



Convening brochure of the Combined Shareholders' Meeting

ORDINARY AND EXTRAORDINARY

May 11th, 2023 | 2:30 p.m.

AT PALAIS DES CONGRÈS, AMPHITHEATRE HAVANE
2 Place de la Porte Maillot, 75017 PARIS, FRANCE

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SHAREHOLDERS INFORMATION

Investors relations

Tel : + 33 1 78 15 03 87 | E-mail : investor.relations@nexans.com
www.nexans.com

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

1 | Chairman's Message

Dear Madam, Dear Sir, Dear Shareholder,

As the term of office as Chairman of the Board of Directors, entrusted to me in 2019, comes to an end, and I am preparing to request its renewal, I would like to thank all those who, alongside me, have shared heavy responsibilities over the years, in an unprecedented context of profound crises.

I invite you to attend the Annual Shareholders' Meeting of Nexans, which will be held on first call on Thursday, May 11, 2023 at 2:30 p.m. in the Amphitheatre Havane at Palais des Congrès in Paris. The Board of Directors, together with Christopher Guérin, Chief Executive Officer, and the Executive Committee which he chairs, are delighted to welcome you in person.

For those who cannot attend the meeting, the session will be webcast on the company's website to allow you to follow the management presentations live; the facility to ask any questions you may have will also be available.

At this Shareholders' Meeting, we will comment in particular on the performance and highlights of 2022, as well as the Group's climate strategy and the actions undertaken in this field.

On the agenda is the composition of the Board of Directors with the proposal to renew the mandate of Bpifrance Participations, the reference shareholder. Karine Lenglard, Senior Investment Director, will be the permanent representative of Bpifrance Participations on the Board, if this resolution is approved. Her solid experience in Mergers & Acquisitions within companies of various sectors in the international context will be highly valuable to Nexans. We also submit for your approval the renewal of the mandate, proposed by the shareholder Invexans Limited (Quiñenco Group), of Oscar Hasbún Martínez, Managing Director of Compañía Sud Americana and Chairman of the Strategic and Sustainable Development Committee. The Group has benefited for many years of his managerial and financial experience in international companies. His sharp and agile analytical acumen is a precious asset for the Group. You will also be asked to vote on the renewal of the term of office of Hubert Porte, Managing Director of Ecus Capital, who brings to Nexans his multiple skills in the fields of services, finance, organizational transformation and Mergers & Acquisitions, in addition to his in-depth knowledge of the Group's businesses. Finally, the renewal of my mandate as an independent director is also submitted to your vote. I will be delighted to continue to put my expertise in strategy and international organizations at the service of the company.

In addition, you will be asked to vote on a compensation program, entirely designed in line with the Group's strategic objectives up to 2024; it reflects Nexans' financial, social and societal challenges as well as the interests of shareholders.

2022 was a record year with unprecedented results, proof of the relevance of Nexans vision and ambition. Thus, in addition to the stock market performance and in line with the dividend policy introduced in 2021 aiming at involving you more in the results, we are proposing the distribution of a dividend of 2.10 euros per share.

I sincerely hope that you will be able to take part in this forthcoming Shareholders' Meeting and vote on the resolutions submitted to you, thus taking an active part in the decisions concerning your Group. I invite you to cast your vote in the manner described in the following pages of this document.

I want to thank you for your trust and loyalty.



Jean Mouton
Chairman of the Board of Directors

2 | Agenda of the Shareholders' Meeting

Ordinary Shareholders' Meeting

1. Approval of the Company's financial statements and transactions for the fiscal year ended on December 31st, 2022 - Management Report
2. Approval of the consolidated financial statements for the fiscal year ended on December 31st, 2022
3. Allocation of income for the fiscal year ended on December 31st, 2022 and setting of the dividend
4. Renewal of the term of office of Jean Mouton as Director
5. Renewal of the term of office of Bpifrance Participations as Director
6. Renewal of the term of office of Oscar Habun Martinez as Director
7. Renewal of the term of office of Hubert Porte as Director
8. Approval of the information relating to the compensation items paid during the fiscal year ended on December 31st, 2022 or granted for the same fiscal year to Nexans corporate officers
9. Approval of the items of compensation paid during the fiscal year ended on December 31st, 2022, or granted for the same fiscal year to Jean Mouton, Chairman of the Board of Directors
10. Approval of the items of compensation paid during the fiscal year ended on December 31st, 2022 or granted for the same fiscal year to Christopher Guérin, Chief Executive Officer
11. Determination of the maximum amount of annual compensation to be paid to the members of the Board of Directors
12. Approval of the compensation policy of the members of the Board of Directors for the fiscal year 2023
13. Approval of the compensation policy of the Chairman of the Board of Directors for the fiscal year 2023
14. Approval of the compensation policy of the Chief Executive Officer for the fiscal year 2023
15. Approval of a regulated commitment by the shareholder Invexans Limited renewing its commitment to remain a long-term partner

and reference shareholder of Nexans

16. Approval of a regulated agreement between the Company and Invexans SA relating to a tax refund allocation agreement by the Brazilian tax authorities
17. Authorization to be granted to the Board of Directors to carry out transactions involving Company shares

