this new governance structure – which has been in place since October 1, 2014 and is working very effectively – the Chief Executive Officer holds all of the Group's operational and functional powers and responsibilities and the Chairman of the Board of Directors acts as the link between the Board and the executive management team.

The Annual General Meeting is a privileged occasion for Nexans and its Shareholders to meet and dialogue. This annual meeting will give you, notably, the opportunity to take part in major decisions concerning your Group by voting the proposed resolutions.

This is why we strongly hope that you will be able to attend the meeting personally. However, if you are unable to be present you have the possibility to vote by mail or give a proxy to the Chairman of the Annual General Meeting or any other duly authorized person. The meeting will be broadcast on the www.nexans.com website, in French and with simultaneous interpretation into English.

In the following pages, you will find all the practical terms and conditions of participation in the Annual General Meeting.

I want to thank you for your trust and loyalty, and look forward to seeing you on May 5.

Frédéric Vincent
Chairman of the Board of Directors

Agenda of the Shareholders' Meeting

Ordinary session

1. Approval of the Company's financial statements for the year ended on December 31, 2014 – Board of Director's management report
2. Approval of the consolidated financial statements for the year ended on December 31, 2014
3. Allocation of income
4. Renewal of M. Georges Chodron de Courcel's mandate as member of the Board of Directors
5. Renewal of M. Cyrille Duval's mandate as member of the Board of Directors
6. Renewal of M. Hubert Porte's mandate as member of the Board of Directors
7. Appointment of a statutory Auditor and an alternate statutory Auditor
8. Approval of the termination of a related-party agreement entered by and between the Company and its main shareholder Invexans, and of a new related-party commitment taken by main shareholder Invexans in relation with its representation at the Board of Directors
9. Approval of a related-party agreement entered into between the Company and its main shareholder Invexans relative to a Brazilian tax amnesty to settle a dispute
10. Approval of related-party agreement entered between the Company and M. Jérôme Gallot, member of the Board of Directors
11. Approval of related-party commitments under Article L. 225-42-1 of the French Commercial Code in respect of the retirement and pension plans made in favor of Mr. Frédéric Vincent as Chairman of the Board of Directors
12. Approval of related-party commitments under Article L. 225-42-1 of the French Commercial Code in respect of the termination indemnity and non-compete indemnity undertaken in favor of Mr. Frédéric Vincent as Chairman of the Board of Directors
13. Approval of related-party commitments under Article L. 225-42-1 of the French Commercial Code in respect of the retirement and pension plans, and hedging against the risk of job loss made in favor of Mr. Arnaud Poupart -Lafarge as Company's Chief Executive Officer
14. Approval of related-party commitments under Article L. 225-42-1 of the French Commercial Code in respect of the termination indemnity and non-compete indemnity undertaken in favor of Mr. Arnaud Poupart-Lafarge as Company's Chief Executive Officer
15. Consultative vote on the items of compensation of the Chairman of the Board of Directors due or granted in 2014
16. Consultative vote on the items of compensation of the Chief Executive Officer due or granted in 2014
17. Authorization to be given to the Board of Directors to purchase or sell acquired shares of the Company

Extraordinary session

18. Authorization to be given to the Board of Directors to reduce the Company's share capital by cancellation of treasury shares
19. Authorization to be given to the Board of Directors to increase the share capital by issuance of shares with preferential subscription rights up to the limit of € 10 million euros for a 26 months-period
20. Authorization to be granted to the Board of Directors to increase the share capital by means of the incorporation of share premiums, reserves, profits, or other items within the limit of € 10 million for a 26 months-period

21. Authorization to be given to the Board of Directors to issue debt securities through an offer made to the public, without preferential subscription rights, giving access to the Company's equity securities (valeurs mobilières représentatives de créances donnant accès à des titres de capital), subject to a maximum nominal amount of €4,255,000 together with the 22th, 23th and 24th resolutions for a 26 months-period
22. Authorization to be given to the Board of Directors to issue debt securities giving access to the Company's equity securities to be issued, through a private placement made pursuant to Article L.411-2, II, of the of the French Monetary and Financial Code, without preferential subscription rights, subject to a maximum nominal amount of €4,255,000 together with the 21th, 23th and 24th resolutions for a 26 months-period
23. Authorization to be given to the Board of Directors to increase the amount of an issuance of ordinary shares or securities, with or without preferential subscription rights, up to the limit of 15% of the of the initial amount issued, within the limits set in the 19th, 21th and 22nd resolutions for a 26 months-period
24. Authorization to be given to the Board of Directors to issue ordinary shares or securities giving access to the Company's equity securities to be issued without a preferential subscription right, up to the limit of € 4,255,000 as payment for contributions in kind of shares of another company or securities giving access to the share capital of the Company for a 26 months-period
25. Authorization to be given to the Board of Directors to increase the share capital through an issuance, reserved for members of employee share savings plans and without preferential subscription rights, of shares or securities giving access to the Company's equity securities (valeurs mobilières donnant accès à des titres de capital) up to €400,000 in par value for a 18 months-period
26. Authorization to be given to the Board of Directors to increase the share capital reserved to a category of beneficiaries in order to allow employees of certain foreign subsidiaries to benefit from an employee saving scheme on conditions comparable to those set forth in the 25th resolution of this Shareholders' Meeting, without preferential subscription rights to the benefit of the later, up to €100,000 in par value for a 18 months-period
27. Authorization to be given to the Board of Directors for the allocation of performance shares, whether already issued or to be issued, to employees and corporate officers of the Group, or to some of them, excluding the preferential subscription rights of shareholders, within the limit of a nominal amount of €350,000, subject to performance conditions set by the Board of Directors for a 18 months-period
28. Authorization to be given to the Board of Directors for the purpose of allocating existing or future free shares to employees, or to some of them, without preferential subscription rights, up to the limit of a nominal amount of € 30,000 for a 18 months-period

Ordinary session

29. Powers to complete legal formalities

How to participate to the Meeting?

GENERAL CONDITIONS – FORMALITIES

All shareholders are entitled to attend shareholders' meetings provided that they can provide proof of their identity and of their ownership of shares.

However, to be allowed to attend the shareholders' meeting, the shareholders will have to justify of their quality through registration of their shares in a share account in their name (or in the name of their financial intermediary) at least 2 business days before the Meeting, namely by **Thursday 30 April 2015** at 0 a.m. Paris time (hereafter referred to as "**D-2**"):

- **Shareholders holding their share in registered form** must thus be registered in a registered shareholders' account maintained for the company by its representative, Société Générale (French bank), at D-2 ;
- **Shareholders holding their shares in bearer form** who want to participate to the Shareholders' Meeting, have to send back, as soon as possible, to their financial intermediary who maintains the bearer shareholders' account, the voting form duly completed and signed (ticking the **box A** request for an admission card). The financial intermediary will send such form to Société Générale together with a share certificate (*certificate de participation*). If a bearer shareholder who wishes to participate in person at a Shareholders' Meeting has not received his or her admission card by **Thursday 30 April 2015**, he or she must obtain from his or her financial intermediary a certificate of participation confirming that he or she was a shareholder on **D-2**, which certificate will allow him or her to gain admission to the Shareholders' Meeting.

Voting rights - Subject to applicable law and the articles of incorporation of Nexans, each person attending the shareholders' meeting has the number of voting rights corresponding to the number of shares that he/she holds or represents.

Limitations on voting rights - In accordance with Article 21 of the bylaws, a shareholder may not exercise more than 20% of the voting rights attached to the shares of all shareholders present or represented at extraordinary shareholders' meetings when voting on resolutions relating to strategic transactions (such as mergers or major acquisitions).

Recommendations for shareholders attending the shareholders' meeting

The meeting of 5 may 2015 will start at 3 p.m. sharp so you are kindly requested to:

- Make sure you have your admission card with you and go to the welcome desk before the meeting is due to start to sign the attendance register.
- You are advised to arrive one hour before the start of the meeting to leave you time to complete all the necessary formalities.
- Take with you into the meeting room the command box for the electronic vote, which was given to you when you signed the attendance register. Follow the instructions given during the meeting for voting.

METHODS OF PARTICIPATION

Nexans hopes that as a shareholder of the company, you will be able to attend the annual Shareholders' Meeting personally. To gain entry to the meeting, you will need to obtain an admission card.

If you are unable to attend the meeting personally, you may nevertheless vote on the resolutions either by appointing a proxy or by sending a postal vote. In all cases, you have to return the voting and attendance instruction form attached to the present notice.

You will find below the relevant information and instructions regarding each of these methods for participating in the annual Shareholders' Meeting.

1. Attending personally

To gain entry to the meeting and vote, you will need to obtain **an admission card**, which will be provided to you on request.

- ✓ Tick box **A** at the top of the attached instruction form.
- ✓ Date and sign at the bottom of the form.
- ✓ Return the form as soon as possible so as to receive your admission card in sufficient time, either:
 - if you are a registered shareholder, to Société Générale – Service des Assemblées (Shareholders' Meetings department) (CS 30812, 32 rue du Champ de Tir, 44308 Nantes Cedex 03), in the enclosed pre-paid envelope;
 - if you are a bearer shareholder, to the financial intermediary where your share account is maintained.

2. By proxy

If you are unable to attend the shareholders' meeting personally, you may choose between the 2 following alternatives:

- ✓ **to appoint the Chairman as your representative**
 - Tick box "I hereby give my proxy to the Chairman of the meeting"
 - Date and sign at the bottom of the form.
 - Return the form as soon as possible to your financial intermediary if you are a bearer shareholder or to Société Générale in the enclosed pre-paid envelope if you are a registered shareholder.
- ✓ **to appoint a mentioned person (individual or legal entity)**
 - Tick box "I hereby appoint / Je donne pouvoir à ..." providing all the requested information (Corporate name/name, forename and address of your proxy).
 - Date and sign at the bottom of the form.
 - Give the form to your proxy, or return it to your financial intermediary if you are a bearer shareholder or to Société Générale in the enclosed pre-paid envelope if you are a registered shareholder.

In accordance with the provisions of article R. 225-79 of the French Commercial Code, the notification of the **appointment or withdrawal of a proxy** can also be made via **electronic mail** under the following conditions:

- **For registered shareholders (*actionnaire au nominatif*)**: send an email bearing an electronic signature (obtained from a certifying authority, in accordance with applicable regulation) to the email address mandataireAG@nexans.com stating the following information: **Nexans Shareholders' meeting as of May 5, 2015**, their surname, first name and complete address and their Société

Générale user ID for those whose shares are registered with Société Générale (information available on the top left-hand corner of their account statement) or for the others their user ID with their financial intermediary, the surname, first name and the complete address of the proxy appointed or withdrawn.

- **For holders of bearer shares (*actionnaire au porteur*):**
 - Send an email bearing an electronic signature (obtained from a certifying authority, in accordance with applicable regulation) to the email address mandataireAG@nexans.com stating the following information: **Nexans Shareholders' meeting as of May 5, 2015**, their surname, first name, complete address and complete bank details, together with the surname, first name and the complete address of the proxy appointed or withdrawn.
 - Ask the financial intermediary responsible for managing their securities account to send a written confirmation to Société Générale, Service des Assemblées, (CS 30812, 32 rue du Champ de Tir, 44308 Nantes Cedex 03).

For the appointment or withdrawal of proxies to be taken into account, duly signed and completed notifications must be received **no later than Monday 4th May, 2015 at 3 p.m. (Paris time)**. Furthermore, please note that the email address mandataireAG@nexans.com, should only be used for requests to appoint/withdraw a proxy. Requests of any other nature cannot be processed.

3. By postal vote

- ✓ Tick box "I vote by post / Je vote par correspondance".
- ✓ If you wish to vote against or abstain from one or several resolutions, shade in the appropriate boxes next to the resolutions that you are opposed to sign; do not forget to fill in the box relating to " amendments to or new resolutions presented during the meeting", indicating your choice by shading in the appropriate boxes.
- ✓ Date and sign at the bottom of the form.
- ✓ Return the form as soon as possible to your financial intermediary if you are a bearer shareholder or to Société Générale in the enclosed pre-paid envelope if you are a registered shareholder.

The form duly completed and signed must be sent as soon as possible to:

- **Shareholders holding their shares in registered form: Société Générale – by using the enclosed pre-paid envelope.**
- **Shareholders holding their shares in bearer form: to the financial intermediary at which your shares account is maintained. The financial intermediary will send such form to Société Générale together with a share certificate confirming that you are a Nexans Shareholder.**

In all cases (1, 2 or 3), the duly completed and signed form will have to be received by Société Générale, Service Assemblées, on Wednesday 4 May, 2015 at 3 p.m. (Paris time), at the latest.

Once a shareholder has voted by postal vote or sent a power of attorney or requested an admission card, he or she can no longer change their method of participation in the Meeting, but may sell all or part of his/her shares.

How to fill out the voting form ?

A If you wish to attend the meeting in person: tick box **A** to receive your admission card

B If you do not wish to attend the meeting: tick one the three boxes below (1, 2 or 3) to appoint a proxy or vote by mail

IMPORTANT : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - **Important** : Before selecting please refer to instructions on reverse side
 que soit l'option choisie, noircir comme ceci la ou les cases correspondantes, dater et signer au bas du formulaire - **Whichever option is used, shade box(es) like this, date and sign at the bottom of the form**
 Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire. / I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.
 J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / I prefer to use the postal voting form or the proxy form as specified below.

<p>A</p>  <p>8 rue du Général Foy 75008 PARIS - France Au capital de 42 551 299 € 393 525 852 RCS PARIS</p>	<p>ASSEMBLÉE GÉNÉRALE MIXTE convoquée le mardi 5 mai 2015 à 15h00 (heure de Paris) au Palais des Congrès - Amphithéâtre Havane 2 place de la Porte Maillot - 75017 PARIS - France</p> <p>COMBINED SHAREHOLDERS' MEETING to be held on Tuesday, May 5, 2015 at 3:00 p.m. (Paris time) at Palais des Congrès - Auditorium Havane 2 place de la Porte Maillot - 75017 PARIS - France</p>	<p>CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY</p> <p>Identifiant - Account</p> <p>Nombre d'actions / Number of shares</p> <p>Nominatif / Registered</p> <p>Parleur / Bearer</p> <p>Vote simple / Single vote</p> <p>Vote double / Double vote</p> <p>Nombre de voix - Number of voting rights</p>
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<p>1 JE VOTE PAR CORRESPONDANCE / I VOTE BY POST <small> Cf. au verso (2) - See reverse (2)</small></p> <p>Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci <input type="checkbox"/> la case correspondante et pour lesquels je vote NON ou je m'abstiens. <small> I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box - like this <input type="checkbox"/> for which I vote NO or I abstain.</small></p> <table border="1"> <tr><td>1</td><td>2</td><td>3</td><td>4</td><td>5</td><td>6</td><td>7</td><td>8</td><td>9</td></tr> <tr><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr> <tr><td>10</td><td>11</td><td>12</td><td>13</td><td>14</td><td>15</td><td>16</td><td>17</td><td>18</td></tr> <tr><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr> <tr><td>19</td><td>20</td><td>21</td><td>22</td><td>23</td><td>24</td><td>25</td><td>26</td><td>27</td></tr> <tr><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr> <tr><td>28</td><td>29</td><td>30</td><td>31</td><td>32</td><td>33</td><td>34</td><td>35</td><td>36</td></tr> <tr><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr> <tr><td>37</td><td>38</td><td>39</td><td>40</td><td>41</td><td>42</td><td>43</td><td>44</td><td>45</td></tr> <tr><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr> </table> <p>Out / Non/No Yes / Abst/Abst</p> <p>A <input type="checkbox"/> <input type="checkbox"/> F <input type="checkbox"/> <input type="checkbox"/></p> <p>B <input type="checkbox"/> <input type="checkbox"/> G <input type="checkbox"/> <input type="checkbox"/></p> <p>C <input type="checkbox"/> <input type="checkbox"/> H <input type="checkbox"/> <input type="checkbox"/></p> <p>D <input type="checkbox"/> <input type="checkbox"/> J <input type="checkbox"/> <input type="checkbox"/></p> <p>E <input type="checkbox"/> <input type="checkbox"/> K <input type="checkbox"/> <input type="checkbox"/></p> <p>Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions are proposed during the meeting - Je donne pouvoir au Président de l'assemblée générale de voter en mon nom. / I appoint the Chairman of the general meeting to vote on my behalf. <input type="checkbox"/> - Je m'abstiens (d'abandonner) équivaut à un vote contre. / I abstain from voting (is equivalent to vote NO). <input type="checkbox"/> - Je donne procuration (et au cas échéant (4) à M. / Mme ou Mlle, Raison Sociale pour voter en mon nom. / I appoint (see reverse (4) Mx, Mlx or Mlxx, Corporate Name to vote on my behalf. <input type="checkbox"/></p> <p>Pour être prise en considération, toute formule doit parvenir au plus tard : <small> In order to be considered, this completed form must be returned at the latest:</small></p> <p>à la banque / to the bank: 04 Mai 2015 / May 4th, 2015</p>	1	2	3	4	5	6	7	8	9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	11	12	13	14	15	16	17	18	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19	20	21	22	23	24	25	26	27	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	28	29	30	31	32	33	34	35	36	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	37	38	39	40	41	42	43	44	45	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<p>2 JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE <small> Cf. au verso (3)</small></p> <p>I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING <small> See reverse (3)</small></p> <p>ATTENTION : s'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées à votre banque. CAUTION : if it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.</p> <p>Nom, prénom, adresse de l'actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement). Cf au verso (1). <small> Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary). See reverse (1)</small></p> <p style="text-align: center;"> Whatever your choice, date and sign here </p> <p>Date & Signature</p>	<p>3 JE DONNE POUVOIR À : Cf. au verso (4)</p> <p>I HEREBY APPOINT: See reverse (4)</p> <p>M. / Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name</p> <p>Adresse / Address</p> <p style="text-align: center;"> Write your name, surname and adresse or check them </p>
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If you wish to vote by mail: tick box **1** and follow the instructions.

If you wish to appoint the Chairman of the meeting as your proxy: tick box **2**.

If you wish to appoint a third person to attend the meeting as your proxy: tick box **3** and fill in that person's name and address.

Report of the Board of Directors on the draft resolutions

ORDINARY SESSION

APPROVAL OF THE COMPANY'S FINANCIAL STATEMENTS AND THE CONSOLIDATED FINANCIAL STATEMENTS – ALLOCATION OF INCOME (RESOLUTIONS 1 TO 3)

The first two resolutions relate to the submission for your approval the company's financial statements (**1st resolution**) and the consolidated financial statements for 2014 (**2nd resolution**), which respectively show a loss of €66,588,350 and a negative net income (group share) of € 168 million.

The **3rd resolution** relates to the allocation of the loss of Nexans S.A. for the 2014 fiscal year. Considering the difficult economic context and the Company's net book value of the loss, the Board of Directors has decided that it would be more prudent not to recommend a dividend payment for 2014.

RENEWAL OF TERMS AND ELECTION OF NEW DIRECTORS (RESOLUTIONS 4 TO 6)

The 4th to 6th resolutions are in order to renew the 4-year terms in office as members of the Board of Directors for the following persons:

- Mr. Georges Chodron de Courcel,
- Mr. Cyrille Duval,
- Mr. Hubert Porte.

Their terms in office as Directors would thus expire at the end of the Shareholders' Meeting that is convened to rule on the financial statements for the 2018 fiscal year. A presentation of these candidates is set forth in the appendix.

The renewal of the terms in office of these three members of the Board of Directors would capitalize on their knowledge of the Group that they have developed for several years and to continue to profit from their great expertise. The renewal of the terms in office of Messrs. Chodron de Courcel and Duval would allow the independence of the Board to be maintained at a level that exceeds the proportion of one-half that is recommended by the AFEP-MEDEF Code of Ethics for publicly traded companies¹. As for the renewal of Mr. Hubert Porte's term, it would be in the continuity of the Company's long-term partnership with its main shareholder Invexans and would comply with the long-term commitment made by Invexans on May, 22 2014.

Given the number of Board meetings in 2014, which amounts to 13, the regular attendance rates of Messrs. Chodron de Courcel, Duval and Porte (a 100% attendance rate for Mr. Chodron de Courcel, a 92% rate for Mr. Porte and a 85% rate for Mr. Duval) testify to the extent to which they are invested in the work of the Board. Messrs. Chodron de Courcel and Duval also participated in all the meetings of the Board Committees to which they belong.

If the shareholder's meeting approves these three renewals, considering the non-renewal, at their request, of the term of Ms. Mouna Sepehri and Mr. Robert Brunck, the Board would be comprised of 12 directors. Six of these directors were characterized as independent by the Board at its meeting on January 21, 2015 (see paragraph I.1.3 of the Report of the Chairman of the Board of Directors on corporate governance and on internal control and risk management procedures included in the 2014 Registration document, available on www.nexans.com) : Mr. Georges Chodron de Courcel, Mr. Cyrille Duval, Mr. Jérôme Gallot, Mr. Philippe Joubert, Ms. Véronique Guillot-Pelpel and Ms. Colette Lewiner), that is, an independence rate in excess of 54%, which is higher than the 50% proportion recommended by the AFEP-MEDEF Code for publicly held companies².

¹ Percentage computed by excluding the Director representing the employee shareholders, in accordance with recommendation 9.2 of the revised AFEP-MEDEF Code dated June 2013.

² Percentage computed by excluding the Director representing the employee shareholders, in accordance with recommendation 9.2 of the revised AFEP-MEDEF Code dated June 2013.

The number of women directors would be more than 33%, in compliance with the provisions of the Law of January 27, 2011. The composition of the Board is and would be, therefore, in compliance with the rules in effect as well as with the provisions of the AFEP/MEDEF Code with regard to parity between men and women.

Finally, these term renewals help to maintain staggered terms in office, which would be as follows:

2016 Annual Shareholders' Meeting	Frédéric Vincent, Colette Lewiner, Lena Wujek ³
2017 Annual Shareholders' Meeting	Jérôme Gallot, Francisco Pérez Mackenna ³ , Andrónico Luksic Craig ³
2018 Annual Shareholders' Meeting	Véronique Guillot-Pelpel, Philippe Joubert, Fanny Letier ⁴
2019 Annual Shareholders' Meeting	Georges Chodron de Courcel, Cyrille Duval, Hubert Porte ⁵

APPOINTMENT OF A STATUTORY AUDITOR AND OF AN ALTERNATE STATUTORY AUDITOR (RESOLUTION 7)

In accordance with the law and with the provisions of the Boards' Internal Regulations, the procedure for appointing the statutory Auditor and alternate statutory Auditor was directed by the Accounts and Audit Committee which presented to the Board of Directors meeting of March 17, 2015 the proposal submitted to the Shareholders' Meeting.

In the **7th Resolution**, it is proposed that, given the fact that terms in office of KPMG (statutory Auditor) and of Mr. Denis Marangé (alternate statutory Auditor) are expiring, you appoint the Mazars firm, which has its official domicile at Tour Exaltis, 61 rue Henri Regnault 92075 La Défense, Cédex, represented by Mrs. Isabelle Sapet as statutory Auditor and Mr. Gilles Rainaut, who has his official residence at 61 rue Henri Regnault 92400 Courbevoie, as alternate statutory Auditor for 6-year terms in office expiring at the end of the Shareholders' Meeting that is convened to rule on the financial statements for the 2020 fiscal year.

RELATED PARTY TRANSACTIONS (RESOLUTIONS 8 TO 14)

The **8th to 14th resolutions** are regarding the approval, pursuant to Article L. 225-40, paragraph 2 of the French Commercial Code, of the so-called "related party transactions" entered into during 2014, which are mentioned in the Auditors' special report presented to this Meeting. These transactions were entered into with the main shareholder Invexans, the Director Jérôme Gallot, Chairman of the Board Frédéric Vincent and Chief Executive Officer Arnaud Poupart-Lafarge.

The Board of Directors reviewed the related-party transactions approved at previous shareholders' meetings, whose execution was on-going in 2014, and the Auditors' report mentions them. In accordance with the law, only new agreements not yet approved by the shareholders are subject to your approval at this meeting.

In order to allow the shareholders to vote separately on the agreements, the Board decided to submit seven separate resolutions to a vote.

Approval of the termination of an agreement entered into between the Company and its main shareholder Invexans, and of a new related-party commitment taken on May 22, 2014 by main shareholder Invexans in respect of its representation at the Board of Directors (8th Resolution)

It is proposed that you approve the termination of the agreement dated March 27, 2011 as modified by the amendment dated November 26, 2012 and the new long-term commitment taken by Invexans on the same date, as authorized by the Board of Directors at its meeting on May 22, 2014.

³ Board member representing the employee shareholders.

⁴ Nominated by shareholder Bpifrance Participations.

Under this new commitment, Invexans will not ask for representation on the Board of Directors by more than three non-independent Board members on a Board composed of fourteen directors, or, if the Board were to be expanded, representation that is greater than a number of Board members that is in proportion to its investment interest.

That commitment became effective on May 22, 2014 and will end on November 26, 2022 or before that date if one of the following events occurs:

- (1) the filing of a public offering that involves all the shares and voting rights of Nexans (including, in order to eliminate any ambiguity, those owned by Invexans);
- (2) a third party that is not acting in cooperation (pursuant to the terms of Article L. 233-10 of the French Commercial Code with Invexans comes to have an investment interest that higher than the lowest of the following thresholds: (i) 15% of the share capital of the company or of the voting rights or (ii) the percentage of the corporate share capital or of the voting rights possessed at the time by Invexans;
- (3) the percentage of the corporate share capital of Nexans owned by Invexans falls below 10%;
- (4) Invexans comes to own 30% or more of the corporate share capital or of the voting rights of Nexans as a result of a transaction approved by the shareholders of Nexans and has obtained from the French financial regulatory authority the *Autorité des Marchés Financiers* (AMF) a derogation from the obligation to file a draft of a public offering.

Related-party agreement entered into between the Company and its main shareholder Invexans on November 26, 2014 relative to a Brazilian tax amnesty to settle a dispute (9th Resolution)

It is proposed that you approve the conclusion of a settlement agreement with Invexans in order to benefit from the expansion of a tax amnesty program in Brazil, which was authorized by the Board of Directors at its meeting held on November 26, 2014. This settlement is related to Invexans's obligation to pay compensation stipulated in the *Purchase Agreement* dated February 21, 2008 and the agreements concerning the implementation thereof, with regard to the acquisition by Nexans of the South American cable business activities of Madeco (Quiñenco Group).

On November 14, 2014, Nexans Brazil joined a tax amnesty program called the REFIS IV Program with a lawsuit pending with the Brazilian tax authorities, the risk of which involved a total of 32.5 million Brazilian reais (approximately 10.4 million euros). Furthermore, Invexans disputed, with regard to this lawsuit, the right to compensation of Nexans that existed under the *Purchase Agreement* and the agreements that implemented it. Since it was in the interest of Nexans to eliminate the risk associated with the pending lawsuit mentioned above, and to eliminate the risk of non-indemnity by Invexans, Nexans negotiated with Invexans an agreement that has terms that derogate from the rules regarding compensation stipulated by the *Purchase Agreement* and the agreements that implement it.

Under the terms of that agreement, Nexans Brazil paid the Brazilian tax authorities a lump sum of 18,293,596.52 Reais (approximately 5.8 million euros) for inclusion of the aforementioned litigation in the Programme REFIS IV, including 9, 540,096 Brazilian reais (approximately 3 million euros) in cash and the balance of 8,753,500.52 Reais (approximately 2.8 million euros) with tax losses that can be carried forward. Invexans contributed 65% and paid to Nexans Brazil the sum 11,890,837.74 Reais in cash (approximately 3.8 million euros).

Services Agreement entered into with Jérôme Gallot, member of the Board of Directors, on October 21, 2014 (10th Resolution)

It is proposed that you approve the conclusion of a services agreement with Jérôme Gallot, member of the Board of Directors of Nexans, to conduct a comprehensive diagnostic analysis regarding the optimization of the legal structures of the Group. The conclusion of that agreement was authorized by the Board of Directors at its meetings held on July 24 and September 22, 2014. The company did not have the internal resources necessary to complete that mission successfully during the period of the reorganization of the Group launched in 2014 that is still being completed in 2015.

Mr. Gallot brings the objectivity of an independent professional consultant who is furthermore familiar with the Group's overall organization and activities as a member of the Board of Directors. The findings of this study are being reviewed in detail by the Company for their implementation if necessary.

The principle, the content, and the terms and conditions for compensation for that role have been subject to a review conducted by the Appointments, Compensation, and Corporate Governance Committee with Jérôme Gallot not present, before authorization by the Board of Directors. Under the terms of the agreement, Jérôme Gallot received total compensation in the amount of € 19,950, paid in 2015.

Related-party commitments undertaken in favor of Frédéric Vincent (11th and 12th Resolutions)

It is proposed that you approve the following related-party commitments from which Frédéric Vincent benefits as Chairman of the Board of Directors, which were authorized by the Board of Directors at its meeting held on July 24, 2014.

In the terms of the **11th Resolution**, it is proposed that you approve the related-party commitments authorized by the Board in respect of the **defined benefit retirement plan** and to the **group pension plan**. Frédéric Vincent was already the beneficiary of this defined benefit retirement plan and group pension plan before he became a corporate officer of the Company and during the time he was in office as Chairman and Chief Executive Officer until September 30, 2014.

These plans are detailed below in the section relating to the consultative vote on the items of compensation of Frédéric Vincent as Chairman of the Board of Directors due or granted in 2014 (**Resolution 15**).

In the terms of the **12th resolution**, it is proposed that you approve, in compliance with the provisions of Article L. 225-42-1 of the French Commercial Code, the related-party commitments undertaken in favor of Frédéric Vincent as Chairman of the Board of Directors in respect of a **termination indemnity** and a **non-compete indemnity**.

These indemnities are detailed below in the section relating to the consultative vote on the items of compensation of Frédéric Vincent as Chairman of the Board of Directors due or granted in 2014 (**Resolution 15**).

Regulated commitments undertaken in favor of Arnaud Poupart-Lafarge (13th and 14th resolutions)

It is proposed that you approve the following related-party commitments from which Arnaud Poupart-Lafarge benefits as Chief Executive Officer, which were authorized by the Board of Directors at its meeting held on July 24, 2014.

In the terms of the **13th resolution**, it is proposed that you approve the related-party commitments authorized by the Board in respect of the **defined benefit retirement plan**, the **group pension plan** and **hedging the risk of employment loss**.

These plans are detailed below in the section relating to the consultative vote on the items of compensation of Arnaud Poupart-Lafarge as Chief Executive Officer due or granted in 2014 (**Resolution 16**).

Under the terms of the **14th resolution**, it is proposed that you approve, in compliance with the provisions of Article L. 225-42-1 of the French Commercial Code, the related-party commitments undertaken in favor of Arnaud Poupart-Lafarge as Chief Executive Officer in respect of a **termination indemnity** and a **non-compete indemnity**.

These indemnities are detailed below in the section relating to the consultative vote on the items of compensation of Arnaud Poupart-Lafarge as Chief Executive Officer due or granted in 2014 (**Resolution 16**).

Consultative vote on the items of compensation of Frédéric Vincent as Chairman of the Board of Directors due or granted in 2014 (Resolution 15)

Further to the decision by the Board of Directors on July 24, 2014, to split the duties of Chairman and Chief Executive Officer with effect from October 1, 2014, the fixed component of the compensation of Frédéric Vincent was changed. Accordingly, in respect of 2014, this compensation corresponds for nine months of the year (January 1 to September 30) to his position as Chairman and Chief Executive Officer and for three months (October 1 to December 31) to his position as Chairman of the Board of Directors.

In order to establish the components of the compensation of its Chairman, the Board of Directors relies on studies of specialized consultants indicating the market practices for comparable companies. In addition, the compensation of Frédéric Vincent as Chairman of the Board of Directors was established in 2014 in the context of a transition period, since, as the former Chairman and Chief Executive Officer of the Company from 2009 through 2014, Frédéric Vincent was charged with providing comprehensive support for the new Senior Management by the Board. Moreover, he has tasks that are broader than those allocated to a Chairman of the Board by the French Commercial Code, which are described in the Internal Regulations of the Board of Directors, including, in particular/

- chairing the Strategy Committee,
- representing the Company in domestic and international professional organizations in liaison with the Senior Management,
- representing the Company in its high-level relations with the public authorities and the Group's major partners domestically and internationally, in liaison with the Senior Management,
- the development of the Group's image, and
- the liaison between the Board of Directors and the Company's shareholders in cooperation with the Senior Management.

The Board of Directors decided in agreement with the Chairman of the Board that there will not be any variable compensation in 2015. Also, the Board of Directors decided to not include the Chairman in the possible future long term incentive plan (performance shares).

These decisions are taken in the context of the Group's change of governance. They relate to the end of the transition period that began in October 2014 and will be concluded in May 2016 at the time of expiration of the Chairman's mandate. After this period, Nexans Chairman will have the role of a non-executive chairman.

In accordance with the recommendations of the revised AFEP-MEDEF Corporate Governance Code of June 2013, to which the Company adheres in accordance with Article L.225-37 paragraph 7 of the French Commercial Code, the **15th resolution** submits for the approval of the Shareholders' Meeting the compensation components due or granted for 2014 to Frédéric Vincent as Chairman and CEO (January 1 to September 30) and as Chairman of the Board of Directors (October 1 to December 31).

The shareholders are, therefore, asked to vote on the following compensation components due or allocated for 2014: fixed compensation, annual variable compensation, directors' fees, benefits in kind, and performance shares.

These components are in compliance with the recommendations made in the AFEP-MEDEF Code and are described in the Company's 2014 Registration document, Section 7.4 of the 2014 Management Report (*Compensation of Frédéric Vincent, Chairman of the Board of Directors*), and restated in the summary table below:

Compensation components	Amounts or accounting valuation of the compensation components due or allocated for the year 2014 submitted for approval	Comments and explanations
Fixed compensation	€ 730,000	<p>Fixed annual compensation from January to the end of September 2014 as Chairman and Chief Executive Officer: € 800,000 Fixed annual compensation from 1 October 2014 to the end of 2014 as Chairman of the Board of Directors: € 520,000 The €730,000 amount is the sum of the two prorated compensation levels; this amount is gross before tax.</p>
Annual variable compensation	€ 616,887	<p>The variable portion of the compensation for 2014, which was paid in early 2015, could vary between 0% and 150% of the fixed portion of the compensation.</p> <p>The portion of the quantitative objectives is 70% and is based on three financial targets which are the same as those shared by group's managers, the relative weights of which were as follows: (1) operating margin: 40%, (2) ROCE: 40%, and (3) free cash flow: 20% In strict compliance with the extent to which these objectives have been attained:</p> <ul style="list-style-type: none"> - The level of success of the operating margin is 38.7% of the maximum, with this indicator having increased by 11% in comparison with 2013 at a constant exchange rate. - The level of success observed in the Return on Capital Employed (ROCE) by 46.8% of the maximum reflects an improvement in this indicator in comparison with 2013. - The level of success of free cash flow is 100% of the maximum, with the amount thereof being € 160.7 million. <p>On these bases, the quantitative portion is a total of € 415,954 (in comparison with a potential maximum of € 766,500, that is, 54% of the maximum amount).</p> <p>The portion of the individual objectives is 30% and is based on precise pre-established objectives related to the markets, the business activity, the functioning, and the organization of the Group. The Board has found the level of achievement at 61% of the maximum. The amount of this variable portion amounts 200,933 euros (out of a maximum potential amount of 328,500 euros). In accordance with commitments made towards Frédéric Vincent on July 24, 2014, the total amount of the variable compensation paid to Frédéric Vincent is 616,887 euros, or 56% of the maximum amount.</p>
Stock options, performance shares, or any other long-term compensation component	<p>A maximum number of 50,000 performance shares valued at € 813,092 according to the method used for the consolidated financial statements</p>	<p>On July 24, 2014, the Board of Directors made use of the 14th resolution approved by the Shareholders' Meeting of May 15, 2014 and decided to grant Frédéric Vincent a maximum number of 50,000 performance shares if the plan's maximum performance conditions were achieved.</p> <p>The final acquisition of the performance shares allocated for plan No. 13 dated July 24, 2014 is subject to a presence condition in the Company and demanding performance conditions, each of which is measured over a 3-year period. The performance conditions are distributed between two segments: share performance and financial performance.</p> <p>One-half of the performance shares allocated shall be subject to a share performance condition consisting of measuring the change in Nexans shares over a period of 3 years (from the allocation date) compared to the same indicator calculated for the reference panel comprised of the following 10 companies: Alstom, Legrand, Prysmian, General Cable, Rexel, ABB, Schneider Electric, Saint Gobain, Leoni, and NKT. The number of shares that vest will be determined in consideration of the following achievement scale:</p>

		<table border="1"> <thead> <tr> <th>Performance achieved by Nexans compared with the Panel</th> <th>Percentage of vested shares under this share performance condition</th> </tr> </thead> <tbody> <tr> <td>> 90th percentile</td> <td>100%</td> </tr> <tr> <td>> 80th percentile</td> <td>80%</td> </tr> <tr> <td>> 70th percentile</td> <td>70%</td> </tr> <tr> <td>> 60th percentile</td> <td>60%</td> </tr> <tr> <td>≥ median</td> <td>50%</td> </tr> <tr> <td>< median</td> <td>0 %</td> </tr> </tbody> </table> <p>The other half of the performance shares allocated shall be subject to a financial performance condition consisting of measuring the level of attainment at the end of 2016, of two long-term following indicators: ratio of the operating margin to metal sales at constant prices and the return on capital employed (ROCE), being specified that the degree to which these criteria have been met shall each be based on one-half of the shares allocated that are associated with the fulfillment of the financial condition.</p> <table border="1"> <thead> <tr> <th>Ratio of the operating margin to metal sales at constant prices at end-2016.</th> <th>Percentage of vested shares under this condition</th> </tr> </thead> <tbody> <tr> <td>≥ 6.7%</td> <td>100%</td> </tr> <tr> <td>≥ 6.5% and < 6.7%</td> <td>90%</td> </tr> <tr> <td>≥ 6.3% and < 6.5%</td> <td>80%</td> </tr> <tr> <td>≥ 6.0% and < 6.3%</td> <td>70%</td> </tr> <tr> <td>≥ 5.7% and < 6.0%</td> <td>60%</td> </tr> <tr> <td>≥ 5.4% and < 5.7%</td> <td>50%</td> </tr> <tr> <td>< 5.4%</td> <td>0%</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th>Group Return on Capital Employed at end-2016</th> <th>Percentage of vested shares under this condition</th> </tr> </thead> <tbody> <tr> <td>≥ 10.2%</td> <td>100%</td> </tr> <tr> <td>≥ 10% and < 10.2%</td> <td>90%</td> </tr> <tr> <td>≥ 9.8% and < 10%</td> <td>80%</td> </tr> <tr> <td>≥ 9.6% and < 9.8%</td> <td>70%</td> </tr> <tr> <td>≥ 9.4% and < 9.6%</td> <td>60%</td> </tr> <tr> <td>≥ 9.2% and < 9.4%</td> <td>50%</td> </tr> <tr> <td>< 9.2%</td> <td>0%</td> </tr> </tbody> </table> <p>The performance shares allocated to Frédéric Vincent for plan No. 13 dated July 24, 2014 represented less than 0.2% of the share capital of Nexans as of December 31, 2013. The share reserved for the Chairman and CEO also represented no more than 20% of the plan's total allocation package (performance shares and free shares).</p> <p>In compliance with the Group's long-term compensation policy, no stock subscription or purchase options were granted to Frédéric Vincent in 2014.</p>	Performance achieved by Nexans compared with the Panel	Percentage of vested shares under this share performance condition	> 90th percentile	100%	> 80th percentile	80%	> 70th percentile	70%	> 60th percentile	60%	≥ median	50%	< median	0 %	Ratio of the operating margin to metal sales at constant prices at end-2016.	Percentage of vested shares under this condition	≥ 6.7%	100%	≥ 6.5% and < 6.7%	90%	≥ 6.3% and < 6.5%	80%	≥ 6.0% and < 6.3%	70%	≥ 5.7% and < 6.0%	60%	≥ 5.4% and < 5.7%	50%	< 5.4%	0%	Group Return on Capital Employed at end-2016	Percentage of vested shares under this condition	≥ 10.2%	100%	≥ 10% and < 10.2%	90%	≥ 9.8% and < 10%	80%	≥ 9.6% and < 9.8%	70%	≥ 9.4% and < 9.6%	60%	≥ 9.2% and < 9.4%	50%	< 9.2%	0%
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Director's fees	€ 32,620	<p>The Board of Directors decided that the following methods would be used for allocating the director's fees:</p> <ul style="list-style-type: none"> - each of the members of the Board of Directors, including the Chairman, but with the exception of the representative of the employee shareholders, receives a fixed allocation of € 20,000; - each of the members of the Board of Directors, including the Chairman, receives an additional € 2,000 for each Board meeting attended, with a maximum of € 14,000 per Board member; <p>Because of the total number of meetings of the Board and of the committees held in 2014 and the changes that occurred in the composition of the Board of Directors and of its Committees (appointment of two new members of the Board of Directors in the middle of the year and increase in the number of members of certain committees) as described in the 2014 Chairman's Report, the Board made a reduction in the individual amounts of the directors' fees of each member of the Board, including the Chairman, in proportion to the overrun identified in comparison with the annual amount of the directors' fees allocated by the Shareholders' Meeting, which represents a reduction of approximately 4% for Frédéric Vincent.</p>																																														

Valuation of the benefits of all kinds	€ 6,072	Frédéric Vincent has use of an official car.
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Frédéric Vincent did not receive deferred variable compensation or outstanding compensation for 2014.

The following additional components are, furthermore submitted for a vote by this Shareholders' Meeting with regard to the related-party agreements procedure (**Resolutions 11 and 12**).