Extraordinary Shareholders' Meeting

18. Authorization to be granted to the Board of Directors for the purpose of reducing the Company's share capital by cancellation of its own shares
19. Delegation of authority to be granted to the Board of Directors for a 26 month-period, for the purpose of deciding upon the capital increase of the Company by the issuance of ordinary shares and/or securities giving access to Company's equity securities or giving the right to the allocation of debt securities, with preferential subscription rights for shareholders up to a maximum nominal amount of EUR 14 million
20. Delegation of authority to be granted to the Board of Directors for a 26 month-period, for the purpose of deciding to increase the share capital via the capitalization of premiums, reserves, profits or other amounts, the capitalization of which would be limited to a par value of EUR 14 million
21. Delegation of authority to be granted to the Board of Directors for a 26 month-period, for the purpose of deciding or authorizing the issuance - without shareholders' preferential subscription rights - of ordinary Company shares and/or securities granting rights to equity securities of the Company, or granting rights to debt securities, via a public offering (with an exclusion of offers referred to in 1° of Article L411-2 of the French Monetary and Financial Code), and within the limit a par value of EUR 4 375 330, a sub ceiling shared by the 22nd, 23rd and 24th resolutions
22. Delegation of authority to be granted to the Board of Directors for a 26 month-period, for the purpose of deciding on the issuance - without shareholders' preferential subscription rights - of ordinary Company shares and/or securities granting rights to

equity securities of the Company, or granting rights to debt securities, via public offering pursuant to 1° of Article L. 411-2, of the French Commercial and Monetary Code, and within the limit of a par value of EUR 4 375 330, a sub-ceiling shared by the 21st, 23rd and 24th resolutions

23. Delegation of authority to be granted to the Board of Directors for a 26 month-period, for the purpose of deciding to increase the number of securities to be issued in the event of a share capital increase with or without shareholders' preferential subscription rights, within a limit not to exceed 15% of the initial amount of the issuance, and up to the limit of the aggregate ceiling set pursuant to the 19th resolution and of the shared sub ceiling set pursuant to the terms of the 21st, 22nd and 24th resolutions
24. Delegation of power granted to the Board of Directors for a 26 month-period, for the purpose of issuing ordinary Company shares or securities granting rights to Company equity securities to be issued in consideration of contributions in kind of shares or equity securities granting rights to the share capital, without shareholders' preferential subscription rights, within the limit of a par value of EUR 4 375 330 which corresponds to the shared sub ceiling set with respect to the 21st, 22nd and 23rd resolutions
25. Delegation of authority to be granted to the Board of Directors for an 18 month-period, for the purpose of deciding to increase the share capital via the issuance of shares and securities granting access to the share capital, and reserved for members of savings plans, without shareholders' preferential subscription rights, for the benefit of said members, and within the limit of a par value of EUR 400,000
26. Delegation of authority to be granted to the Board of Directors for an 18 month-period,

for the purpose of carrying out a share capital increase reserved for a category of beneficiaries, allowing for an employee shareholding plan to be offered to employees of certain foreign Group subsidiaries, under conditions comparable to those provided for in the 25th Resolution of this General Shareholders' Meeting, without shareholders' preferential subscription rights, for the benefit of said category of beneficiaries, and within the limit of a par value of EUR 100,000

27. Authorization to be granted to the Board of Directors for the purpose of granting in 2024 existing or newly issued free shares to employees and corporate officers of the Group or to some of them without shareholders' preferential subscription rights within the limit of a nominal value of EUR 300,000, subject to the satisfaction of the performance conditions set by the Board of Directors and for a 12 month-period beginning on January 1, 2024
28. Authorization to be granted to the Board of Directors for the purpose of granting in 2024 existing or newly issued free shares to employees or to some of them, without shareholders' preferential subscription rights, within the limit of a nominal value of EUR 50,000, not subject to performance conditions, for a 12 month-period beginning on January 1st, 2024

Ordinary Shareholders' Meeting

29. Powers to complete legal formalities

Additional item on the agenda (without resolution submitted to the vote of the shareholders)