Compensation components	Amount or accounting value of the compensation components due or allocated for 2014 submitted for approval	Comments and explanations
Termination indemnity	€ 0	<p>Frédéric Vincent benefits from a termination indemnity as Chairman of the Board of Directors beginning on October 1, 2014. The payment of this indemnity may only take place in case of a forced departure related to a change in control or strategy (which latest condition shall be deemed satisfied unless otherwise decided by the Board such as in the case of serious misconduct), which shall be assumed in compliance with the Internal Regulations of the Board of the Board of Directors, before the Board establishes that there has been compliance with the performance conditions.</p> <p>The termination indemnity shall be equal to two years of total compensation, that is, 24 times the amount of the last monthly base compensation plus an amount equal to the product of the nominal bonus rate applied to the last monthly base compensation.</p> <p>The payment of the indemnity would be subject to three performance conditions, each of which would be assessed over a 3-year period:</p> <ol style="list-style-type: none"> (1) A share performance condition consisting of measuring the change in the Nexans share in comparison with the SBF 120 index (or any other equivalent index that might replace it) over a 3-year period, with the last date of the index recorded being the date of the forced departure. This condition shall be deemed to have been fulfilled if, during the period of 60 days ending on the date of the forced departure, the average of the ratio of the price of Nexans stock to the SBF 120 index (closing price) is at least equal to 50% of that same average, calculated during the period of 60 days ending 3 years before the forced departure date; (2) A financial performance condition related to the extent to which the annual objective established by the Group with regard to the operating margin has been attained. This condition shall be deemed to have been fulfilled if the rate of average attainment of the Group's annual operating margin objectives during the three calendar years preceding the Forced Departure is at least equal to 50%; (3) A financial performance condition related to the "Free Cash Flow", which shall be deemed to have been met if the "Free Cash Flow" is positive for each of the three calendar years preceding the Forced Departure date. The "Free Cash Flow" corresponds to the EBITDA less CAPEX less change in the average <i>working capital</i> of the current year and of the previous year.

		<p>The amount of the termination indemnity shall be established on the basis of the following terms and conditions: (i) 100% of the indemnity shall be due if at least 2 of the 3 conditions are fulfilled, (ii) 50% of the indemnity shall be due if one of the three conditions is fulfilled; (iii) no indemnity shall be due if none of the conditions has been fulfilled.</p> <p>The level of achievement of these conditions shall be noted by the Appointments, Compensation, and Corporate Governance Committee.</p> <p>The sum payable for the termination indemnity shall be paid in a single lump sum payment within the maximum time limit of one month following the evaluation by the Board of Directors of compliance with the criteria for the allocation of the termination indemnity.</p> <p>In compliance with the provisions of the Internal Regulations of the Board of Directors, the termination indemnity may not exceed two years of actual compensation (fixed and variable).</p>
Non-compete indemnity	€ 0	<p>In exchange for the commitment to, for two years from the date of the expiration of his term in office, refrain from conducting a business activity that, directly or indirectly, competes with that of the Company, Frédéric Vincent shall receive an indemnity equal to one year of total compensation, that is, 12 times the amount of the last monthly compensation (the fixed portion) plus an amount equal to the product of the rate of the nominal bonus applied to the last amount of base monthly compensation, paid in the form of 24 equal consecutive monthly payments.</p> <p>The Board of Directors will decide, in the case of a departure, on whether or not to implement the non-compete agreement and may waive it (in which case, the indemnity shall not be due).</p> <p>In compliance with the provisions of the Internal Regulations of the Board of Directors, both the termination indemnities—that is, the termination indemnity and the non-compete indemnity—may not exceed two years of actual compensation (fixed and variable).</p>
Group pension and health care plans	€ 0	<p>Mr. Frédéric Vincent benefits from the group pension plan (death, incapacity, and disability) and health care plan under the same terms and conditions as the employees of Nexans.</p>
Supplemental retirement plan	€ 0	<p>Mr. Frédéric Vincent has a defined benefit retirement plan established by the Group for the benefit of certain employees and corporate officers. This defined benefit pension plan is conditional upon the completion of his career within the Company and stipulates the payment of a supplemental retirement benefit corresponding to 10% of the reference income (average of the sum of the fixed compensation, variable compensation, and benefits paid during the 3 years preceding his retirement), plus 1.70% of tranche D per year of seniority since January 1 2001.</p> <p>This supplemental retirement is in addition to the mandatory and base supplemental plans and cannot lead to a retirement less than 30% of the reference income, with all mandatory retirement plans taken together; it shall, therefore, supplement the other plans in the amount of at least 30% of the reference income; the amount of the complement alone may not exceed 30% of the reference income.</p> <p>The benefits from the plan shall be subject to the condition of having 5 years of seniority for new corporate officers.</p> <p>The portion of the commitments made by the Group for retirements with regard to Frédéric Vincent as Chairman and Chief Executive Officer until September 30, 2014, and as Chairman of the Board of Directors beginning on October 1, 2014, was € 5,048,868 as of December 31, 2014, excluding charges. The social charges and associated taxes paid by the company would amount € 661,691.</p>

Consultative vote on the items of compensation of Arnaud Poupart-Lafarge as Chief Executive Officer due or granted in 2014 (Resolution 16)

Further to the decision by the Board of Directors on July 24, 2014, to split the duties of Chairman and Chief Executive Officer with effect from October 1, 2014, the fixed component of the compensation of Arnaud Poupart-Lafarge was changed. Accordingly, in respect of 2014, this compensation corresponds for nine months of the year (January 1 to September 30) to his position as Chief Operating Officer and for three months (October 1 to December 31) to his position as Chief Executive Officer.

In order to establish the components of the compensation of its Chief Executive Officer, the Board of Directors relies on studies of specialized consultants indicating the market practices for comparable companies.

In accordance with the recommendations of the revised AFEP-MEDEF Corporate Governance Code of June 2013, to which the Company adheres in accordance with Article L.225-37 paragraph 7 of the French Commercial Code, the **16th resolution** submits for the approval of the Shareholders' Meeting the compensation components due or allocated for 2014 to Arnaud Poupart-Lafarge as Chief Executive Officer.

The shareholders are, therefore, asked to vote on the following compensation components due or allocated for 2014: fixed compensation, variable compensation, deferred variable compensation, benefits in kind, and performance shares.

These components are in compliance with the recommendations made in the AFEP-MEDEF Code and are described in the Company's 2014 Registration document, Section 7.6 of the 2014 Management Report (*Compensation of Arnaud Poupart-Lafarge, Chief Executive Officer*), and restated in the summary table below:

Compensation Components	Amounts or accounting value of the compensation components due or allocated for the year 2014 Submitted for approval	Comments and explanations
Fixed compensation	€ 587,500	Fixed annual compensation from January to the end of September 2014 as Chief Operating Officer: € 550,000 Fixed annual compensation from 1 October 2014 to the end of 2014 as Chief Executive Officer: € 700,000 The €587,500 amount is the sum of the two prorated salary levels; this amount is gross before tax.
Annual variable compensation	€ 372,681	The variable portion of the compensation for 2014, which should have been paid in early 2015, could vary between 0% and 112.50% of the fixed portion of the compensation. The portion of the quantitative objectives is 70% and is based on three financial objectives which are the same as those shared by group's managers, the relative weights of which are: (1) operating margin: 40%, (2) ROCE: 40% and (3) free cash flow: 20%. In strict compliance with the extent to which these objectives have been attained: - The success rate of the operating margin is 38.7% of the maximum, this indicator having increased by 11% compared to 2013 at a constant exchange rate. - The success rate observed in the Return on Capital Employed (ROCE) by 46.8% of the maximum reflects an improvement in this indicator compared to 2013. - The success rate of free cash flow is 100% of the maximum, with the amount thereof being € 160.7 million. On these bases, the quantitative portion is a total of €251,068 in comparison with a potential maximum of € 462,656 that is 54% of the maximum amount.

		<p>The portion of the individual objectives is 30% and is based on precise pre-established objectives related, among other things, to the implementation of short- or medium-term actions with regard to the transformation of the organization, execution of strategic initiatives, and improvement in competitiveness. The amount of this variable portion amounts a total of € 121,613 (in comparison with a potential maximum of € 198,281, that is 61% of the maximum amount).</p> <p>The total amount of the variable compensation paid to Arnaud Poupart-Lafarge is therefore of € 372,681, that is 56% of the maximum amount.</p>														
Deferred variable compensation	€ 110,000	<p>Arnaud Poupart-Lafarge, in his capacity as Chief Operating Officer prior to October 1, 2014, received the allocation of a sum of deferred variable compensation, the target value of which shall be 20% of his annual fixed compensation established as of July 1, 2014, that is € 110,000. The payment of this compensation in February 2017 is subject to presence and financial performance conditions, which consist of measuring the level of attainment as of the end of 2016 of the two financial indicators in long-term compensation plan No. 13.</p>														
Stock options, performance shares, or any other long-term compensation component	<p>A maximum number of 24,500 performance shares valued to be worth € 398,415 according to the method used for the consolidated financial statements</p>	<p>On July 24, 2014, the Board of Directors made use of the 14th resolution approved by the Shareholders' Meeting of May 15, 2014 and decided to grant Arnaud Poupart-Lafarge a maximum number of 24,500 performance shares if the plan's maximum performance conditions were achieved.</p> <p>The final acquisition of the performance shares allocated for plan No. 13 dated July 24, 2014 is subject to a presence condition in the Company and demanding performance conditions, each of which is measured over a 3-year period. The performance conditions are distributed between two segments: share performance and financial performance.</p> <p>One-half of the performance shares allocated shall be subject to a share performance condition consisting of measuring the change in Nexans shares over a period of 3 years (from the allocation date) compared to the same indicator calculated for the reference panel comprised of the following 10 companies: Alstom, Legrand, Prysmian, General Cable, Rexel, ABB, Schneider Electric, Saint Gobain, Leoni, and NKT. The number of shares that vest will be determined in consideration of the following achievement scale:</p> <table border="1"> <thead> <tr> <th>Performance achieved by Nexans compared with the Panel</th> <th>Percentage of vested shares under this share performance condition</th> </tr> </thead> <tbody> <tr> <td>> 90th percentile</td> <td>100%</td> </tr> <tr> <td>> 80th percentile</td> <td>80%</td> </tr> <tr> <td>> 70th percentile</td> <td>70%</td> </tr> <tr> <td>> 60th percentile</td> <td>60%</td> </tr> <tr> <td>≥ median</td> <td>50%</td> </tr> <tr> <td>< median</td> <td>0 %</td> </tr> </tbody> </table> <p>The other half of the performance shares allocated shall be subject to a financial performance condition consisting of measuring the level of attainment at the end of 2016, of two long-term following indicators: ratio of the operating margin to metal sales at constant prices and the return on capital employed (ROCE), being specified that the degree to which these criteria have been met shall each be based on one-half of the shares allocated that are associated with the fulfillment of the financial condition.</p>	Performance achieved by Nexans compared with the Panel	Percentage of vested shares under this share performance condition	> 90th percentile	100%	> 80th percentile	80%	> 70th percentile	70%	> 60th percentile	60%	≥ median	50%	< median	0 %
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< 9.2%	0%																	
Valuation of the benefits of all kinds	€ 4 200	Arnaud Poupart-Lafarge has use of an official car.																

Mr. Arnaud Poupart-Lafarge did not receive outstanding compensation or directors' fees for 2014.

The following additional components are, furthermore submitted for a vote by this Shareholders' Meeting with regard to the related-party agreements procedure (**Resolutions 13 and 14**).

Compensation Components	Amount or accounting value of the compensation components due or allocated for 2014 submitted for approval	Comments and explanations
Termination indemnity	€ 0	<p>Arnaud Poupart-Lafarge benefits from a termination indemnity as Chief Executive Director beginning on October 1, 2014,. The payment of this indemnity may only take place in case of a forced departure related to a change in control or strategy (which latest condition shall be deemed satisfied unless otherwise decided by the Board such as in the case of serious misconduct), which shall be assumed in compliance with the Internal Regulations of the Board of the Board of Directors, before the Board establishes that there has been compliance with the performance conditions.</p> <p>The termination indemnity shall be equal to two years of total compensation, that is, 24 times the amount of the last monthly base compensation plus an amount equal to the product of the nominal bonus rate applied to the last monthly base compensation.</p> <p>The payment of the indemnity would be subject to three performance conditions, each of which would be assessed over a 3-year period:</p>

		<p>(1) A share performance condition consisting of measuring the change in the Nexans share in comparison with the SBF 120 index (or any other equivalent index that might replace it) over a 3-year period, with the last date of the index recorded being the date of the forced departure. This condition shall be deemed to have been fulfilled if, during the period of 60 days ending on the date of the forced departure, the average of the ratio of the price of Nexans stock to the SBF 120 index (closing price) is at least equal to 50% of that same average, calculated during the period of 60 days ending 3 years before the forced departure date;</p> <p>(2) A financial performance condition related to the extent to which the annual objective established by the Group with regard to the operating margin has been attained. This condition shall be deemed to have been fulfilled if the rate of average attainment of the Group's annual operating margin objectives during the three calendar years preceding the Forced Departure is at least equal to 50%;</p> <p>(3) A financial performance condition related to the "Free Cash Flow", which shall be deemed to have been met if the "Free Cash Flow" is positive for each of the three calendar years preceding the Forced Departure date. The "Free Cash Flow" corresponds to the EBITDA less CAPEX less change in the average <i>working capital</i> of the current year and of the previous year.</p> <p>The amount of the termination indemnity shall be established on the basis of the following terms and conditions: (i) 100% of the indemnity shall be due if at least 2 of the 3 conditions are fulfilled, (ii) 50% of the indemnity shall be due if one of the three conditions is fulfilled; (iii) no indemnity shall be due if none of the conditions has been fulfilled.</p> <p>The level of achievement of these conditions shall be noted by the Appointments, Compensation, and Corporate Governance Committee.</p> <p>The sum payable for the termination indemnity shall be paid in a single lump sum payment within the maximum time limit of one month following the evaluation by the Board of Directors of compliance with the criteria for the allocation of the termination indemnity.</p> <p>In compliance with the provisions of the Internal Regulations of the Board of Directors, the termination indemnity may not exceed two years of actual compensation (fixed and variable).</p>
Non-compete indemnity	€ 0	<p>In exchange for the commitment to, for two years from the date of the expiration of his term in office, refrain from conducting a business activity that, directly or indirectly, competes with that of the Company, Arnaud Poupart-Lafarge shall receive an indemnity equal to one year of total compensation, that is, 12 times the amount of the last monthly compensation (the fixed portion) plus an amount equal to the product of the rate of the nominal bonus applied to the last amount of base monthly compensation, paid in the form of 24 equal consecutive monthly payments.</p> <p>The Board of Directors will decide, in the case of a departure, on whether or not to implement the non-compete agreement and may waive it (in which case, the indemnity shall not be due).</p> <p>In compliance with the provisions of the Internal Regulations of the Board of Directors, both the termination indemnities—that is, the termination indemnity and the non-compete indemnity—may not exceed two years of actual compensation (fixed and variable).</p>
Group pension and health care plans	€ 0	<p>Mr. Arnaud Poupart-Lafarge benefits from the group pension (death, incapacity, and disability) and health care plans under the same terms and conditions as the employees of Nexans.</p>

Unemployment insurance plan	€ 0	Mr. Arnaud Poupart-Lafarge has coverage for loss of employment, effective beginning on October 1, 2014, with an insurance agency, guaranteeing him, in case of an involuntary loss of professional activity, daily indemnities in the amount of 55% of 1/365th of tranches A, B, and C of his professional income for the fiscal year preceding his departure, for a period of twelve months after the loss of employment. The annual amount paid by the Company is € 11,982.
Supplemental retirement plan	€ 0	Mr. Arnaud Poupart-Lafarge has a defined benefit pension plan established by the Group for the benefit of certain employees and corporate officers. This defined benefit pension plan is conditional upon the achievement of completion of his career within the Company and stipulates the payment of a supplemental retirement benefit corresponding to 10% of the reference income (average of the sum of the fixed compensation, variable compensation, and benefits paid over the 3 years preceding his retirement), plus 1.70% of tranche D per year of seniority. This supplemental retirement is in addition to the mandatory and base supplemental plans and cannot lead to a retirement less than 30% of the reference income, with all mandatory retirement plans taken together; it shall, therefore, supplement the other plans in the amount of at least 30% of the reference income; the amount of the complement alone may not exceed 30% of the reference income. The benefits from the plan shall be subject to the condition of having 5 years of seniority for new corporate officers. The portion of the commitments made by the Group for retirements with regard to Arnaud Poupart-Lafarge as Chief Operating Officer until September 30, 2014, and as Chief Executive Officer beginning on October 1, 2014, was € 890,296 as of December 31, 2014, excluding charges. The social charges and associated taxes to be paid by the company would amount € 569,818.

Authorization to be granted to the Board of Directors to purchase or sell acquired shares of the Company (Resolution 17)

We propose that you renew, under conditions that are substantially similar, the authorization granted by the Shareholders' Meeting of May 15, 2014, which is due to expire at the end of this Shareholders' Meeting, so that the Company may always have the ability to buy back its shares. This authorization would expire at the end of the Shareholders' Meeting called to approve the financial statements for the year ending on December 31, 2015 and no later than eighteen months after the date of this Shareholders' Meeting.

It should be noted that on December 31, 2014, the Company did not own any of its own shares and the Board of Directors has not implemented the equivalent authorization adopted by the 2010-2014 Annual Shareholders' Meetings.

As part of the authorization subject to your approval, you are asked to authorize the Board of Directors, with authority to delegate, to purchase or arrange for the purchase of shares of the Company, to conduct the following transactions: the delivery of shares through external growth operations; the delivery of shares upon the exercise of rights attached to securities giving access to capital; the allocation of free shares ; the implementation of any stock option purchase plan; the attribution or transfer of shares to employees as part of their participation in the benefits of the Company's growth and the implementation of any corporate saving plan; generally, the fulfillment of obligations related to stock options plans or other allocations of shares to employees or corporate officers of the Company or of a related company; the cancellation of some or all of the shares redeemed; and the promotion of the secondary market or of the liquidity of Nexans share by an investment service provider under the terms of a liquidity agreement.

The share purchases may involve a number of shares such that:

- the date of each buyback, the total number of shares purchased by the Company since the beginning of the buyback program (including those that are bought in said buyback) shall not exceed 10% of the total number of shares making up the share capital of the Company on

that date, it being understood that when shares are bought back in order to promote liquidity under the terms and conditions stipulated by the General Regulation of the French financial regulatory authority the Autorité des Marchés Financiers (AMF), the number of shares taken into account for the calculation of the aforementioned 10% limit shall correspond to the number of shares purchased, minus the number of shares resold during the term of the authorization;

- the number of shares held by the Company at any given time does not exceed 10% of the number of shares making up the Company's share capital as of the date involved.

Shares may be bought, sold, or transferred at any time up to the limits authorized by legal and regulatory provisions in force, except during the period of a public offering, and by any means. The maximum purchase price of the Company's shares is € 60 per share. The amount that may be spent by the Company to buy back its own shares may not exceed € 100 million.

However, in case of a public offer for the shares of the Company initiated by a third party, the Board of Directors may not decide to implement this resolution during the offer period, unless approved by the Shareholders' Meeting.

EXTRAORDINARY SESSION

It should be noted that Nexans completed the following transactions using the delegations approved by the Shareholders' Meeting held on May 15, 2014:

July 24, 2014	<p>Long-Term Compensation: allocations of performance shares</p> <p>The Board Meeting held on July 24, 2014 implemented the Group's long-term compensation policy by adopting long-term compensation plan No. 13 that provided for the allocation of 296,940 performance shares, including a maximum of 50,000 shares to the Chairman and Chief Executive Officer (subject to the attainment of the performance conditions) and the allocation of 15,000 free shares (without performance conditions).</p>
January 21, 2015	<p>Employee Shareholding</p> <p>The Board completed an international employee shareholder transaction for a total amount of € 10.2 million including (i) the issuance of 399,977 new shares for the Group's employees who are members of the corporate savings plan, and (ii) the issuance of 99,885 new shares of stock for Société Générale as the financial institution structuring the transaction. That transaction fell within the scope of the employee shareholder development policy that has been followed by the Group since it was founded.</p>

Authorization to be granted to the Board of Directors to reduce the company's share capital by cancelling treasury shares (Resolution 18)

It is proposed, in correlation with resolution 17 (authorizing the Board of Directors to purchase, or have purchased, shares of the Company's shares for the purposes, in particular, of cancelling some or all of the shares thereby bought back), that you authorize the Board of Directors, for a time period of twenty-six months from the date of this Meeting, to cancel some or all of the shares of the Company's stock that the latter might purchase pursuant to any authorization granted by the Ordinary Shareholders' Meeting, under the conditions stipulated in Article L. 225-209 of the French Commercial Code, up to the limit of a maximum amount of 10% of the shares that compose the share capital of the Company.

Authorization to be granted to the Board of Directors in order to increase the Company's share capital (Resolutions 19 to 28)

As all issuers, your Board of Directors wish to have in the future a certain amount of flexibility in selecting the issues to be considered and to have the option of gathering, rapidly and with flexibility, the financial resources necessary for the Group's development and transformation.

Following the enactment of the so-called "Florange Law" No. 2014-384 of 29 March 2014, your Board decided, with regard to all the delegations of authority to implement an increase in the share capital (other than those for the employee shareholding – **resolutions 25 and 26** and for the allocation of free shares and performance shares – **resolution 27 and 28**), to stipulate a return to the principle of neutrality of the Board during a period of a public offering and could not, therefore, be used by the Board during a public offering period.

The Board of Directors is submitting for your vote approval of the following resolutions subject to the terms and conditions and the limits presented in the summary table and in the material presented below. The length of time of the proposed authorizations is **twenty-six months from the date of the Shareholders' Meeting** (with the exception of the 25th, 26th, 27th and 28th resolutions proposed for a time period of eighteen months).

These resolutions may be divided into **two main categories**: those that allow share capital increases with the preferential subscription right to the existing shareholders and those that allow share capital increases with a cancellation of the shareholders' preferential subscription right.

Any capital increase in cash gives existing shareholders a "**preferential subscription right**", which can be detached and negotiated during the subscription period: each shareholder benefits from a right to subscribe, for a 5-day trading period at least after the subscription period has been opened, a number of newly issued shares proportional to the its share in the share capital.

Your Board of Directors asks that you grant, for certain of these resolutions, the option to cancel the shareholders' preferential subscription right in order to implement public offerings or private placements under Article L.411-2 of the French Financial and Monetary Code in favor of persons providing portfolio management investment services for third parties, qualified investors and / or a restricted circle of investors, provided that those investors acting for their own account. Indeed, depending on market conditions, the nature of the investors concerned by the issuance and the type of securities issued, it may be preferable, or even necessary, to cancel the preferential subscription right in order to place the shares in the best conditions, in particular when time is of the essence for the completion of certain transactions or when the transactions are implemented on foreign markets. Such a cancellation may allow higher levels of capital to be raised thanks to more favorable issuance terms. If used, the law sets a minimum subscription price, currently the weighted average of the three trading days preceding the pricing, possibly discounted by 5% if the use is delayed.

Finally, the cancellation of the shareholders' preferential subscription rights is sometimes provided by law: in particular, resolutions allowing the setting up of share-related employee schemes, such as the issue of shares reserved for the subscribers of savings plans (**25th and 26th resolutions**), the grant of performance shares (**27th resolution**) and the allocation of free shares (**28th resolution**). The voting of these resolutions shall result, by application of law, in the express waiver by the shareholders of their preferential subscription right in favor of the beneficiaries to those issues or allocations.

Resolutions 19 to 28 proposed to the Shareholders' Meeting of May 5, 2015⁶	Limits per resolution⁷ (nominal)	Sub-limits applicable to several resolutions (nominal)	Limits applicable to several resolutions (nominal)	Overall limit (nominal)
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Capital Increases with and without preferential subscription right

Issuance of ordinary shares with preferential subscription right (R19) with any over-allotment option (R23)	10,000,000 shares ($< 25\%$ of the share capital)	-	10,000,000 shares ($< 25\%$ of the share capital)	10,380,000 shares
Issuance of shares by means of incorporation of premiums, reserves, or benefits (R20)	10,000,000 shares ($< 25\%$ of the share capital)	-		
Issuance of debt securities which could be converted into or otherwise give right to shares (OC, ORA, OBSA, OCEANE...) without preferential subscription right by public offer ⁽³⁾ (R22) or by private offering ⁽³⁾ (R23) with possible over-allotment option ⁽³⁾ (R24)	Shares = 4,255,000 shares ($< 10\%$ of the share capital) Debt securities = € 250,000,000	4,255,000 shares ($< 10\%$ of the share capital)		
Issuance of shares and securities giving right to shares in exchange for equity in an acquisition target (R24)	4,255,000 shares ($< 10\%$ of the share capital)			
Employee profit-sharing plans				
Issuance of shares or securities granting access to the share capital reserved for the participants of Company savings plan (R25)	400,000 shares		10,000,000 shares ($< 25\%$ of the share capital)	
When using the delegation above (R25), issuing shares or securities convertible into shares in favor of a credit institution in order for employees in certain countries (USA, Italy, China, South Korea, Greece, Sweden) to participate in an alternative SAR (stock appreciation right) plan (R26)	100,000 shares			
Granting of performance shares to the CEO and to the main Managers (LTIP No. 14 (R27))	350,000 shares			
Granting of free shares to some high-potential managers and / or outstanding contributors (other than members of the Management Council and beneficiaries of performance shares), without performance criteria - LTIP No. 14 (R28)	30,000 shares			

It should be noted that the nominal amount of the capital increases that could be conducted pursuant to the authorizations in resolutions 19 to 26 would be subject to a total limit of € 10 million (viz., less than 25% of the share capital). Finally, the total maximum nominal amount of all capital increases that may be conducted pursuant to the authorizations granted in resolutions 19 to 28 is limited to € 10,380,000.

⁶ The abbreviation "R..." indicates the number of the resolution submitted for approval to the Shareholders' Meeting to be held on 5 May 2015.

⁷ The nominal maximum amount of increases in the share capital that might be conducted represents the maximum number of shares that can be issued, to the extent that the par value of one Company share is equal to EUR 1.

Over-allotment option (Resolution 23)

This delegation would allow the Board, in case of successful issuances carried out with or without preferential subscription right, **to increase the number of shares to be issued** at the same price as the one set for the initial issuance (and necessarily without preferential subscription right if the initial issuance was carried out without preferential subscription right), but always within the limits set for these issuances in the 19th, 21th and 22nd resolutions, as well as within the time frame and limits provided for by applicable regulations in force on the date of the issuance (i.e., currently, within thirty days of the closing of the subscription period and up to an amount equal to 15% of the initial issuance).

Particularly given the volatility of current market conditions, the Board of Directors believes that this delegation allows the exercise of over-allotment options, usual mechanism in line with market practice.

Increase in the share capital in compensation for a capital contribution in kind (Resolution 24)

This authorization would allow the Board to issue shares or securities giving access to the share capital, up to the limit of € 4,255,000 (that is, less than 10% of the Company's share capital as payment for contributions in kind to the Company and relating to equity securities or securities giving access to the share capital. It is specified that in accordance with law, the compensation paid in consideration for such a contribution would have to be the subject of a special report by Contribution Appraisers appointed by the President of the Commercial Court (Tribunal de Commerce).

Employee shareholding (Resolutions 25 and 26)

Capital Increase reserved for employees (Resolution 25)

The purpose of this proposal is to renew, on the same terms and conditions, the delegation of authority granted to the Board of Directors by the Shareholders' Meeting of May 15, 2014 to allow a potential launch of an employee share ownership plan. The Board of Directors could thus conduct a capital increase reserved for employees in respect of a maximum number of 400,000 shares.

The purpose of this resolution is to authorize your Board of Directors to give Group employees in France and abroad the possibility to subscribe for shares or securities giving access to the share capital of the Company, in order for the employees to be more closely involved in the Group's development. The share capital increases that may be carried out under this resolution must be accompanied by the cancellation of the preferential subscription right.

The issuance price of the new shares or securities giving access to the share capital would be determined under the conditions set by Article L.3332-18 of the French Labor Code and would be at least equal to 80% of the average opening price of the Company's shares on the regulated market of Euronext Paris over the twenty trading days preceding the day of the decision setting the date of opening of the subscription reserved for participants in a company savings plan (the "**Reference Price**").

Since 2002, the practice of the Company is to set up an employee stock ownership plan every two years, provided that the last plan was launched in November 2014 and implemented on January 21, 2015.

Capital increase reserved for a category of beneficiaries within the framework of an employee shareholding plan (Resolution 26)

The purpose of this delegation is to authorize the Board to increase the share capital by a maximum nominal amount of €100,000 for the benefit of any credit institution (and its subsidiaries) acting on Nexans' request for the purposes of offering to certain foreign employees⁸ an **alternative offer on economical conditions comparable** to any share saving plan which would be implemented as part

⁸ In other words, these are the beneficiaries eligible under the employee shareholding plan in the companies of the Group that have registered offices located in one of the following countries: United States, Italy, China, South Korea, Greece, and Sweden.

of a capital increase reserved for employees. The alternative offer could consist of the allocation to interested employees of FCPE shares or shares combined with a right to receive a multiple of the share increase on the due date (stock appreciation right), a formula generally used in this type of operation.

As a matter of fact, in certain countries, applicable laws and/or tax-related regulations could complicate the implementation of employee shareholder formulas containing a structured offer of shares of employee shareholding funds (*fonds commun de placement d'entreprise*, FCPE). The implementation of alternative formulas for the benefit of certain foreign employees could therefore be advisable, as was the case for previous employee shareholding operations set up by the Group.

However, the implementation of these alternative formulas may require **an increase of capital reserved to a credit institution** that participates in the structuring of the plan with the same 20% discount as the one granted to employees, justifying the cancellation of the preferential subscription right.

You are therefore asked, under the conditions set forth in Article L.225-138 of the French Commercial Code, to delegate to the Board of Directors, with the power to sub-delegate as provided by law, your authority to carry out a share capital increase through the issuance of new shares reserved to any credit institution acting upon Nexans' request for the purpose of offering to certain foreign employees alternative formulas to the structured offer of FCPE shares offered to French residents who are participants in a savings plan.

The issuance price of the shares under this delegation should be equal to the reference price applied within the framework of the delegation granted in the 25th resolution of this Shareholders' Meeting if it is adopted, decreased by a 20% discount.

This delegation entails the cancellation of the preferential subscription right of the shareholders in favor of the abovementioned category of beneficiaries. The cancellation of the preferential subscription right is justified by the abovementioned reasons.

Allocations of performance shares and free shares (Resolutions 27 and 28)

Considering the use made during fiscal 2014 of the delegations that made it possible to allocate performance shares and free shares to Group managers, the Board of Directors submits for your vote the renewal of two delegations of authority substantially similar to those stipulated by resolutions 13 and 14 adopted by the Shareholders' Meeting held on May 15, 2014. The maximum dilutive impact of the allocations that would be made pursuant to resolutions 28 and 29 would be 0.9% of the share capital as of December 31, 2014.

In 2015, the Group included its long-term compensation policy within an overall strategy to enhance employee loyalty and motivation in light of market practices. The Group's long-term compensation policy is adapted depending on the population involved.

- the Chief Executive Officer shall be allocated only performance shares (potentially actually available in 5 years), the number of which shall be determined by taking into account all of the components of his or her compensation;
- the main management executives would be allocated performance shares linked to medium-term conditional compensation;
- a broader population of management executives will receive medium-term conditional;

All of these long-term compensation are linked to achieving performance conditions indexed on a stock market-related performance condition consisting of measuring the performance of the Company compared to a reference panel and on the Group's indicators in terms of the operating margin on metal sales (ROS) at a constant price and the return on capital employed (ROCE), as of the end of 2017.

Characteristics of the performance share and free share plan submitted to the Annual Shareholders' Meeting

Scope	Approximately 200 managers employed in France and abroad, including the members of the <i>Management Council</i> as well as the Chief Executive Officer.															
Allocation rules	<ul style="list-style-type: none"> - A maximum of 350,000 performance shares, representing 0.83% of the share capital at year-end 2014, intended for a redefined population of management executives including the Chief Executive Officer, the members of the Management Board and of the Management Council, and some of the Group's management executives. It is important to note that these 350,000 shares correspond to a maximum performance scenario for the two performance conditions applied, as described below. - The performance shares allocated to the Chief Executive Officer would represent approximately 0.10% of the share capital as of December 31, 2014. The portion reserved for the CEO would represent 12% of the envelope of total allocation number of performance shares. - A maximum of 30,000 free shares (not subject to performance conditions, representing approximately 0.07% of the share capital at year-end 2014), intended solely for a limited population of high-potential executives and/or exceptional contributors (other than the members of the Management Council and the beneficiaries of performance shares), which shall not be recurrent. 															
Dilutive Impact	The maximum overall dilutive impact of the envisaged plan would be around 0.9% on the basis of the share capital as of December 31, 2014. ⁹															
Acquisition Period	3 years minimum for French residents 4 years for tax residents outside of France															
Holding Period	2 years minimum for French residents No minimum period for tax residents outside of France															
Performance Conditions	<p>Final acquisition of the performance shares shall be subject to a condition of presence as well as demanding performance conditions, each measured over a period of 3 years. The performance conditions are divided into two segments, share performance and financial:</p> <ul style="list-style-type: none"> ▪ Half of the allocated performance shares will be subject to a share performance condition consisting of measuring the performance of Nexans shares over 3 years in comparison with the same indicator calculated for a reference panel composed of the following 10 companies: Alstom, Legrand, Prysmian, General Cable, Rexel, ABB, Schneider Electric, Saint Gobain, Leoni, and NKT. The number of shares that vest shall be determined in line with the following scale, which is even more demanding than the scale adopted for the previous plans: <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Performance achieved by Nexans compared with the benchmark Panel</th> <th style="text-align: center;">% of shares vested based on the share performance condition</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">> 90th percentile</td> <td style="text-align: center;">100%</td> </tr> <tr> <td style="text-align: center;">> 80th percentile</td> <td style="text-align: center;">80%</td> </tr> <tr> <td style="text-align: center;">> 70th percentile</td> <td style="text-align: center;">70%</td> </tr> <tr> <td style="text-align: center;">> 60th percentile</td> <td style="text-align: center;">60%</td> </tr> <tr> <td style="text-align: center;">≥ median</td> <td style="text-align: center;">50%</td> </tr> <tr> <td style="text-align: center;">< median</td> <td style="text-align: center;">0%</td> </tr> </tbody> </table> <ul style="list-style-type: none"> ▪ The other half of the allocated performance shares are subject to a financial performance condition consisting of measuring the level reached at year-end 2017 of two long-term strategic indicators, namely the ratio of the operating margin to metal sales at constant prices to sales and the return on capital employed (ROCE). The number of shares vested shall be determined on the basis of the following scale, it being specified that one quarter of the allocated shares shall depend on the result attained with regard to the ratio of the operating margin to metal sales at constant prices, and one quarter shall depend on the result attained with regard to the return on capital employed. 		Performance achieved by Nexans compared with the benchmark Panel	% of shares vested based on the share performance condition	> 90 th percentile	100%	> 80 th percentile	80%	> 70 th percentile	70%	> 60 th percentile	60%	≥ median	50%	< median	0%
Performance achieved by Nexans compared with the benchmark Panel	% of shares vested based on the share performance condition															
> 90 th percentile	100%															
> 80 th percentile	80%															
> 70 th percentile	70%															
> 60 th percentile	60%															
≥ median	50%															
< median	0%															

⁹ Furthermore, the average unadjusted burn rate during the last 3 years is 0.68% and is therefore lower than the limit set by the voting advisory agency ISS (2014 French Equity-Based Compensation FAQs). 29

Ratio of the Operating Margin to Metal Sales at Constant Prices at year-end 2017	% of shares vested on the basis of this condition
≥ 5.5%	100%
≥ 5.3% and < 5.5%	90%
≥ 5.1% and < 5.3%	80%
≥ 4.9% and < 5.1%	70%
≥ 4.7% and < 4.9%	60%
≥ 4.5% and < 4.7%	50%
< 4.5%	0%

Group Return on Capital Employed at year-end 2017	% of shares vested on the basis of this condition
≥ 10.3%	100%
≥ 10.1% and < 10.3%	90%
≥ 9.9% and < 10.1%	80%
≥ 9.7% and < 9.9%	70%
≥ 9.5% and < 9.7%	60%
≥ 9.3% and < 9.5%	50%
< 9.3%	0%

Resolutions submitted to the Shareholders' Meeting

In accordance with Article L. 225-197-1 of the French Commercial Code, the Board of Directors asks the Shareholders' Meeting to delegate authority to it so that it may grant performance shares, within the limit of a nominal amount of € 350,000 (**Resolution 27**) and free shares without a performance condition, with a limit of a nominal amount of € 30,000 (**Resolution 28**) for the benefit of the personnel members that it will choose from among the employees and possibly the corporate officers of the Company and the affiliated companies or groupings, under the conditions stipulated in Article L. 225-180 of the French Commercial Code. Pursuant to the law, adoption of these resolutions shall constitute an express waiver by the shareholders of their preferential subscription rights in favor of the beneficiaries of these allocations.

The proposed delegations are strictly limited to the requirements of the plan set out above. Moreover, to date, none of the performance shares granted under the previously issued plans were acquired.

Moreover, the Board of Directors decided to not allocate performance shares to the Chairman of the Board of Directors.

Allocations to the Chief Executive Officer

Any allocations to the Chief Executive Officer shall be subject to prior review by the Appointments, Compensation, and Corporate Governance Committee and a decision of the Board of Directors. Past allocations have complied and future allocations shall comply with the recommendations of the AFEP-MEDEF Code and shall have the features described in the Internal Regulations of the Board (published in their entirety on the web site www.nexans.com), including the following:

Frequency	Annual allocation, except by duly justified decision and exceptional circumstances.
Performance Conditions	Final acquisition of the performance shares by the Chief Executive Officer shall be subject to the finding by the Appointments, Compensation, and Corporate Governance Committee that, at the time of the allocation, the demanding performance conditions set by the Board of Directors have been met.
Holding Obligation (Article L. 225-197-1 of the French Commercial Code)	In accordance with Article L. 225-197-1 II, paragraph 4 and the AFEP-MEDEF Corporate Governance Code, the Chief Executive Officer must retain a large and increasing number of the shares that result from the final acquisition of performance shares. Under the terms of plan no. 14, it is proposed that the Chief Executive Officer retain as registered shares, until the termination of his position in office, 25% of the performance shares acquired permanently subject to a decision to the contrary by the Board of Directors in light of his position, and in particular in view of the objective of retention of an increasing number of securities thereby acquired.
Obligation to purchase	The allocation to the Chief Executive Officer shall be subject to an obligation to purchase a specific number of shares at the time the vested shares become available.

Prohibition against
hedging Instruments

The performance shares allocated to the Chief Executive Officer may not be hedged during the vesting period and, for the beneficiaries who are French residents on the allocation date, until the end of the holding period.

Recommended
abstention periods

Group "Insider Trading" Procedure.

ORDINARY SESSION

POWERS FOR CONDUCTING FORMALITIES (RESOLUTION 29)

Resolution 29 is a customary resolution that is regarding the granting of the powers necessary to complete the formalities related to the resolutions adopted by the Shareholders' Meeting.

Draft resolutions

ORDINARY SHAREHOLDERS' MEETING

First Resolution - Approval of the Company's financial statements for the year ended on December 31, 2014 – Board of Directors' management report

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, after considering the parent company's financial statements for the year ended on December 31, 2014, which include the balance sheet, the income statement, the Notes, the Report of the Board of Directors and the Report of the Statutory Auditors, approves the parent company's financial statements in their entirety for the year ended on 31 December 2014, showing a loss of EUR 66,588,350, as well as the transactions reflected in these financial statements or summarized in the reports.

In compliance with Article 39-4 of the French Tax Code, the Shareholders' Meeting acknowledges that there were no expenses or charges that were not tax-deductible in the 2014 fiscal year.

Second Resolution – Approval of the consolidated financial statements for the year ended on December 31, 2014

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, after considering the Report of the Board of Directors and the Report of the Statutory Auditors concerning the consolidated financial statements for the year ended on December 31, 2014, which include the balance sheet, the income statement and the notes, approves in their entirety the consolidated financial statements for the year ended on December 31, 2014, as presented by the Board of Directors, showing a net income (group share) of 168 million euros, along with the transactions reflected in these financial statements or summarized in the reports.

Third Resolution - Allocation of income

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, after considering the Report of the Board of Directors and the Report of the Statutory Auditors, decides to allocate the profit for the fiscal year, i.e.; an amount of € 66,588,350, as follows:

Distributable income is:

- previous balance carried forward	€ 172,679,576
- loss for the fiscal year	€ (66,588,350)
- allocation to the legally mandatory reserve	€ 0

Total distributable profit € 106,091,226

No dividend is distributed for the year 2014.

The Shareholders' Meeting acknowledges to the Board of Directors that the amounts of the dividends paid over the last three fiscal years, as well as the amounts of the dividends that qualify for the 40% allowance, were as follows:

	Fiscal Year 2011 (paid in 2012)	Fiscal Year 2012 (paid in 2013)	Fiscal Year 2013 (paid in 2014)
Dividend per share	€ 1.10	€ 0.50	-
Number of shares of stock on which dividends were paid	28,760,710	29,394,042	-
Total amount	€ 31,636,781	€ 14,697,021	-

In fiscal years 2011, 2012 and 2013, all the shares of stock belonged to the same category.

Fourth Resolution – Renewal of Mr. Georges Chodron de Courcel's term in office as a member of the Board of Directors

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, after considering the Report of the Board of Directors, renews the expiring term in office of Georges Chodron de Courcel as a member of the Board of Directors for a period of four years, which shall expire at the end of the Shareholders' Meeting called to approve the financial statements for the year to end on December 31, 2018.

Fifth Resolution – Renewal of Mr. Cyrille Duval's term in office as a member of the Board of Directors

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, after considering the Report of the Board of Directors, renew the expiring term in office as a member of the Board of Directors of Mr. Cyrille Duval for a period of four years, which shall expire at the end of the Shareholders' Meeting called to approve the financial statements for the year to end on December 31, 2018.

Sixth Resolution - Renewal of Mr. Hubert Porte's term in office as a member of the Board of Directors

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, after considering the Report of the Board of Directors, renews the expiring term in office as a member of the Board of Directors of Mr. Hubert Porte for a period of four years, which shall expire at the end of the Shareholders' Meeting called to approve the financial statements for the year to end on December 31, 2018.

Seventh Resolution – Appointment of a statutory Auditor and an alternate statutory Auditor

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings and acknowledging the expiration of the term in office of the firm KPMG (*Compagnie Régionale des Commissaires aux Comptes*, Regional Institute of statutory Auditors of Paris), located at 3, cours du Triangle, 92 939 Paris La Défense Cedex, appoints the firm Mazars, Tour Exaltis, 61 rue Henri Ragnault 92075 La Défense Cédex, as statutory Auditor for the legal term of six fiscal years, which shall expire at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the fiscal year to end on December 31, 2018.