Presentation of Nexans climate strategy and actions undertaken

3 | 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 take part in 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 **Tuesday May 9th, 2023 at 00:00 a.m.** Paris time (hereafter referred to as "**D-2**"):

- **Shareholders holding their shares in registered form** must thus be registered in a registered shareholders' account maintained for the company by its representative, Société Générale, at D-2;
- **Shareholders holding their shares in bearer form** who want to participate to the Shareholders' Meeting, have to inform as soon as possible their financial intermediary who maintains the bearer shareholders' account. The financial intermediary will send to Société Générale a share certificate (*attestation 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 **Tuesday May 9th, 2023**, 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 May 11th, 2023 will start at 2:30 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 tablet 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 strongly hopes that as a shareholder of the Company, you will be able to attend the Annual Shareholders' Meeting in person, in which case, you will need to obtain an admission card. If you are unable to attend the Meeting, you may nevertheless vote on the resolutions either by appointing a proxy or remotely. Nexans offers you the possibility to request an admission card, cast your vote or appoint or withdraw a proxy prior to the Meeting via a secure online voting platform called Votaccess, in accordance with the conditions set out below. The secure Votaccess platform will be live from 9:00 am Paris time on Friday, April 21st, 2023, to 3:00 pm Paris time on Wednesday, May 10th, 2023.

Shareholders are advised not to wait until the last days before the Meeting to request an admission card or to enter their instructions. A shareholder may not vote for part of his or her shares and, at the same time, appoint a proxy to vote for the remainder of his or her shares.

If a shareholder has already cast a postal vote, sent a proxy or requested an admission card or a certificate of participation under the conditions set out in this convening brochure, he or she may no longer choose another method of participation in the Meeting.

A shareholder who has already cast a postal vote or sent a proxy may transfer all or part of his or her shares at any time. However, if the transfer of ownership takes place before midnight (Paris time) on the second business day preceding the Meeting, the Company will invalidate or modify the absentee ballot or the proxy accordingly. To this end, the authorized intermediary holding the account shall notify the Company or its agent of the transfer and provide it with the necessary information.

No transfer of ownership made after midnight (Paris time) on the second business day preceding the meeting, regardless of the means used, shall be notified by the authorized intermediary or taken into consideration by the Company, notwithstanding any agreement to the contrary.

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

1. Attending the Meeting in person

Shareholders may attend the Meeting in person by requesting an **admission card** in one of the following ways:

To request an admission card **online**:

- if you are a registered shareholder, you should log in to the secure Votaccess platform, which can be accessed at www.sharinbox.societegenerale.com using :
 - your usual Sharinbox access codes (these codes are indicated on the single voting form attached to the notice of meeting, or in the e-mail if you have chosen this method of notification)
 - your login email (if you have already activated your Sharinbox by SG Market account), then your existing password.

Then, you'll have to follow the instructions on the screen. For any request, Société Générale Securities Services is available from 9:30 a.m. to 6:00 p.m. at the following telephone number: + 33 (0)2 51 85 67 89

- if you are a bearer shareholder, you should log in to your bank or broker's web portal using your standard login details and click on the icon that appears on the line corresponding to your Nexans shares. This will take you to the Votaccess website where you should then follow the instructions on the screen. Note that this option is only available to you if your bank or broker is registered with Votaccess.

To request an admission card **by post**, you can use the postal or proxy voting form.

- If you are a registered shareholder, this instruction form is attached ;
- If you are a bearer shareholder, you can request this form by letter addressed to Société Générale, Service Assemblées Générales, CS 30812, 32 rue du Champ de Tir, 44308 Nantes Cedex 03, France, or to your financial intermediary, no later than 6 days before the date of this Meeting, i.e. no later than May 5th, 2023.
- Tick the 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, in the enclosed pre-paid envelope;
 - If you are a bearer shareholder, to the financial intermediary where your share account is maintained.

Voting will take place using an electronic voting tablet.

2. Voting or giving proxy online

If you wish to vote or give proxy, you can do it online via Votaccess prior to the General Meeting as follows:

If you are a registered shareholder, you can vote or appoint a proxy via Votaccess by logging in to www.sharinbox.societegenerale.com using :

- your usual Sharinbox access codes (these codes are indicated on the single voting form attached to the notice of meeting, or in the e-mail if you have chosen this method of notification)
- your login email (if you have already activated your Sharinbox by SG Market account), then your existing password.

Then, you'll have to follow the instructions on the screen. For any request, Société Générale Securities Services is available from 9:30 a.m. to 6:00 p.m. at the following telephone number: + 33 (0)2 51 85 67 89

If you are a bearer shareholder, you should log in to your bank or broker's web portal using your standard login details and click on the icon that appears on the line corresponding to your Nexans shares. This will take you to the Votaccess website where you should then follow the instructions on the screen. Note that this option is only available to you if your bank or broker is registered with Votaccess.