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings and noting that the term in office of Auditor Mr. Denis Marangé, 3, cours du Triangle, 92939 Paris La Défense Cédex has expired, appoints Mr. Gilles Rainaut, 61 rue Henri Ragnault 92400 Courbevoie, as alternate statutory Auditor for the legal term of six fiscal years, which shall expire at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the fiscal year to end on December 31, 2018.

Eighth Resolution - Approval of the termination of a related-party agreement entered by and between the Company and its main shareholder Invexans, and of a new related-party commitment taken by main shareholder Invexans in relation with its representation at the Board of Directors

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, after considering the Report of the Board of Directors and the statutory Auditors' special report regarding the agreements and commitments that are subject to the provisions of Articles L. 225-38 and L. 225-40 to L. 225-42 of the French Commercial Code, approves the termination of the agreement concluded between the Company and the main shareholder Invexans as well as the new commitment made by the principal shareholder Invexans that are mentioned therein.

Ninth Resolution - Approval of a related-party agreement entered into between the Company and its main shareholder Invexans relative to a Brazilian tax amnesty to settle a dispute

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, after considering the Report of the Board of Directors and the statutory Auditors' special report regarding the agreements and commitments that are subject to the provisions of Articles L. 225-38 and L. 225-40 to L. 225-42 of the French Commercial Code, approves the new commitment made by the principal shareholder Invexans that are mentioned therein.

Tenth Resolution - Approval of a related-party agreement concluded between the Company and Jérôme Gallot, member of the Board of Directors

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, after considering the Report of the Board of Directors and the statutory Auditors' special report regarding the agreements and commitments that are subject to the provisions of Articles L. 225-38 and L. 225-40 to L. 225-42 of the French Commercial Code, approves the new agreement concluded between the Company and Mr. Jérôme Gallot that is mentioned therein.

Eleventh Resolution - Approval of related-party commitments under Article L. 225-42-1 of the French Commercial Code in respect of the retirement and pension plans made in favor of Mr. Frédéric Vincent as Chairman of the Board of Directors

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, after considering the Report of the Board of Directors and the statutory Auditors' special report regarding the agreements and commitments that are subject to the provisions of Articles L. 225-38 and L. 225-40 through L. 225-42 of the French Commercial Code, approves in compliance with the provisions of Article L. 225-42-1 of the French Commercial Code, the commitments presented in the Report of the Board of Directors regarding the defined benefit retirement plan and the group pension plan that Mr. Frédéric Vincent has as Chairman of the Board of Directors.

Twelfth Resolution - Approval of related-party commitments under Article L. 225-42-1 of the French Commercial Code in respect of the termination indemnity and non-compete indemnity undertaken in favor of Mr. Frédéric Vincent as Chairman of the Board of Directors

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, after considering the Report of the Board of Directors and the Statutory Auditors' special report regarding the agreements and commitments that are subject to the provisions of Articles L. 225-38 and L. 225-40 through L. 225-42 of the French Commercial Code, approves, in compliance with the provisions of Article L. 225-42-1 of the French Commercial Code, the commitments presented in the Report of the Board of Directors with regard to the termination indemnity and the non-compete indemnity that would be due to Mr. Frédéric Vincent at the end of his term in office as Chairman of the Board of Directors.

Thirteenth Resolution - Approval of related-party commitments under Article L. 225-42-1 of the French Commercial Code in respect of the retirement and pension plans, and hedging against the risk of job loss made in favor of Mr. Arnaud Poupart -Lafarge as Company's Chief Executive Officer

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, after considering the Report of the Board of Directors and the Statutory Auditors' special report regarding the agreements and commitments that are subject to the provisions of Articles L. 225-38 and L. 225-40 to L. 225-42 of the French Commercial Code, approves, in compliance with the provisions of Article L. 225-42-1 of the French Commercial Code, the commitments presented in the Report of the Board of Directors regarding the defined benefit retirement plan, the group pension plan, and the coverage of risk of loss of employment plans in favor of Mr. Arnaud Poupart-Lafarge, Chief Executive Director of the Company.

Fourteenth Resolution - Approval of related-party commitments under Article L. 225-42-1 of the French Commercial Code in respect of the termination indemnity and non-compete indemnity undertaken in favor of Mr. Arnaud Poupart-Lafarge as Company's Chief Executive Officer

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, after considering the Report of the Board of Directors and the Statutory Auditors' special report regarding the agreements and commitments that are subject to the provisions of Articles L. 225-38 and L. 225-40 to L. 225-42 of the French Commercial Code, approves, in compliance with the provisions of Article L. 225-42-1 of the French Commercial Code, the commitments presented in the Report of the Board of Directors with regard to the termination indemnity and the non-compete indemnity that are or would be due to Mr. Arnaud Poupart-Lafarge at the end of his term in office as Chief Executive Director of the Company.

Fifteenth Resolution - Consultative vote on the items of compensation of the Chairman of the Board of Directors due or granted in 2014

The Shareholders' Meeting, consulted pursuant to the recommendations of paragraph 24.3 of the AFEP-MEDEF Corporate Governance Code and voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, delivers a favorable opinion with regard to the components of the compensation due or allocated for the fiscal year ended December 31, 2014 to Mr. Frédéric Vincent, Chairman of the Board of Directors, as described in the report of the Board of Directors regarding the draft resolutions submitted to this Meeting, available on the website www.nexans.com (under Finance / Shareholders / Meetings / Annual General Meeting 2015).

Sixteenth Resolution - Consultative vote on the items of the Chief Executive Director compensation due or granted in 2014

The Shareholders' Meeting, consulted pursuant to the recommendations of paragraph 24.3 of the AFEP-MEDEF Corporate Governance Code and voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, delivers a favorable opinion with regard to the components of the compensation due or allocated for the fiscal year ended December 31, 2014 to Mr. Arnaud Poupart-Lafarge, Chief Executive Officer, as described in the Report of the Board of Directors regarding the draft resolutions submitted to this Meeting, available on the website www.nexans.com (under Finance / Shareholders / Meetings / Annual General Meeting 2015).

Seventeenth Resolution - Authorization to be given to the Board of Directors to purchase or sell acquired shares of the Company

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, after considering the Report of the Board of Directors, authorizes the Board of Directors, with the power to sub-delegate under the conditions stipulated by law, pursuant to the provisions of Articles L.225-209 et seq. of the French Commercial Code and of the European regulation n ° 2273/2003 of December 22, 2003, to purchase, or to have purchased, shares of the Company's stock for the purposes of:

- delivering shares (as valuable consideration, as payment, or otherwise) within the framework of acquisitions, mergers, spin-offs, or capital contributions; or
- delivering shares when exercising rights attached to securities exchangeable for or convertible into equity securities by redemption, conversion, exchange, presentation of a bond, or in any other manner; or
- allocating free shares; or
- implementing any Company stock options plan in accordance with Articles L.225-177 et seq. of the French Commercial Code or any similar plan; or
- allocating or sell shares to employees as part of their profit sharing in the growth of the Company or pursuant to corporate employee savings plans under the conditions stipulated by law, in particular, by Articles L.3332-34

1 et seq. of the French Labor Code (Code du Travail) or any other employee share plans, as well as carrying out any hedging transaction related to allocation plans, option and share ownership of the aforesaid employees; or

- generally, honouring the obligations related to stock option plans or other allocations of shares to the employees or the corporate officers of the Company or of a related company; or
- cancelling some or all of the shares thereby bought back; or
- stimulating the secondary market or the liquidity of Nexans share through an investment services provider operating completely independently pursuant to a liquidity contract that is in compliance with the ethical rules stipulated by the French regulatory authority the French Financial Markets' Authority;
- implementing any market practice that may be authorized by law or the AMF. In such a case, the Company will inform its shareholders through a press release;

The Company may acquire a number of shares such that:

- as of the date of each share buyback, the total number of shares purchased by the Company since the beginning of the share buyback program (including those that are the object of said buyback) does not exceed 10% of the total number of shares making up the Company's share capital, with that percentage applying to an amount of share capital adjusted on the basis of the transactions that affect it after this Shareholders' Meeting, that is, for information, as of March 17, 2015, an amount of share capital of 42,551,299 shares, it being specified that when the shares are bought back to encourage liquidity under the conditions stipulated by the General Regulation of the French Financial Markets' Authority, the number of shares taken into account for the calculation of the 10% limit stipulated in this paragraph shall correspond to the number of shares purchased, after the number of shares resold during the time period of the authorization has been deducted;
- the number of shares held by the Company at any given time does not exceed 10% of the number of shares making up the share capital of the Company.

Shares may be bought, sold or transferred at any time within the limits authorized by the legal and regulatory provisions in force at any given time, except during a public offering, by any method, either through the regulated markets, multilateral trading systems, systematic internalizers, or by means of private agreements, including by buying or selling blocks of shares (without limiting the portion of the share buy-back program that may be conducted in this manner), or through a public offering, a purchase or exchange of shares, or the use of options or other futures or forward financial instruments whether traded on regulated markets, multilateral trading systems, through systematic internalizers, or by means of private agreements, or by delivery of shares following the issuance of securities that are exchangeable for or convertible into equity securities of the Company, either directly or indirectly, through an investment services provider.

However, when a third party delivers a public offer for the shares of the Company, the Board of Directors shall not, during the offer period, decide to implementing this resolution unless approved by the General Meeting.

The maximum purchase price per share pursuant this resolution shall be €60 (or the exchange value of this amount on the same date in any other currency).

In the event of any change in the par value of the Company's share, of any increase of the share capital by means of the incorporation of reserves, of an allocation of free shares, of a share split or a reverse share split, of the distribution of reserves or of any other assets, of amortization of the share capital, and of any and all other transactions that involve the shareholders' equity, the Shareholders' Meeting shall authorize the Board of Directors to adjust the aforementioned purchase price in order to take into account the effect of these transactions on the share's value.

The amount that the Company may spend to buy back its own shares may not exceed € 100 million.

The Shareholders' Meeting delegate to the Board of Directors the necessary powers, with the power to sub-delegate as permitted by law, in order to implement this authorization and, if necessary, to stipulate the terms and conditions for conducting the share buyback program, in particular, by placing orders on the stock market, concluding any and all agreements, in particular for the maintaining a registry of shares purchases and sales, allocating or re-allocating the shares so purchased to the objectives pursued by the Company under the applicable legal and regulatory conditions, establishing, if necessary, how the rights of the owners of the securities or options will be protected, in compliance with the legal, regulatory, or contractual conditions, making all reports required to be filed with the French Financial Markets' Authority and with any regulatory authority that may replace it, conducting all formalities and, in general, taking all actions required.

The Board of Directors will inform the General Meeting of the transactions carried out pursuant to this resolution.

This authorization cancels, effective today, any unused portion of any previous delegation of powers granted to the Board of Directors in order to allow transactions involving the Company's own share to be conducted. This authorization shall expire at the end of the Shareholders' Meeting called to approve the financial statements for the year to end on December 31, 2015 and, in any event, no later than eighteen months after the date of this Shareholders' Meeting.

EXTRAORDINARY SHAREHOLDERS' MEETING

Eighteenth Resolution – Authorization to be given to the Board of Directors in order to reduce the Company's share capital by cancellation of treasury shares

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to special shareholders' meetings, after considering the report of the Board of Directors and the Report of the statutory Auditors, authorizes the Board of Directors to reduce the share capital at its sole discretion, on one or more occasions, in such proportion and at such times that it may deem appropriate, by cancelling some or all of the Company's treasury shares, subject to any limitations imposed by law, in compliance with the provisions of Articles L.225-209 et seq. of the French Commercial Code.

As of the date of each cancellation, the maximum number of shares cancelled by the Company during the period of twenty-four months preceding that cancellation, including the shares that are cancelled in that cancellation, may not exceed 10% of the share capital of the Company, viz., as of March 17, 2015, a limit of 4,255,129 shares.

The Shareholders' Meeting authorizes the Board of Directors to charge the difference between the repurchase value of the canceled shares and their par value to available premiums and reserves.

The Shareholders' Meeting grants to the Board of Directors the necessary powers, with the power to sub-delegate them, in order to conduct the cancellation(s) of treasury shares and the reduction of the share capital that might be made pursuant to this authorization, to amend the Bylaws accordingly, and to complete all necessary formalities.

This authorization cancels, effective today, any unused portion of any previous delegation of powers granted to the Board of Directors for the purpose of reducing the share capital by the cancellation of treasury shares. This authorization shall expire at the end of a period of eighteen months from the date of this Meeting.

Ninetieth Resolution - Authorization to be given to the Board of Directors to increase the share capital by issuance of shares with preferential subscription rights up to the limit of € 10 million euros for a 26 months-period

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to special shareholders' meetings, after considering the Report of the Board of Directors and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 225-129, and in particular, L.225-129-2 of the French Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate as permitted by law, the necessary powers in order to increase the share capital, on one or more occasions, in France or abroad, in such proportion and at such periods as it may deem appropriate, in Euros, in foreign currency, or in any other monetary unit established by reference to more than one currency, by issuance of ordinary shares (therefore, excluding that of preferred stock), with the subscription of the shares being able to be made either in cash, or by offsetting of debt claims, or by means of the incorporation of reserves, of profits, or of share premiums;

2. decide to set the following limits on the amounts of authorized issuances, if the Board of Directors decides to exercise the powers granted to it by this delegation of powers:

- the maximum nominal amount of the capital increases that might be conducted pursuant to this delegation of powers shall be € 10 million, it being specified that the total maximum nominal amount of the capital increases that might be conducted pursuant to this delegation of powers and those granted pursuant to the 20th, 21st, 22nd, 23rd, 24th, 25th and 26th resolutions of this Shareholders' Meeting shall be € 10 million;
- the above limits shall be in addition, as applicable, to the par value of any shares that may be issued as part of any new financial transactions, in order to protect the rights of the holders of securities that are exchangeable for or convertible into equity securities, in accordance with legal and regulatory requirements and, where applicable, contractual provisions providing for other cases of adjustment.

- 3.** decides that the authorization granted by the present resolution shall expire at the end of a period of twenty-six months from the date of this Meeting;
- 4.** in the event that the Board of Directors decides to exercise the powers granted by the present delegation:
- decides that the issuance or issuances shall be reserved as a matter of priority for the existing shareholders who shall have the right to subscribe in proportion to the number of shares of the Company owned by them;
 - acknowledges that the Board of Directors may establish a right to subscribe to shares that is less than which is proportional to the number of shares of the Company's stock owned, in compliance with Article L.225-133 of the French Commercial Code;
 - acknowledges that, in compliance with Article L.225-134 of the French Commercial Code, if any subscriptions that must be in proportion to the number of shares owned, and as applicable, those that may be less than that proportion remain after the capital increase, the Board of Directors shall, subject to the conditions stipulated by law and in such order as it determines, have the choice among any of the following options:
 - limiting the capital increase to the amount of the subscriptions, provided that said amount is at least three-quarters of the capital increase that it decided to make;
 - distributing at its discretion some or all of any shares it decided to issue that have not been subscribed;
 - making a public offering of some or all of any unsubscribed shares, on the French market and/or abroad;
- 5.** decides that the amount received or to be received by the Company for each share issued under this authority shall be at least equal to the nominal value of the share at the date of issue of such shares ;
- 6.** decides that the Board of Directors shall have full authority, with the power to sub-delegate them, under the conditions stipulated by law, in order to implement this delegation of powers, in particular, for the purposes of:
- deciding to increase the share capital;
 - deciding on the amount of the capital increase, the issue price, and the amount of the share premium, which may be requested upon the issuance, as necessary;
 - determining the dates and the terms and conditions of the capital increase and the manner in which the shares to be issued will be paid up;
 - determining, where necessary, the terms and conditions of exercise of the rights attached to the shares to be issued and, in particular, the date, which may be established retroactively, on which dividends will begin to be payable on the new shares, as well as all other terms and conditions with regard to the capital increase;
 - at its sole initiative, charging the costs involved in the capital increase to the proceeds therefrom and deducting from such proceeds any amount necessary to increase the legally stipulated reserve;
 - note the completion of each capital increase and amending the Articles of Incorporation accordingly;
 - fixing in accordance with legal and regulatory requirements and, where applicable, contractual provisions providing for other cases of adjustment, the conditions under which are preserved the rights of holders of securities giving access to a portion of the share capital of the Company;
 - generally, concluding any and all agreements required to ensure the successful completion of the issuances under consideration, taking all measures and completing all formalities required for the issuance, the listing on the stock exchange, and the financial services of the shares issued pursuant to this delegation of powers as well as the exercise of all the rights that are attached thereto;
- 7.** decides that in case of filing by a third of a public offer for the shares of the Company, the Board shall not, during the offer period, decide to implement this authorization unless prior authorization from the Shareholders' Meeting ;
- 8.** acknowledges that this delegation of power cancels, as of today, any remaining unused portion of any previous delegation of powers granted for the same purpose, that is, any delegation of powers related to increasing the share capital with preferential subscription rights covering the transactions indicated in this resolution;
- 9.** acknowledges that, in the event that the Board of Directors uses the delegation of powers granted in this resolution, the Board of Directors shall report on the use made by it of such authorization to the next Ordinary Shareholders' Meeting, in compliance with the law and regulations.

Twentieth Resolution - Authorization to be given to the Board of Directors to increase the share capital by means of the incorporation of share premiums, reserves, profits, or other items within the limit of € 10 million for a 26 months-period

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to special shareholders' meetings, after considering the Report of the Board of Directors' report and in compliance with the provisions of Articles L.225-129 and L. 225-130 of the French Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions stipulated by law, the powers necessary to decide on an increase in the share capital, on one or more occasions, in such proportion and at such times as it may deem appropriate, by means of the incorporation of share premiums, reserves, profits or other items, the capitalization of which is possible legally and pursuant to the Bylaws, in the form of the issuance of new shares or of raising the par value of the existing shares or a combination of these methods. The maximum nominal amount of any capital increases that may be conducted pursuant to this resolution may not exceed € 10 million, and the amount of any capital increase pursuant to this resolution shall be deducted from the total maximum limit established in paragraph 2 of the 19th resolution of this Shareholders' Meeting or, where applicable, from the amount of the corresponding limit that might be stipulated by a resolution of a similar nature that could succeed said resolution during the term of validity of this delegation of power;

2. delegates to the Board of Directors, if the Board of Directors decides to exercise the delegation of power granted to it by this resolution, with the power to sub-delegate them under the conditions stipulated by law, in order to implement this delegation of powers, in particular, for the purposes of:

- deciding on the amount and the nature of the sums to be incorporated into the share capital, the number of new shares to be issued, and/or the amount by which the par value of the existing shares shall be increased, and the date, which may be established retroactively, on which dividends will begin to be payable on the new shares or on which the increase in the par value of the existing shares shall become effective;
- deciding, in the case of the issuance of new shares: that the rights to fractions of shares may not be traded, that the corresponding shares shall be sold, and that the proceeds of such sales shall be awarded to the owners of such rights as stipulated by the applicable law and regulations;
- making any adjustments intended to take into account the impact of transactions on the Company's share capital, in particular, in the event of a change in the par value of the share, of a capital increase through the incorporation of reserves, an allocation of free shares or of equity securities, of share splits or of reverse share splits, of the distribution of dividends, reserves, or share premiums, or of any other any other assets, of the amortization of the share capital, or any other transactions that affect the shareholders' equity (including in the case of a public offering and/or in the case of a change of control), and, if necessary, to determine how the rights of owners of securities that are convertible into or exchangeable for equity securities (including by means of adjustments in terms of cash), in accordance with legal and regulatory requirements and, where applicable, contractual provisions providing for other cases of adjustment;
- certifying the completion of each capital increase and amending the Bylaws accordingly;
- generally, concluding any and all agreements, taking any and all measures, and conducting any and all formalities that are necessary for the issuance, for the listing on the stock exchange, and for the financial services to be provided in connection with the shares issued pursuant to this delegation of powers and the exercise of all rights attached thereto;

3. decides that in case of filing by a third of a public offer for the shares of the Company, the Board shall not, during the offer period, decide to implement this authorization unless prior authorization from the Shareholders' Meeting ;

4. acknowledges that this delegation of powers cancels, effective today, any unused delegation of powers granted previously for the same purpose, that is, any delegation of power related to increasing the share capital through the incorporation of premiums, reserves, profits, or other items.

This delegation of powers shall expire at the end of a period of twenty-six months from the date of this Shareholders' Meeting.

Twenty-first Resolution - Authorization to be given to the Board of Directors to to issue debt securities through an offer made to the public, without preferential subscription rights, giving access to the Company's equity securities to be issued (valeurs mobilières représentatives de créances donnant accès à des titres de capital à émettre), subject to a maximum nominal amount of €4,255,000 together with the 22th, 23th and 24th resolutions for a 26 months-period

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to special shareholders' meetings, after considering the report of the Board of Directors and the statutory Auditors' special report, in compliance with Articles L. 225-129 et seq. of the French Commercial Code, in particular, Articles L. 225-129-2, L. 225-135, and L. 225-136, and with the provisions of Articles L.228-91 et seq. of the same Code:

1. delegates to the Board of Directors, with the power to sub-delegate, as permitted by law, the necessary powers in order to increase the share capital, on one or more occasions and in such proportion and at such periods as it may deem appropriate, in France and abroad, through an offer made to the public (offre au public) in euros, in foreign currency or in any other monetary unit set by reference to several currencies, by issuance of debt securities giving access to the share capital of the Company to be issued (valeurs mobilières représentatives de créances donnant accès à des titres de capital à émettre), new shares to issue for consideration or not, pursuant to Article L 228-91

and the following Articles of the French Commercial Code, which shares may be subscribed to either in cash or by compensation of claims ;

2. delegates to the Board of Directors, with the power to sub-delegate as permitted by law, the necessary powers to issue debt securities giving access to Company's capital securities to be issued (valeurs mobilières donnant accès à des titres de capital à émettre) of companies in which the Company directly or indirectly holds more than half the share capital;

3. decides to set the following limits on the amounts of the authorized capital increases, if the Board of Directors were to decide to exercise the powers granted to it by this authorization:

- the maximum nominal amount of the capital increases that might be carried out immediately or in the future pursuant to this authorization, and, provided that they are adopted, the authorization stipulated in the 22th, 23th, and 24th resolutions, shall be € 4,255,000, which maximum amount will be deducted from the maximum global amount of € 10 million stipulated in paragraph 2 of the 19th resolution of this Shareholders' Meeting or, as applicable, from the amount of the corresponding limit that might be stipulated by a resolution of the same nature that might succeed said resolution during the period of validity of this authorization;
- the above limits shall be increased, as applicable, by the nominal amount of any shares that may be issued as part of any new financial transactions, in order to protect the rights of holders of debt securities giving access to Company's capital securities in accordance with legal and regulatory requirements and, where applicable, contractual provisions providing for other cases of adjustment;
- the total maximum nominal amount of debt securities giving access to Company's capital securities which may be issued may not exceed € 250 million or the equivalent value in Euros of that amount as of the issue date, with, as applicable, this amount being increased by any repayment premium over the par value, and from which will be deducted from the maximum nominal amount of the Company's debt securities giving access to equity securities to issue, issued pursuant to the authorizations stipulated in the 22rd and 23th resolutions, provided that they are adopted ;

4. decides that the authorization granted by the present resolution shall expire at the end of a period of twenty-six months from the date of this Meeting;

5. decides to cancel the preferential subscription rights of shareholders to the securities issued pursuant to this resolution. However, the Board of Directors shall have the right, for all or part of any issuance, in accordance with paragraph 2 of Article L.225-135 of the French Commercial Code, to grant shareholders, for a period and in accordance with terms and conditions that it shall determine subject to compliance with applicable laws and regulations, for all or part of any issuance, a priority subscription period, which may not confer rights to negotiable instruments, in proportion to the number of shares held by each shareholder and with the possibility to allocate any remaining unsubscribed securities on a non pro rata basis. Any shares which would not be subscribed to would be sold through a public offering (placement public) on the French market and/or abroad;

6. acknowledges that if any unsubscribed securities remain in the issuance, including, as the case may be, after the shareholders have been granted the right to subscribe, the Board of Directors may limit the issuance to the amount of the subscriptions received, provided that at least three-quarters of the issuance is subscribed to;

7. acknowledges that this authorization automatically entails a waiver by the shareholders to their preferential subscription right to the equity securities to which such securities may entitle in favor of the beneficiaries thereof;

8. acknowledges that, in compliance with paragraph 1 of Article L. 225-136 1° of the French Commercial Code, the issue price of the securities giving access to the Company's equity securities and the number of shares, to which they may be granted the right to subscribe because of the conversion, repayment or generally the transformation of any securities giving access to the Company's equity securities to be issued shall be such that any consideration immediately received by the Company, together with any consideration to be received subsequently, be, with regard to each share issued as a result of the issuance of such securities, at least equal to the minimum subscription price stipulated by the laws and rules and regulations in effect as of the date of the issuance thereof, that is currently the weighted average share price of the Company on Euronext Paris over the three trading days preceding the setting of the issue price less a discount of 5% after, after correction, if any, of this amount to take into consideration the difference in the effective date.

9. decides that the Board of Directors shall have full authority, with the power to sub-delegate, as permitted by law, in order to implement this authorization, in particular, for the purposes of:

- deciding to increase the share capital and determining the nature of the securities to be issued;
- deciding on the amount of the capital increase, the issue price, and the amount of the issue premium, which may be requested upon the issuance, as necessary;
- determining the dates and the conditions of the capital increase as well as the nature, the number, and the characteristics of any securities to be issued; deciding, furthermore, whether they are to be subordinated debt or not (and, as applicable, their ranks of subordination, in compliance with the provisions of Article L. 228-97 of the French Commercial Code), setting the interest rate (which may be fixed or variable, zero coupon or index-linked) and determining any mandatory or optional cases in which the payment of interest may be skipped or suspended, the term (fixed or indefinite), the possibility of reducing or increasing the nominal value and any other conditions of issuance (including the granting of security or liens) and repayment (including repayment

by delivery of assets of the Company); if applicable, these securities may include warrants giving right to the grant, the acquisition or the subscription of bonds or other debt securities, or provide an option for the Company to issue debt securities (fungible or non-fungible) as a consideration for interests, the payment of which may have been suspended by the company, or take the form of complex bonds as defined by the market authorities (e.g. because of their redemption or payment terms or other rights such as indexation, options) and deciding to amend any of the above conditions during the term of such securities, subject to compliance with applicable formalities;

- determining the method of payment for shares or other securities giving access to equity securities, whether they are to be issued immediately or in the future;
- setting, where necessary, the terms and conditions of the exercise of the rights (which may relate to the conversion, exchange, or redemption, including by delivery of assets of the Company such as treasury shares or securities already issued by the Company) attached to the shares or other securities giving access to equity securities to be issued, including defining the date, which may be retroactive, from which dividends will be payable on the new shares, as well as all other terms and conditions of the issuance;
- setting the terms and conditions under which the Company may, where applicable, at any time or during predefined periods, purchase or exchange on the stock exchange securities that have been issued or are to be issued whether immediately or in the future, in order to cancel them or otherwise, in consideration of the provisions stipulated by law;
- stipulating the possibility of suspending the exercise of the rights attached to the issued securities, in compliance with the legal and regulatory provisions;
- at its sole initiative, deciding to charge the costs incurred in connection with the capital increase to the proceeds thereof and deducting from such proceeds any amount necessary to increase the legal reserve;
- carrying out any adjustments required to take into account the consequences of transactions on the Company's share capital, in particular in the event of a change in the nominal value of shares, a capital increase through the incorporation of reserves, an allocation of free shares, share splits or reverse share splits, distribution of dividends, premiums, or any other assets, amortization of the share capital or any other transactions affecting the shareholders' equity (including in the event of a public offering and/or in the case of a change of control), and determining, if necessary, how the rights of the owners of securities that are convertible into or exchangeable for equity securities (including by means of adjustments in terms of cash), in accordance with legal and regulatory requirements and, where applicable, contractual provisions providing for other cases of adjustment;
- acknowledges the completion of each capital increase and amending the Bylaws accordingly;
- generally, entering into any and all agreements to ensure the successful completion of the contemplated issuances, taking all measures and accomplishing all formalities required for the issuance, the listing, and the financial services to be provided in connection with the securities issued pursuant to this authorization and the exercise of all the rights that are attached thereto;

10. decides that in case of filing by a third of a public offer for the shares of the Company, the Board shall not, during the offer period, decide to implement this authorization unless prior authorization from the Shareholders' Meeting ;

11. acknowledges that this authorization cancels, as of today, any unused portion, of any authorization granted previously for the same purpose, that is, any total authorization to increase the share capital without preferential subscription rights by means of a public offering, relating to the securities and transactions indicated in this resolution;

12. acknowledges that, in the event that the Board of Directors uses the authorization granted to it under this resolution, the Board of Directors shall report on the use made by it of such authorization to the next Ordinary Shareholders' Meeting, in compliance with the applicable laws and regulations.

Twenty-second Resolution - Authorization to be given to the Board of Directors to issue debt securities giving access to the Company's equity securities to be issued, through a private placement made pursuant to Article L.411-2, II, of the of the French Monetary and Financial Code, without preferential subscription rights, subject to a maximum nominal amount of €4,255,000 together with the 21th, 23th and 24th resolutions for a 26 months-period

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to special shareholders' meetings, after considering the Report of the Board of Directors and the Statutory Auditors' special report, in accordance with Article L.225-129 et seq. of the French Commercial Code, in particular, Articles L.225-129-2, L.225-135 and L.225-136, and with the provisions of Articles L.228-91 et seq. of the same Code:

1. delegates to the Board of Directors, with the power to sub-delegate as permitted by law, the power to increase the share capital, on one or more occasions, in the proportion and at the times that it shall determine, in France or abroad, by means of an offer stipulated in Article L. 411-2, II of the French Financial and Monetary Code, either in Euros or in any other currency or monetary unit set with reference to several currencies, by the issuance of debt securities giving access to the Company's equity securities to be issued, issued in return for consideration or free of charge, governed by Articles L. 228-91 et seq. of the French Commercial Code, which shares may be subscribed to either in cash or by compensation of claims;

- 2.** delegates to the Board of Directors, with the power to sub-delegate them as permitted by law, the necessary powers to decide to issue debt securities giving access to the equity securities to be issued of companies in which the Company directly or indirectly holds more than half the share capital;
- 3.** decides to set the following limits on the amounts of authorized increases of capital, should the Board of Directors decide to exercise the powers granted to it by the present resolution:
- the maximum nominal amount of the capital increases which may be carried out whether immediately or in the future pursuant to this authorization, and, provided that they are adopted, the authorizations stipulated in the 21st, 23th, and 24th resolutions is set at € 4,255,000, which maximum amount will be deducted from maximum global amount of €10 million stipulated in paragraph 2 of the 19th resolution of this Shareholders' Meeting or, as applicable, from the amount of the corresponding limit that might be stipulated by a resolution of the same nature that might succeed said resolution during the period of validity of this delegation of powers;
 - in any event, securities issued pursuant this authorization shall not exceed the limits stipulated by the rules and regulations that are applicable as of the date of the issuance (as of today's date, 20% of the share capital per year); and
 - the above limits shall be increased, as applicable, by the nominal amount of any shares that may be issued as part of any new financial transactions, in order to protect the rights of holders of debt securities giving access to Company's capital securities in accordance with legal and regulatory requirements and, where applicable, contractual provisions providing for other cases of adjustment;
 - the total maximum nominal amount of the issues of securities giving access to Company's equity securities to be issued may not exceed € 250 million or the equivalent value in Euros of that amount as of the issue date, with, as applicable, this amount being increased by any repayment premium over the par value to which will be added the maximum nominal amount of the Company's debt securities to be issued, issued pursuant to, provided that they are adopted, the authorization stipulated in the 21st and 23rd resolutions;
- 4.** decides that the authorization granted by the present resolution shall expire at the end of a period of twenty-six months from the date of this Meeting;
- 5.** decides to cancel the preferential subscription rights of the shareholders to the securities issued pursuant to this resolution.
- 6.** acknowledges that if any unsubscribed securities remain in the issuance, the Board of Directors may limit the issuance to the amount of the subscriptions received, provided that at least three-quarters of the issuance is subscribed to;
- 7.** acknowledges that this authorization automatically entails a waiver by the shareholders of their preferential subscription right to debt securities giving access to the equity securities to be issued may entitle, in favor of the beneficiaries thereof;
- 8.** acknowledges that, in accordance with paragraph 1 of Article L. 225-136 1° of the French Commercial Code, the issue price of the securities giving access to Company's equity securities to be issued and the number of shares, to which they may be granted the right to subscribe due to the conversion, repayment or generally the transformation of any securities giving access to share capital of the Company, shall be such that any consideration immediately received by the Company, together with any consideration to be received subsequently, be, in respect of each share issued in connection with such securities at least equal to the minimum amount fixed by laws and regulations in force at the time of issue, that is currently the weighted average share price of the Company on Euronext Paris over the three trading days preceding the setting of the issue price less a discount of 5% after, after correction, if any, of this amount to take into consideration the difference in the effective date.
- 9.** decides that the Board of Directors shall have full authority, with the power to sub-delegate as permitted by law, in order to implement this authorization, in particular, for the purposes of:
- deciding to increase the share capital and determining the nature of the securities to be issued;
 - deciding on the amount of the capital increase, the issue price, and the amount of the issue premium, which may be requested upon the issuance, as necessary;
 - determining the dates and the conditions of the capital increase as well as the nature, the number, and the characteristics of any securities to be issued; deciding, furthermore, whether they are to be subordinated debt or not (and, as applicable, their ranks of subordination, in compliance with the provisions of Article L. 228-97 of the French Commercial Code), setting the interest rate (which may be fixed or variable, zero coupon or index-linked) and determining any mandatory or optional cases in which the payment of interest may be skipped or suspended, the term (fixed or indefinite), the possibility of reducing or increasing the nominal value and any other conditions of issuance (including the granting of security or liens) and repayment (including repayment by delivery of assets of the Company); if applicable, these securities may include warrants giving right to the grant, the acquisition or the subscription of bonds or other debt securities, or provide an option for the Company to issue debt securities (fungible or non-fungible) as a consideration for interests, the payment of which may have been suspended by the company, or take the form of complex bonds as defined by the market authorities (e.g. because of their redemption or payment terms or other rights such as indexation, options) and deciding to amend any of the above conditions during the term of such securities, subject to compliance with applicable formalities;
 - determining the method of payment for shares or other securities giving access to equity securities, whether

- they are to be issued immediately or in the future;
- setting, where necessary, the terms and conditions of the exercise of the rights (which may relate to the conversion, exchange, or redemption, including by delivery of assets of the Company such as treasury shares or securities already issued by the Company) attached to the shares or other securities giving access to equity securities to be issued, including defining the date, which may be retroactive, from which dividends will be payable on the new shares, as well as all other terms and conditions of the issuance;
- setting the terms and conditions under which the Company may, where applicable, at any time or during predefined periods, purchase or exchange on the stock exchange securities that have been issued or are to be issued whether immediately or in the future, in order to cancel them or otherwise, in consideration of the provisions stipulated by law;
- stipulating the possibility of suspending the exercise of the rights attached to the issued securities, in compliance with the legal and regulatory provisions;
- at its sole initiative, deciding to charge the costs incurred in connection with the capital increase to the proceeds thereof and deducting from such proceeds any amount necessary to increase the legal reserve;
- carrying out any adjustments required to take into account the consequences of transactions on the Company's share capital, in particular in the event of a change in the nominal value of shares, a capital increase through the incorporation of reserves, an allocation of free shares, share splits or reverse share splits, distribution of dividends, premiums, or any other assets, amortization of the share capital or any other transactions affecting the shareholders' equity (including in the event of a public offering and/or in the case of a change of control), and determining, if necessary, how the rights of the owners of securities that are convertible into or exchangeable for equity securities (including by means of adjustments in terms of cash), in accordance with legal and regulatory requirements and, where applicable, contractual provisions providing for other cases of adjustment;
- acknowledging the completion of each capital increase and amending the Bylaws accordingly;
- generally, entering into any and all agreements to ensure the successful completion of the contemplated issuances, taking all measures and accomplishing all formalities required for the issuance, the listing, and the financial services to be provided in connection with the securities issued pursuant to this authorization and the exercise of all the rights that are attached thereto;

10. decides that in case of filing by a third of a public offer for the shares of the Company, the Board shall not, during the offer period, decide to implement this authorization unless prior authorization from the Shareholders' Meeting ;

11. acknowledges the fact that this authorization cancels, as of today, any unused portion of any previous authorization granted for the same purpose, that is, any authorization relating to the increase in the share capital without preferential subscription rights by a private placement as stipulated in Article L. 411-2 of the French Financial and Monetary Code, covering the securities and transactions indicated in this resolution;

12. acknowledges that, in the event that the Board of Directors uses the authorization granted to it under this resolution, the Board of Directors shall report on the use made by it of such authorization to the next Ordinary Shareholders' Meeting, in compliance with the applicable laws and regulations.

Twenty-third Resolution - Authorization to be given to the Board of Directors to increase the amount of an issuance of ordinary shares or securities, with or without preferential subscription rights, up to the limit of 15% of the of the initial amount issued, within the limits set in the 19th, 21th and 22nd resolutions for a 26 months-period

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to special shareholders' meetings, after considering the Report of the Board of Directors and the statutory Auditors' special report, in compliance with Article L. 225-135-1 of the French Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate as permitted by law, the necessary powers to increase the number of securities to be issued in the case of a capital increase, with or without preferential subscription rights, at the same price as that used for the initial issue, in accordance with the time limits and limitations stipulated by the rules and regulations applicable as of the date of the issuance (which, as of today's date, is within 30 days of the end of the subscription period for the initial issue up to the limit of 15% of the initial issuance);

2. decides that the nominal amount of the capital increases that might be completed pursuant to this authorization shall be deducted (i) from the ceiling of € 4,255,000 stipulated in paragraph 4 of the 21st resolution, in the event of an issuance without preferential subscription rights, and in any event, (ii) from the amount of the total limit of € 10 million stipulated in paragraph 2 of the 19th resolution of this Shareholders' Meeting or, as applicable, from the amount of the corresponding limit that might be stipulated by a resolution of the same nature that might succeed said resolution during the period of validity of this authorization.

3. decides that in case of filing by a third of a public offer for the shares of the Company, the Board shall not, during the offer period, decide to implement this authorization unless prior authorization from the Shareholders' Meeting ;

The authorization granted by this resolution shall expire at the end of a period of twenty-six months from the date of this Shareholders' Meeting.

Twenty-fourth Resolution - Authorization to be given to the Board of Directors to issue ordinary shares or securities giving access to the Company's equity securities to be issued without a preferential subscription right, up to the limit of € 4,255,000 as payment for contributions in kind of shares of another company or securities giving access to the share capital of the Company for a 26 months-period

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to special shareholders' meetings after consideration of the Report of the Board of Directors and the statutory Auditors' special report, in accordance with the provisions of Article L.225-129 et seq. of the French Commercial Code, in particular, Article L.225-147, paragraph 6 thereof:

1. authorizes the Board of Directors, with the power to sub-delegate as permitted by law, to conduct increase the share capital, on one or more occasions, up to the limit of € 4,255,000, in order to pay compensation for the capital contributions in kind granted to the Company composed of equity securities or securities that are convertible into or exchangeable for equity securities, when the provisions of Article L.225-148 of the French Commercial Code do not apply, by the issuance, on one or more occasions, of ordinary shares (excluding shares of preferred stock) or securities that are convertible into or exchangeable for Company's equity securities to be issued, the maximum nominal amount of any capital increases that may be completed pursuant to this resolution shall be deducted from (i) the total limit in the amount of € 10 million stipulated in paragraph 2 of the 19th resolution of this Shareholders' Meeting or, as the case may be, by the maximum limit that might be established by a resolution of a similar nature which might succeed said resolution during the term of validity of this present authorization and (ii) the sub-limit of € 4,255,000 million established in paragraph 4 of the 21st resolution of this Shareholders' Meeting;

2. decides that the Board of Directors shall have all powers, with the ability to sub-delegate them under the conditions established by law, in order to implement this resolution, in particular, for the purposes of:

- deciding on capital increases that provide compensation for capital contributions and determining the securities to be issued;
- determining the list of the securities contributed, approving the valuation of the capital contributions, determining the terms and conditions of issuance of the securities to be issued and the amount of any required cash payment (soulte), approving specific rights to be granted, and reducing, if the contributors agree to do so, the value of the contributions or the compensation of the special rights;
- determining the characteristics of the securities to be issued as compensation for the capital contributions and determining the terms and conditions pursuant to which the rights of the owners of securities that are convertible into or exchangeable for equity shares of the Company will be protected, if necessary;
- at its sole initiative, deciding to charge the costs incurred in connection with the capital increase to the proceeds thereof and deducting from such proceeds any amount necessary to increase the legal reserve;
- acknowledging the completion of each capital increase and amending the Bylaws accordingly;
- generally, taking any and all measures and conducting any and all formalities useful for the issuance, the listing, and the financial services that are required in connection with the securities issued pursuant to this authorization and the exercise of all the rights that are attached thereto;

3. decides that in case of filing by a third of a public offer for the shares of the Company, the Board shall not, during the offer period, decide to implement this authorization unless prior authorization from the Shareholders' Meeting ;

4. acknowledges that this authorization cancels, as of today, any unused authorization granted previously for the same purpose, that is, any authorization for the issuance of shares or securities giving access to the Company's share capital in consideration for contributions in kind involving equity securities or debt securities giving access to share capital.

The authorization granted by this resolution shall expire at the end of a period of twenty-six months from the date of this Shareholders' Meeting.