The Votaccess website, secure and dedicated to the vote prior to the General Meeting, will be open **from Friday, April 21st, 2023 at 9:00 am, until Wednesday, May 10th, 2023 at 3:00 pm**, Paris time.

3. Voting or giving proxy by post

If you wish to vote or give proxy, you may use the postal voting or proxy form.

- If you are a registered shareholder, this instruction form is attached;
- If you are a bearer shareholder, you can request this form by letter addressed to Société Générale, Service Assemblées Générales, CS 30812, 32 rue du Champ de Tir, 44308 Nantes Cedex 03, France, or to your financial intermediary, no later than 6 days before the date of this Meeting i.e. no later than May 5th, 2023.

To appoint the Chairman as your representative:

- Tick the box “*I hereby give my proxy to the Chairman of the General Meeting*”.

To appoint another person as your representative:

- Tick the box “I hereby appoint :”
- Indicate full name, surname(s) and address.

To vote remotely :

- Tick the box “*I vote by post*”,
- 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.

In all cases, the duly completed, dated and signed form must be returned as soon as possible to:

- If you are a registered shareholder: Société Générale – using the T envelope.
- If you are a bearer shareholder: to the financial intermediary where your share account is maintained who will send it to Société Générale's Service Assemblées Générales together with a certificate of participation justifying your status as shareholder.

To be taken into account, the duly completed and signed form will have to be received by Société Générale, Service Assemblées Générales, on **Wednesday May 10th, 2023 at 3 p.m.** (Paris time), at the latest.

If your bank or broker is not registered with Votaccess, you may nevertheless give or withdraw a proxy electronically in accordance with the provisions of Article R.22-10-24 of the French Commercial Code by sending an e-mail with an electronic signature that you have obtained from a certification service provider accredited in accordance with the legal and regulatory conditions in force to mandataireAG@nexans.com, indicating: **Nexans General Meeting of May 11th, 2023**, your name, address and full bank details and the name and address of the person to whom they are giving proxy or from whom the proxy is being withdrawn. Your instructions must be confirmed in writing by the bank or broker that manages your share account, in a letter or fax sent to Société Générale, Service Assemblées Générales, CS 30812, 32 rue du Champ de Tir, 44308 Nantes Cedex 3, France.

Only duly completed and signed notifications received by **Wednesday, May 10th, 2023 at 3.00 p.m** will be taken into account. The address mandataireAG@nexans.com is for giving or withdrawing proxies only and must not be used for any other purpose.

For any proxy without indication of a proxy holder, the Chairman of the Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors, and against the adoption of all other draft resolutions. To cast any other vote, the shareholder must choose a proxy who agrees to vote in the manner indicated by the principal.

4 | 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 of the three boxes below (1, 2, 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
Quelle 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**

A 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**

B 
ELECTRIFY THE FUTURE
4 allée de l'Arche
92400 Courbevoie - France
S.A. au capital de 43 753 380 €
393 525 852 RCS NANTERRE

ASSEMBLÉE GÉNÉRALE MIXTE
convoquée le jeudi 11 mai 2023 à 14h30 (heure de Paris)
Palais des Congrès (Amphithéâtre Havane), 2 place de la Porte Maillot
75017 Paris - France
COMBINED SHAREHOLDERS' MEETING
convened on Thursday, May 11th, 2023 at 2:30 pm (Paris time)
Palais des Congrès (Amphithéâtre Havane), 2 place de la Porte Maillot
75017 Paris - France

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account Nominatif Registered Vote simple Single vote
 Nombre d'actions Number of shares Porteur Bearer Vote double Double vote
 Nombre de voix - Number of voting rights

1 **JE VOTE PAR CORRESPONDANCE // I VOTE BY POST**
Cf. au verso (2) - See reverse (2)

2 **JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**
Cf. au verso (3)

3 **JE DONNE POUVOIR À :** Cf. au verso (4)
I HEREBY APPOINT: See reverse (4)

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 l'une des cases "Non" ou "Abstention". // I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this , for which I vote No or I abstain.

Sur les projets de résolutions non agréés, je vote en noircissant la case correspondant à mon choix. On the draft resolutions not approved, I cast my vote by shading the box of my choice.