Twenty-fifth Resolution - Authorization to be given to the Board of Directors to increase the share capital through an issuance reserved for members of employee share savings plans and without preferential subscription rights, of shares or securities giving access to the Company's equity securities (*valeurs mobilières donnant accès à des titres de capital*) up to €400,000 in par value for a 18 months-period

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, and having considered the Board of Directors' report and the Auditors' special report, and in accordance with the provisions of Articles L.225-129-2, L.225-129-6 and L.225-138-1 of the French Commercial Code and of Articles L.3332-18 to L.3332-24 of the French Labor Code:

1. delegates to the Board of Directors, with the power to sub-delegate as permitted by law, the necessary powers to increase the share capital, on one or more occasions, up to a global maximum par value of €400,000 (the nominal amount of the shares that may issued, in addition, in the event of new financial transactions, to preserve the rights of holders of securities giving access to the share capital of the Company will be added to this limit, as applicable), by issuance(s) of shares or equity securities giving access to share capital reserved for employees, former employees and eligible corporate officers members of one or several employee share savings plans (or members of any other plan to whom a capital increase may be reserved on similar conditions pursuant to Articles L.3332-1 et seq. of the French Labor Code or any similar law or regulation which would permit the reservation of an increase in capital in similar conditions) which may be put in place by the group made up of the Company and all foreign and French companies related to the Company under the terms of Article L. 225-180 of the French Commercial Code and within the scope of consolidation of the Company in accordance with Article L.3344-1 of the French Labor Code, provided that the subscription of shares or equity securities giving access to equity securities to be issued, issued pursuant to this resolution may be made through a mutual fund company investment, including funds corporate mutual "formula" under the regulation of the Financial Markets Authority, or any collective body authorized by the regulations;

2. decides that the maximum nominal amount of any capital increases that may be completed pursuant to this resolution shall be deducted from the total limit in the amount of € 10 million stipulated in paragraph 2 of the 19th resolution of this Shareholders' Meeting or, as the case may be, by the maximum limit that might be established by a resolution of a similar nature which might succeed said resolution during the term of validity of this present authorization;

3. decides that the issue price for the new shares or equity securities giving access to the Company's share capital to be issued which may be issued under this resolution will be determined in accordance with Articles L.3332-18 et seq. of the French Labor Code and shall be equal to at least 80% of the Reference Price (as defined hereafter); however, the Board of Directors is hereby expressly authorized to reduce or not grant the aforementioned discount if the Board deems this advisable, to the extent permitted by applicable laws and regulations, in particular in order to take into account, inter alia, applicable laws, taxes, accounting and social security regimes. For the purposes of this paragraph, the Reference Price shall mean the average of the opening price of the shares on the regulated market by Euronext Paris over the twenty trading days preceding the day on which the decision is taken to the open the subscriptions to members of employee share savings plans;

4. authorizes the Board of Directors to allocate to the beneficiaries mentioned above, in addition to the shares or securities giving access to equity securities to be issued to be subscribed to in cash, new or existing free shares or securities giving access to the Company's share capital, in lieu of all or part of the discount on the Reference Price and/or in substitution for the employer's contribution; provided however that the benefit procured by the grant of such free shares or securities does not exceed the applicable legal and regulatory limits set by Articles L.3332-10 et seq. of the French Labor Code;

5. decides to suppress, in favor of the abovementioned beneficiaries, the preferential subscription rights of existing shareholders to subscribe to the shares and securities giving access to the share capital of the Company issued pursuant to this authorization and also decides that the shareholders renounce, for no consideration, in the case of an allocation of free shares, of any right they may have to receive such free shares or securities giving access to the share capital of the Company, including their right to any part of the reserves, profits or premiums incorporated to the capital for the purpose of issuing the free shares allocated pursuant to this resolution;

6. authorizes the Board of Directors, subject to the terms and conditions set out in this authorization, to sell shares to the members of employee share savings plans as provided for by Article L.3332-24 of the French Labor Code, it being specified that the nominal amount of the shares so transferred with a discount to the members of one or several employee share savings plans mentioned in this resolution shall be deducted from the overall maximum limits mentioned in paragraph 1 above;

7. decides that the Board of Directors shall have full authority, with the power to sub-delegate as permitted by law, and subject to the limits and conditions defined above, for the purposes of carrying out the authorization granted to it by the present resolution, and in particular by:

- determining, in accordance with applicable law, the list of companies whose beneficiaries as mentioned above may subscribe to shares or securities issued pursuant to this resolution and, as the case may be, be allocated free shares or securities giving access to the share capital of the Company;
- deciding that the issuance may be subscribed to either directly by members of share savings plans or through employee share funds or through any other structures or entities permitted by applicable laws and

regulations;

- determining the conditions, in particular in terms of length of employment within the Company, which the beneficiaries of the capital increases must satisfy;
- setting the opening and closing dates for the subscriptions;
- determining the amount of any issuances made pursuant to this resolution and deciding in particular, the issue prices, the dates, time-periods, terms and conditions of the subscriptions, the methods of payment and delivery and the date from which dividends will be payable on new shares, which may be retroactive, the rules of reduction in the case of over-allotment, as well as the other terms and conditions applicable to the issuances, in accordance with applicable laws and regulations;
- when free shares or securities giving access to the share capital of the Company are allocated, determining the nature, characteristics and number of shares or securities to be issued and the number to be allocated to each beneficiary, deciding the dates, time-periods and terms and conditions under which free shares and securities will be allocated, in compliance with applicable laws and regulations, and in particular deciding whether to allocate free shares or securities giving the right to acquire shares in the Company in lieu of all or part of the discount on the Reference Price referred to above or in substitution for the employer's contribution, up to the value of the free shares or securities giving access to the Company's share capital, or a combination of these two methods;
- in the case of issuance of new shares, deducting, as may be required, from the reserves, profits or issue premiums, the amounts necessary to pay up such shares;
- acknowledging the completion, by the amount of capital subscribed, of each capital increase and amending the By-laws accordingly;
- charging the costs incurred in connection with the capital increase, as the case may be, to the proceeds thereof and deducting from such proceeds any amount necessary to increase the legal reserve to one-tenth of the new share capital after each capital increase;
- entering into any and all agreements, taking all measures and accomplishing all formalities required, whether directly or indirectly through a service provider, subsequent to the capital increases and amending the By-laws accordingly;
- generally, entering into any and all agreements to ensure the successful completion of the contemplated issuances, taking all measures and accomplishing all formalities required for the issuance, the listing and the financial services to be provided in connection with the securities issued pursuant to this authorization and the exercise of all rights attached thereto or subsequent to the increases of capital;

8.decides that the authorization granted by the present resolution shall expire at the end of a period of eighteen months as from the date of this Meeting;

9.acknowledges that this authorization cancels, as of today, any remaining unused balance under any authorization given previously regarding the issuance, without preferential subscription rights, of shares or securities giving access to equity securities reserved for members of employee share savings plans.

Twenty-sixth Resolution - Authorization to be given to the Board of Directors to increase the share capital reserved to a category of beneficiaries in order to allow employees of certain foreign subsidiaries to benefit from an employee saving scheme on conditions comparable to those set forth in the 25th resolution of this Shareholders' Meeting, without preferential subscription rights to the benefit of the later, up to €100,000 in par value for a 18 months-period

In compliance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, in particular, of Articles L. 225-129-2 and L. 225-138 of that Code, the Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to special shareholders' meetings after consideration of the Report of the Board of Directors and the statutory Auditors' special report:

1. acknowledges the fact that in certain countries, legal or tax regulations may complicate or inappropriate the implementation of employee share ownership formulas performed directly or through the intermediary of a mutual fund pursuant to the 16th resolution of the hereby Shareholders' Meeting (the eligible beneficiaries of the Nexans group companies whose registered offices are located in one of these countries referred to hereafter as "Foreign Employees," the Nexans group consisting of the Company and the French or foreign companies related to the Company in the conditions defined in Article L.225-180 of the French Commercial Code and L.3344-1 of the French Labor Code) and of the fact that the implementation for the benefit of certain Foreign Employees of alternatives to the formulas offered to French residents who are participants in one of the Company's savings plans implemented by one of the Nexans group companies may be required;

2. delegates its power to the Board of Directors, with the option to sub-delegate as permitted by law, in order to decide to increase the share social of the Company, on one or more occasions, in the proportion and at the times that it shall determine, in France or abroad, either in Euros, or in any currency, or monetary unit established by reference to more than one currency, by means of the issuance of shares with elimination of the preferential subscription right of the shareholders for the benefit of categories of beneficiaries stipulated below, provided that the subscription of the shares may be made either in cash, or by compensation of claims;

3. decides to suppress the preferential subscription right of the shareholders with regard to the shares issued under this authorization to reserve the right to subscribe to the following category of beneficiaries: any credit institution or subsidiary of such an establishment that participates, at the Company's request for the setting of an alternative offering, to some or all of the Foreign Employees, that has an economic profile comparable to any employee shareholding plan that might be established within the framework of an increase in the share capital conducted pursuant to the 25th resolution of this Shareholders' Meeting;

4. decides that in the event that this delegation of powers is used, the issue price of the new shares to be issued pursuant to this delegation of powers may not be lower than 20% less than the average of the opening prices on the stock exchange of the Company's stock during the twenty trading sessions preceding the date of the decision setting the date of the beginning of the subscription to a capital increase pursuant to the 25th resolution of this Shareholders' Meeting, or higher than that average; the Board of Directors may reduce or eliminate any discount thereby granted, if it deems it to be appropriate, in particular, in order to take into account the legal, accounting, tax-related, and social related systems of rules applicable locally;

5. decides that the capital increase or increases on which the Board decides pursuant to this authorization may give the right to subscribe a number of shares representing a maximum nominal amount of € 100,000;

6. decides that the maximum nominal amount of any capital increases that may be completed pursuant to this resolution shall be deducted from the total limit in the amount of € 10 million stipulated in paragraph 2 of the 19th resolution of this Shareholders' Meeting or, as the case may be, by the maximum limit that might be established by a resolution of a similar nature which might succeed said resolution during the term of validity of this present authorization;

7. decides that the Board of Directors shall have all powers, with the option of sub-delegate as permitted by law, in order to make use, on one or more occasions, of this authorization, in particular, for the purpose of:

- preparing the list of the beneficiaries, within the category of beneficiaries stipulated above, of each issue and the number of shares to be subscribed by each of them,
- determining the corporate employee savings plans that shall be offered to the employees in each country involved, in consideration of the applicable requirements of the local law, and selecting the countries from among those in which the Group has subsidiaries as well as those subsidiaries that had employees who will be able to participate in the operation,
- deciding the nominal amount of the issuances that will be conducted pursuant to this delegation of powers and determining, in particular, the issue prices, within the limits established by this resolution, and establishing the final amount of each capital increase,
- determining the dates and all other conditions and terms of such a capital increase under the conditions stipulated by law,
- taking any and all measures for the completion of the issuances, conducting the procedures necessary for the listing on the stock exchange of the securities issued, conducting the formalities following the capital increases, and making the corresponding amendments to the Bylaws, and, more generally, doing everything that will be necessary,
- as applicable, if it deems it appropriate, deducting the expenses of such a capital increase from the amount of the related share premiums and deducted from that amount the sums necessary to bring the legally stipulated reserve up to one-tenth of the new amount of the Company's share capital resulting from such an increase, and
- generally, concluding any and all agreements to ensure the successful completion of the contemplated issuances, taking any and all measures, and completing all the formalities required for the issuance, the listing on the stock exchange, and the financial services to be provided in connection with the securities issued pursuant to this delegation of powers and the exercise of all rights attached thereto or resulting to the capital increases;

8. decides that the authorization granted by this resolution shall expire at the end of a period of eighteen months from the date of this Meeting.

Twenty-seventh Resolution - Authorization to be given to the Board of Directors for the allocation of performance shares, whether already issued or to be issued, to employees and corporate officers of the Group, or to some of them, excluding the preferential subscription rights of shareholders, within the limit of a nominal amount of €350,000, subject to performance conditions set by the Board of Directors for a 18 months-period

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to special shareholders' meetings, after considering the Report of the Board of Directors report and the Auditors' special report:

1. authorizes the Board of Directors, in compliance with the provisions of Articles L.225-197-1 et seq. of the French Commercial Code, with the option of sub-delegating this authorization, to conduct the allocation, free of charge, of shares, whether shares that have already been issued or will be issued in the future (excluding preferred shares), on one or more occasions, to those beneficiaries or categories of beneficiaries that it shall choose from among the employees of the Company or of related companies or groups as stipulated in article L.225-197-2 of that Code, and the corporate officers of the Company or of related companies or groups that meet the conditions set forth in article L.225-197-1, II, of that Code under the conditions stipulated below;

2. decides that the total par value of the shares in existence or to be issued allocated pursuant to this authorization may not be more than € 350,000 or the equivalent in any other currency or monetary unit established by reference to several currencies (in addition to this limit there shall also be, as applicable, the par value of any additional shares to be issued, in the case of new financial transactions because of an adjustment of the number of shares initially allocated following an operation on the company's capital);

3. decides that the allocation of those shares to the beneficiaries will only become final subject to the application of the performance criteria already set by the Board of Directors prior to this Shareholders' Meeting as presented in the Report of the Board of Directors on the resolutions of this Shareholders' Meeting;

4. decides that the total amount of the existing shares or shares to be issued that are allocated pursuant to this authorization to the Company's corporate officers may not exceed 12% of the total number of shares of the awarded envelope, that is, approximately 0.10% of the Company's share capital as of December 31, 2014.

5. decides further that the allocation of those shares to their beneficiaries shall only become final either (i) upon the end of a minimum vesting period which shall be no shorter than the minimum vesting period set by the French Commercial Code on the date of the decision of the Board of Directors, the beneficiaries having to hold those shares for a minimum period that may not be lower than the vesting period provided for in the French Commercial Code on the date of the Board of Directors' decision, or (ii) upon the end of a minimum vesting period of four years, the beneficiaries no longer being restricted by any holding period, with the understanding that in both cases the allocation of the shares to their beneficiaries shall become final before the expiration of the aforementioned vesting period in the case of the disability of a beneficiary corresponding to classification in the second or third category under Article L.341-4 of the French Social Security Code, or a similar category in a foreign country, and that the shares shall be freely transferable in the case of the disability of the beneficiary corresponding to the classification in the aforementioned categories of the French Social Security Code, or a similar category in a foreign country;

6. grants all powers to the Board of Directors, with the power to sub-delegate as permitted by law, in order of implement this authorization and in particular for the purpose of:

- confers full authority on the Board of Directors, with the power to sub-delegate within the legal limits, for the purpose of implementing this authorization and particularly for the purpose of:
- determining whether the performance shares are shares to be issued or existing ones and, where applicable, to modify its choice prior to the final distribution of the shares;
- determining the identity of the beneficiaries, or of the category or categories of beneficiaries, of the allocations of shares among the employees and corporate officers of the Company or the aforementioned companies or groups and the number of shares allocated to each of them;
- setting the conditions and, where applicable, the criteria for the allocation of the shares, particularly the minimum vesting period and the conservation period required of each beneficiary, under the conditions stipulated above, with the understanding that in the case of shares granted freely to corporate officers, the Board of Directors must either (a) decide that the shares granted freely cannot be transferred by the interested parties so long as they remain in office, or (b) set the number of freely granted shares that they are required to hold in registered form so long as they remain in office;
- providing for the authority to suspend the allocation rights temporarily;
- recording the dates of final allocation and the dates as of which the shares may be freely transferred, taking into consideration the legal restrictions;
- in the case of the issuance of new shares, deducting, where applicable, from the reserves, profits, or issue premiums, the amounts necessary to pay for those shares, recording the capital increases carried out pursuant to this authorization, making the corresponding amendments to the By-laws and in general accomplishing all the necessary acts and formalities

7. decides that the Company, where applicable, may adjust the number of freely allocated shares so as to protect the rights of the beneficiaries of such shares, taking into account in particular the consequences of certain transactions on the Company's share capital, in particular in the event of a modification of the nominal value of the shares, a capital increase through the incorporation of reserves, an allocation of free shares, an issuance of new

shares or securities giving the right to acquire shares of the company with preferential subscription rights in favor of existing shareholders, share splits or consolidation of shares, the distribution of retained earnings, issuance premiums or any other asset, the repayment of share capital, the modification of the rights to share in profits as a result of the issuance of preferred shares or any other transactions affecting shareholders' equity or share capital (including in the case of a tender offer or a change of control), provided that the shares allocated in application of these adjustments shall be deemed to have been allocated on the same day as the shares initially allocated;

8. acknowledges the fact that in the event of the free allocation of new shares, this authorization shall entail, as and when those shares are finally allocated, a capital increase by means of the incorporation of reserves, profits, or share premiums for the benefit of the beneficiaries of those shares and a corresponding waiver by the shareholders of their preferential subscription rights to those shares, in favor of the beneficiaries thereof;

9. acknowledges that, if the Board of Directors uses the authorization granted to it under this resolution, the Board of Directors shall report on the use made by it of such authorization to the next Ordinary Shareholders' Meeting, in accordance with Articles L.225-197-1 to L.225-197-3 of the French Commercial Code and subject to the conditions set out in Article L.225-197-4 of the Code;

10. decides that this authorization is given for a period of twenty sixth months beginning today;

11. acknowledges the fact that this authorization cancels, effective today, where applicable, any unused portion of any authorization granted previously to the Board of Directors for the purpose of conducting allocations of existing or future free shares to employees and corporate officers of the Company or related companies or groupings, or to some of them;

Twenty-eighth Resolution – Authorization to be given to the Board of Directors for the purpose of allocating existing or future free shares to employees, or to some of them, without preferential subscription rights, up to the limit of a nominal amount of € 30,000 for a 18 months-period

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to special shareholders' meetings, after considering the Report of the Board of Directors report and the statutory Auditors' special report:

1. authorizes the Board of Directors, within the framework of the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code, to make one or more allocations of existing or future free shares (with the exception of shares of preferred stock), for the beneficiaries or categories of beneficiaries that it shall choose from among the employees of the Company or the related companies or groups under the conditions stipulated in Article L. 225-197-2 of that Code, or the related companies or groups that fulfill the conditions stipulated in Article L. 225-197-1, II of that Code, under the conditions specified below;

2. decides that the total par value of the shares in existence or to be issued that are allocated pursuant to this authorization may not be higher than € 30,000 or the equivalent in any other currency or monetary unit established by reference to more than one currency (in addition to this limit there shall also be, as applicable, the par value of any additional the shares to be issued, in the case of new financial transactions, in order to protect the rights of the owners of the securities that are convertible or exchangeable into equity securities);

3. decides, furthermore, that the allocation of said shares to their beneficiaries shall become final either (i) at the end of a minimum vesting period that may not be shorter than that stipulated by the French Commercial Code as of the date of the decision of the Board of Directors, with the beneficiaries being required to hold said shares during a minimum period that may not be shorter than that stipulated by the French Commercial Code as of the date of the decision of the Board of Directors, or (ii) at the end of a minimum vesting period of four years, with the beneficiaries not, then, being required to comply with any holding period, it being understood that in both cases, the allocation of the shares to their beneficiaries shall become final before the expiration of the aforementioned vesting period in the case of disability of the beneficiary corresponding to the classification in the second or third category stipulated in Article L. 341-4 of the French Social Security Code, or an equivalent case abroad, and that the shares shall be freely transferable in the case of disability of the beneficiary corresponding to classification in the aforementioned categories in the French Social Security Code, or an equivalent case abroad;

4. grants all powers to the Board of Directors, with the power to sub-delegate them within the legal limits, in order of implement this authorization and in particular for the purpose of:

- determining whether the free shares allocated are shares to be issued or existing shares and, as applicable, change its choice before the final allocation of the shares;
- determining the identity of the beneficiaries, or the category or categories of beneficiaries, of the allocations of shares among the employees of the Company or of the aforementioned companies or groups, and the number of shares allocated to each of them;
- establishing the conditions and, as applicable, the criteria for the allocation of the shares, including the minimum vesting period and the holding period required for each beneficiary, under the conditions stipulated above;
- stipulating the option of suspending the rights to allocation temporarily;
- establishing the final allocation dates and the dates on which the shares may begin to be transferred freely,

- in consideration of the legal restrictions;
- in the case of the issuance of new shares, deducting, as applicable, from the reserves, profits, or share premiums, the amounts necessary to for those shares to be paid up, certifying the capital increases completed pursuant to this authorization, making the corresponding amendments to the Articles of Incorporation, and in general accomplishing all the necessary acts and formalities;
- 5.** decides that the Company may, where applicable, make the necessary adjustments in the number of free shares allocated in order to protect the rights of the beneficiaries, on the basis of any transactions that involve the Company's share capital, particularly in the event of a modification of the par value of the share, a capital increase through the incorporation of reserves, an allocation of free shares, issuance of new shares or securities that are convertible or exchangeable into equity securities of the Company with preferential subscription rights reserved for the shareholders, share splits or reverse share splits, a distribution of reserves, share premiums, or any other assets, the amortization of the share capital, the modification of the distribution of the profits by the creation of preferred shares or any other transactions affecting the shareholders' equity or the share capital (including by means way of a public offering and/or a change of control). It is specified that the shares allocated in applying said adjustments shall be deemed to have been allocated on the same day as the shares that were initially allocated;
- 6.** acknowledges the fact that in the event of the allocation of new free shares, this authorization shall entail, as and when those shares are finally allocated, a capital increase by means of the incorporation of reserves, profits, or share premiums for the benefit of the beneficiaries of those shares and a corresponding waiver by the shareholders of their preferential subscription rights to those shares, for the benefit of the beneficiaries thereof;
- 7.** acknowledges the fact that in the event that the Board of Directors makes use of this authorization, it shall inform the Ordinary Shareholders' Meeting each year of the transactions conducted out pursuant to the provisions of Articles L. 225-197-1 to L. 225-197-3 of the French Commercial Code, under the conditions stipulated by Article L. 225-197-4 of that Code;
- 8.** decides that this authorization is given for a period of eighteen months beginning today;
- 9.** acknowledges that this delegation of powers cancels effective today, where applicable, any unused portion of any delegation granted previously to the Board of Directors for the purpose of making allocations of existing or future free shares to employees and corporate officers of the Company or related companies or groups, or to some of them;

ORDINARY SHAREHOLDERS' MEETING

Twenty-ninth Resolution – Powers to complete legal formalities

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, grants all necessary powers to the bearer of an original, a copy, or an excerpt from the minutes of this Shareholders' Meeting in order to complete any and all filings and formalities relating to the resolutions adopted by the Shareholders' Meeting.

Presentation of candidates to the board of directors

Georges Chodron de Courcel

64 years old

French citizen

Chairman of GCC Associés (SAS)

Number of shares of Nexans	500 shares
Date of appointment as a Director	First appointment on June 15 , 2001 (4-year mandate)
Expertise/Experience	Georges Chodron de Courcel joined BNP in 1972. After holding several management positions, he became Deputy CEO in 1993, then Managing Director in 1996. From 1999 to 2003 he was a member of the Executive Committee and Head of the Finance and Investment Bank of BNP Paribas and he served as Chief Operating Officer of the Group from June 2003 until June 2014. Since November 2014 he has held the position of Chairman of GCC Associés (SAS), a strategy and financial advisory firm.
Directorships at year-end 2014	<ul style="list-style-type: none"> – Director of Bouygues SA and F.F.P. (Société Foncière Financière et de Participations), Erbé SA*, GBL (Groupe Bruxelles Lambert)*, Scor Holding (Switzerland) AG*, Scor Global Life Rückversicherung Schweiz AG*, Scor Switzerland AG*, and Scor Global Life Reinsurance Ireland* – Member of the Supervisory Board of Lagardère SCA
Characterization of Directors' Independence	<p>Georges Chodron de Courcel left his position as Chief Operating Officer of BNP Paribas on June 30, 2014 and retired on September 30, 2014. Therefore, based on his business duties, he no longer has significant business relations with the Group.</p> <p>Furthermore, the Board of Directors considers that belonging to a board for more than 12 consecutive years does not automatically mean losing one's status as an independent director. The criteria of length of service on the board is designed in particular to determine whether time spent by directors impedes their economic independence, business independence, and critical judgment with respect to Executive Management. This is a legitimate concern in this case that must be analyzed and assessed by the Board of Directors.</p> <p>The Board of Directors considers Georges Chodron de Courcel to be independent with respect to the Group from an economic standpoint given that he receives a pension and has income from other various business activities. Thus, the directors' fees that he receives from Nexans only represent a small portion of his total income.</p> <p>In addition, Georges Chodron de Courcel is independent from a business standpoint as he has many other business activities that are not related to the Group.</p> <p>Lastly, through Georges Chodron de Courcel's personality, he demonstrates that his judgment is completely independent. His length of service on the Board gives him a greater ability to understand the challenges, risks and issues faced by Executive Management, and makes him bolder when it comes to expressing his ideas and formulating opinions. Thus the Board of Directors does not consider that the length of Georges Chodron de Courcel's service on the Board affects in any way his independence given the great freedom of judgment and the ability for critical thinking that he demonstrates. Therefore, the Board considered that Georges Chodron de Courcel could be recharacterized as an independent director as of July 2014.</p>
Participation in Committees	<p>Chairman of the Accounts and Audit Committee</p> <p>Member of the Appointments, Compensations, and Corporate Governance Committee</p>

(*) Positions held in foreign companies or institutions.

Companies in **bold** in the above table are listed companies (French and non-French).

Cyrille Duval

66 years old

French citizen

General Secretary of the alloys division of the Eramet group

Number of shares of Nexans	713 shares
Date of appointment as a Director	First appointment on May 31 , 2001 (4-year mandate)
Expertise/Experience	Cyrille Duval has served as General Secretary of the alloys division of Eramet since 2007. Prior to that he held the position of Chief Financial Officer of Aubert et Duval (an Eramet subsidiary). He has been a director and member of the Finance Committee of Metal Securities (Eramet's centralized cash management company) since 2005 and a director of Comilog (the main mining subsidiary of Eramet's manganese division) since 2006.
Directorships at year-end 2014	<ul style="list-style-type: none"> - General Secretary of the alloys division of the Eramet group - Chief Operating Officer of EHA (Eramet group) - Chief Executive Officer of CEIR SAS - Chairman of Forges de Monplaisir (Eramet group) and Brown Europe (Eramet group) - Legal Manager of Sorame SCA - Permanent representative of Sorame on the Board of Directors of Eramet - Director of Comilog (Eramet group) and Metal Securities (Eramet group)
Characterization of Directors' independence	Board of Directors of January 21, 2015 had decided to confirm the characterization of Mr. Duval as independent director in accordance with the provisions of the AFEP- MEDEF Code.
Participation in committees	Member of the Accounts and Audit Committee

Companies in **bold** in the above table are listed companies (French and non-French).

Hubert Porte

50 years old

French citizen

Executive Chairman of Ecus Administradora General de Fondos S.A.

Number of shares of Nexans	571 shares
Date of appointment as a Director	First appointment on November 10, 2001 (4-year mandate)
Expertise/Experience	Hubert Porte is Executive Chairman of the management company Ecus Administradora General de Fondos SA, which was founded in 2004 and invests in Chile through private equity fund AXA Capital Chile and Ecus Agri-Food. He is Chairman of the Board of Directors of the Chilean companies Albia and AMA Time, and is a director of Loginsa and Vitamina. He is also general partner of Latin American Asset Management Advisors Ltd (LAAMA), which he founded in 2004 and which is the exclusive distributor for the Chilean and Peruvian pension funds of AXA Investment Managers' mutual funds. LAAMA currently manages US\$2 billion worth of investments for these funds.
Directorships at year-end 2014	<ul style="list-style-type: none"> - Executive Chairman of Ecus Administradora General de Fondos S.A.* (private equity firm) The following positions in Chilean companies whose financial investments are managed by Ecus Administradora General de Fondos S.A.: - Chairman of the Board of Directors of Albia* (industrial laundry) and AMA Time* (formerly Green Pure) – an agri-food company - Director of Vitamina* (chain of nurseries and kindergartens) and Loginsa* (logistics) - Director of Invexans* (Quiñenco group) and Plastic Omnium S.A. Chile* (Chilean subsidiary of the Plastic Omnium group) - Managing Partner of Latin America Asset Management Advisors*
Characterization of Directors' independence	Non independent Director proposed by main shareholder Invexans (Quiñenco group)
Participation in committees	-

(*) Positions held in foreign companies or institutions.

Presentation of the Board of Directors and the Committees (as of March 17, 2015)

The Board of Directors establishes the strategic orientations for the Group and oversees their implementation. At March 17, 2015 the Board of Directors comprised 14 members, including 7 independent directors. Directors hold office for a four-year term at most, which may be renewed.

Frédéric Vincent

Chairman of the Board of Directors

Robert Brunck *(Independent Director)*

Georges Chodron de Courcel *(Independent Director)*
President of GCC Associés (SAS)

Cyrille Duval *(Independent Director)*
General Secretary of Eramet Alliances

Jérôme Gallot *(Independent Director)*
Managing director of JGC

Véronique Guillot-Pelpel *(Independent Director)*
Judge (*Juge consulaire*) at the Paris Commercial Court

Philippe Joubert *(Independent Director)*
Senior Advisor and Special Envoy for Energy and Climate for the World Business Council for Sustainable Development (WBCSD)

Colette Lewiner *(Independent Director)*
Advisor to the Chairman of Cap Gemini

Fanny Letier *(Director proposed by Bpifrance Participations)*
Director of the France Investissements Régions fund at Bpifrance

Andrónico Luksic Craig *(Director proposed by Invexans, Quiñenco Group)*
Chairman of the Board of Directors of Quiñenco

Francisco Pérez Mackenna *(Director proposed by Invexans, Quiñenco Group)*
Chief Executive Officer of Quiñenco

Hubert Porte *(Director proposed by Invexans, Quiñenco Group)*
Executive Chairman of Ecus Administradora General de Fondos S.A. investment company

Mouna Sepehri *(Independent Director)*
Executive Vice President, Office of the CEO at Renault and member of the Executive Committee

Lena Wujek *(Director representing employees shareholders)*
Nexans Strategy & Institutional Relations Senior Manager and Member of the Supervisory Board of the "FCPE Actionariat Nexans"

The directors' terms of office expire as follows:

2015 Shareholders' Meeting	Robert Brunck, Georges Chodron de Courcel, Cyrille Duval, Hubert Porte, Mouna Sepehri
2016 Shareholders' Meeting	Frédéric Vincent, Colette Lewiner, Lena Wujek
2017 Shareholders' Meeting	Jérôme Gallot, Francisco Pérez Mackenna
2018 Shareholders' Meeting	Véronique Guillot-Pelpel, Philippe Joubert, Fanny Letier

ACCOUNTS AND AUDIT COMMITTEE

- Georges Chodron de Courcel* *(Chairman)*
- Cyrille Duval*
- Jérôme Gallot*

APPOINTMENTS, COMPENSATION AND CORPORATE GOVERNANCE COMMITTEE (SINCE MARCH 17, 2015)

- Véronique Guillot-Pelpel* *(Chairman)*
- Georges Chodron de Courcel*
- Jérôme Gallot*
- Fanny Letier
- Francisco Pérez Mackenna

STRATEGY COMMITTEE (SINCE MARCH 17, 2015)

- Frédéric Vincent *(Chairman)*
- Jérôme Gallot*
- Philippe Joubert*
- Fanny Letier
- Colette Lewiner*
- Francisco Pérez Mackenna

*Independent Directors

Overview of 2014 financial year

Net sales for 2014 totaled 4.587 billion euros (at constant metal prices), representing an organic increase of +0.7% compared with 2013.

2014 KEY FIGURES

(in millions of euros)	At constant non-ferrous metal prices	
	2013	2014
Sales	4,689	4,587
Operating margin	141 ¹	148
Operating margin rate (% of sales)	3.0% ¹	3.2%
Net income attributable to equity holders of the company (Group share)	(333)	(168)
Diluted EPS (euros)	(10.66)	(4.01)

SALES BREAKDOWN BY BUSINESS

(in millions of euros)	At constant non-ferrous metal prices	
	2013	2014
Transmission, Distribution & Operators	2,034	1,978
Industry	1,222	1,213
Distributors and Installers	1,155	1,120
Other	278	276
Group total	4,689	4,587

OPERATING MARGIN BY BUSINESS

(in millions of euros)	2013	2014
Transmission, Distribution & Operators	70	98
Industry	42	50
Distributors and Installers	37	26
Other	-8 ¹	- 26
Group total	141¹	148

¹ Excluding the non-recurring impact of pensions, which had a 30 million euro positive effect on consolidated operating margin in 2013.

2014 RESULTS BY BUSINESS¹

Transmission, Distribution & Operators

Sales generated by the Transmission, Distribution & Operators division totaled 1,978 million euros, representing an organic decrease of 0.3% compared with 2013.

Distribution & Operators

Sales to energy utility companies declined by almost 3% year on year. The contraction was particularly marked in the second half in the Asia-Pacific Area and South America.

The Asia-Pacific Area was impacted by performance in Australia, where demand for electricity continued to fall.

The operating environment deteriorated in South America due to a slowdown in infrastructure markets in Brazil and Chile and heightened competition in Peru.

In Europe, sales remained stable albeit at a weak level, as growth in the second half offset the sales decrease experienced in the first six months of the year.

In North America business volumes increased against a backdrop of strong price pressure.

Lastly, despite worsening geopolitical conditions in Lebanon, other countries in the Middle East, and Russia, sales in the MERA Area (Middle East, Russia and Africa) held firm thanks to a positive trend in Morocco.

Sales to telecom operators were down 5% on 2013. Momentum was good in all geographic areas (particularly South America and Scandinavia), apart from France where the business is being reorganized.

Land high-voltage cables

Sales generated by the land high-voltage business retreated by around 5% year on year, despite deliveries taking place in the fourth quarter for the land-based part of the Malta-Sicily contract. Against this backdrop, the Group continued its announced restructuring measures in Europe, slightly ahead of the initial schedule.

Nexans' expansion drive outside Europe continued during the year, with the approval of China-based plant Yanggu's production by an Australian customer, and the new Charleston plant in the United States, which received the necessary approvals from its key North American customers allowing it to tender for bids and take its first orders.

Submarine high-voltage cables

Sales of submarine high-voltage cables rose 9% year on year on an organic basis.

2014 saw a number of deliveries of umbilical cables under contracts signed with BP and Statoil. Momentum was also brisk in the interconnection business, with the manufacture of the Monita cable (linking Italy and Montenegro) and Skagerrak 4 (Denmark-Norway link), as well as cables for the power links between Mallorca and Ibiza and Malta and Sicily.

¹ At constant metal prices.

Operating margin for the submarine high-voltage business climbed sharply, in line with the Group's targets for 2014.

The order book represented around 1.5 billion euros at December 31, 2014, including the NordLink contract win on February 12, 2015 for approximately 0.5 billion euros.

Operating margin for the Transmission, Distribution & Operators division as a whole amounted to 98 million euros, or 5.0% of sales at constant metal prices, up 40% on 2013. This year-on-year increase was mainly due to the contribution of the submarine high-voltage business returning to its customary level.

Industry

Sales for the Industry division came to 1,213 million euros, up 2.9% on an organic basis versus 2013.

The increase was fueled by sales of automotive harnesses which rose by more than 13% year on year thanks to robust order levels both in Europe and North America. In addition, sales in China began in the second half.

The rest of the transport sector delivered a good showing for the year. Sales of cables to the aeronautics industry fared well in Europe, buoyed by the framework agreement renewed with Airbus in early 2014. The railway sector was also very dynamic, led by the relaunch of high-speed rail projects in China, strong demand for rolling stock, and network expansion in Europe.

The Oil & Gas sector held firm in 2014 thanks to vigorous activity in Korea, the Onshore Rigs business in the United States and contracts for oil platforms in Brazil. The announcement by oil companies of reductions in their capital expenditure following the slump in oil prices in the fourth quarter did not impact the sector's business in 2014 but could have a significant adverse effect on sales in 2015.

Sales in the mining sector declined, due to lower capital spending by mining companies as they felt the impact of the sharp decrease in iron, copper and coal prices.

The wind power sector was boosted by demand in the French market and reported significant overall growth which partly offset a sales contraction in the solar power sector in the United States.

The robotics sector reported growth during the year but sales of cables for other industrial applications were down, notably due to the repositioning of the Industry division's product portfolio in Europe. The reorganization of the Industry division in Europe continued throughout the course of 2014, with the closure of the three sites for which the process was started in 2013.

Operating margin for the Industry division as a whole totaled 50 million euros, or 4.1% of sales, up on the 3.4% recorded for 2013. This improvement was attributable to the initial positive effects of the reorganization process currently under way in Europe, as well as the measures begun in 2013 to refocus the division's portfolio on sectors with higher added value.

Distributors & Installers

The Distributors & Installers division posted sales of 1,120 million euros, down 0.5% year on year. This slight decrease reflects mixed performances across the division:

- Sales of LAN cables climbed steeply, propelled by synergies resulting from the partnership with the electrical wire manufacturer Leviton in North America and a robust showing in Asia.
- Sales of energy cables rose in the MERA Area (thanks to Morocco and Turkey), and remained stable in North America and the Asia-Pacific Area, where Australia felt the positive effect of brisk momentum in the residential construction sector. However, the operating environment worsened in South America as well as in Europe, albeit to a lesser degree.

Operating margin for the Distributors & Installers division amounted to 26 million euros, or 2.3% of sales, versus 3.2% in 2013. The decrease was mainly attributable to lower sales volumes and price pressure in South America and heightened competition in Europe.

Other Activities

The "Other Activities" segment – which essentially corresponds to external sales of copper wires – reported sales of 276 million euros for 2014, compared with 278 million euros in 2013

Operating margin came in at a negative 26 million euros, reflecting the combined impact of profit generated from sales of copper wires and certain centralized Group costs that are not allocated between the segments (such as holding company expenses).

TRENDS AND OUTLOOK

In the current context of a still highly-fragmented market, acute competition and customers moving towards larger and integrated structures, competitiveness will be a determining factor for the Group going forward.

All of our measures aimed at transforming the Group will continue to be rolled out and implemented in 2015, with the key priority of improving operating performance. This is intended to enable the Group to deal with the short-term context and create value over the long term. The strategic goals for all of the Group's divisions comprise the following objectives:

- **Regaining our competitiveness** through three key actions:
 - turn around struggling businesses by making more use of regions where production costs are lower
 - a drastic reduction in fixed and variable costs, including the launch of studies of projects having as their goals an overall savings in fixed costs of 100 million euros in the medium term
 - continue to optimize working capital
- **Strengthening the Group's leadership in the four key markets in which** we are currently nurturing our competitive strengths, by expanding and enhancing our product and service offerings so that we can go beyond just supplying cables, notably through our innovation and R&D capabilities:
 - energy transmission and distribution
 - the development of fossil and renewable energies and mining
 - transport
 - building
- **Pro-actively managing our portfolio** by favoring targeted investments to accelerate growth in very profitable and high-potential businesses and implementing a strategy of transforming or selling lower-performing businesses.

Underpinned by its corporate culture transformation, the implementation of these strategic goals represents potential average annual cost savings or improvements amounting to 125 million euros for the Group, and should more than offset the impact of price erosion and cost inflation.

(Press release of February 13, 2015)

Company's financial results for the last 5 financial years⁽¹⁾

	2014	2013	2012	2011	2010
I- Share capital at the end of the fiscal year*					
a) Share capital (in thousands of euros)	42,051	42,043	29,394	28,723	28,604
b) Number of shares issued	42,051,437	42,043,145	29,394,042	28,723,080	28,604,391
II- Results of operations (in thousands of euros)					
a) Sales before taxes	17,843	17,899	25,970	17,922	12,882
b) Income before tax, employee profit-sharing, depreciation, amortization and provisions	(64,817)	32 794	41,291	45,072	38,136
c) Income taxes	(901)	(295)	(777)	(824)	(672)
d) Employee profit-sharing due for the fiscal year	94	89	142	138	121
e) Income after tax, employee profit-sharing, depreciation, amortization and provisions	(66,588)	(50 787)	(35,486)	35,422	28,684
f) Dividends	-	-	14,697	31,637	31,581
III- Income per share (in euros)					
a) Income after tax and employee profit-sharing but before depreciation, amortization and provisions	(1.54)	0.78	1.43	1.57	1.33
b) Income after tax, employee profit-sharing, depreciation, amortization and provisions	(1.58)	(1.21)	(1.21)	1.23	1.00
c) Dividend per share	-	-	0.50	1.10	1.10
IV- Personnel					
a) Average headcount during the year	8	8	8	7	6
b) Total fiscal year payroll (in thousands of euros)	4,514	4,797	5,475	3,605	3,101
c) Total amount paid for employee benefits during the fiscal year (in thousands of euros)	1,504	1,599	1,825	1,206	1,023

(1) Corporate financial statements.

* Refer to paragraph 8.1 of the Management Report for the indication of the number of convertible bonds.



Information request form

Mixed Shareholders' Meeting

Tuesday May 5, 2015 at 3 p.m.

Palais des Congrès, Auditorium Havane, 2, place de la Porte Maillot – 75017 Paris

This request duly completed must be returned:

- **If you hold registered shares:** to Société Générale – Service Assemblée (CS 30812, 32 rue du Champ de Tir, 44308 Nantes Cedex 03).
- **If you hold bearer shares:** to the intermediary that manages your securities account.

I, the undersigned Mrs Miss Mr. Company

Name (or company name) :

First name :

Full address :

.....

Holder of registered shares and/or bearer shares

Wish to receive the documents and information for the next Mixed Shareholders' Meeting specified in article R.225-83 of the French Commercial Code.

Signed at:, Dated:2015

Signature

Nota: Pursuant to Article R. 225-88 paragraph 3 of the French Commercial Code, registered shareholders, upon simple request, may obtain from the Company documents and information specified in Articles R. 225-81 and R. 225-83 of the French Commercial Code for all subsequent Shareholders' Meetings. Registered shareholders who wish to benefit from this option should specify so in this document.



Nexans brings energy to life through an extensive range of cables and cabling solutions that deliver increased performance for our customers worldwide. Nexans' teams are committed to a partnership approach that supports customers in four main business areas: Power transmission and distribution (submarine and land), Energy resources (Oil & Gas, Mining and Renewables), Transportation (Road, Rail, Air, Sea) and Building (Commercial, Residential and Data Centers).

Nexans' strategy is founded on continuous innovation in products, solutions and services, employee development, customer training and the introduction of safe, low-environmental-impact industrial processes.

In 2013, Nexans became the first cable player to create a Foundation to introduce sustained initiatives for access to energy for disadvantaged communities worldwide.

We have an industrial presence in 40 countries and commercial activities worldwide, employing close to 26,000 people and generating sales in 2014 of 6.4 billion euros. Nexans is listed on NYSE Euronext Paris, compartment A.

www.nexans.com

Nexans
Limited Liability Company with a share capital of 42,551,299 euros
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