1	2	3	4	5	6	7	8	9	10	A	B
Non / No	<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"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<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"/>	Non / No	<input type="checkbox"/>
11	12	13	14	15	16	17	18	19	20	C	D
Non / No	<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"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<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"/>	Non / No	<input type="checkbox"/>
21	22	23	24	25	26	27	28	29	30	E	F
Non / No	<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"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<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"/>	Non / No	<input type="checkbox"/>
31	32	33	34	35	36	37	38	39	40	G	H
Non / No	<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"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<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"/>	Non / No	<input type="checkbox"/>
41	42	43	44	45	46	47	48	49	50	J	K
Non / No	<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"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<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"/>	Non / No	<input type="checkbox"/>
										L	M
										Oui / Yes	<input type="checkbox"/>
										Non / No	<input type="checkbox"/>
										Abs.	<input type="checkbox"/>

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name
Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)
Surname, first name, address of the shareholder (Changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

Whatever your choice, date and sign here

Date & Signature

Write your name, surname(s) and address or check them

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en noircissant la case correspondante :
In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box:
- Je donne pouvoir au Président de l'assemblée générale. // I appoint the Chairman of the general meeting
- Je m'abstiens. // I abstain from voting
- Je donne procuration [cf. au verso renvoi (4)] à M. Mme ou Mlle, Raison Sociale pour voter en mon nom
I appoint [see reverse (4)] Mr, Mrs or Miss, Corporate Name to vote on my behalf

Pour être pris en considération, tout formulaire doit parvenir au plus tard :
To be considered, this completed form must be returned no later than:

à la banque / to the bank 10 Mai 2023 15h / May 10th, 2023 at 3 pm

Je donne pouvoir au Président de l'assemblée générale
I appoint as proxy to the Chairman of the General Meeting

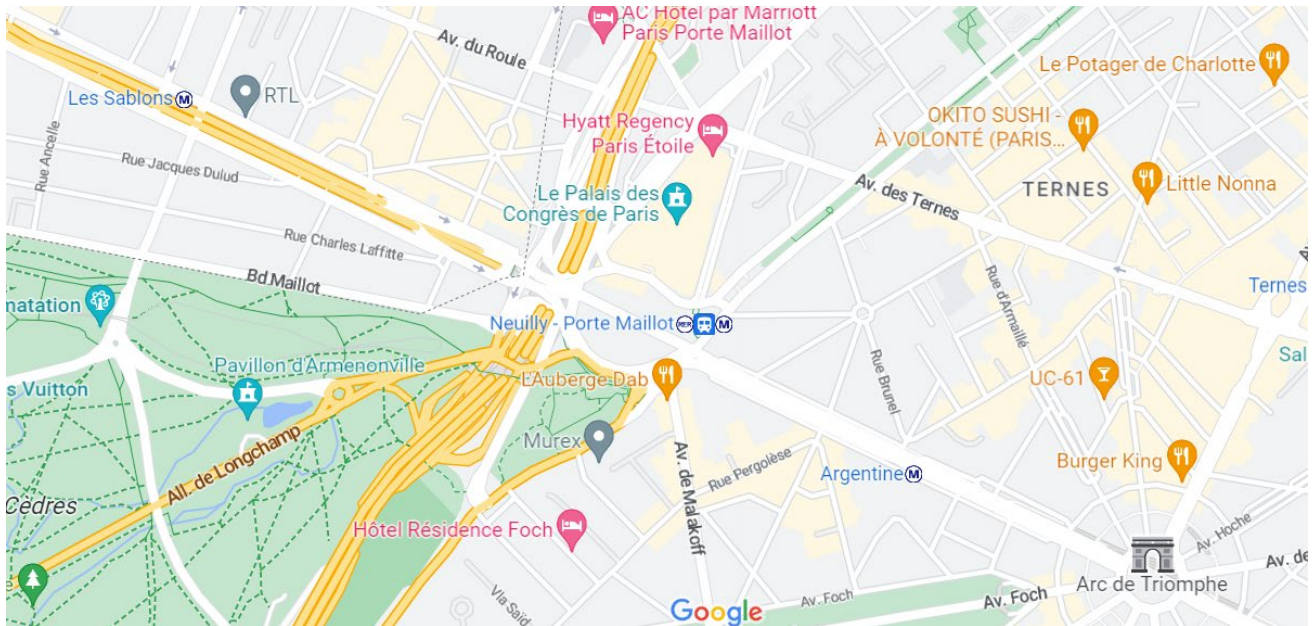
If you wish to vote by mail:
tick box **1** and follow the instructions.

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

If you wish to appoint another person as your proxy: tick box **3**.

5 | How to get to the Shareholders Meeting?

PALAIS DES CONGRES
AMPHITHEATRE HAVANE (Level 3 – Access via the escalator Neuilly side)
2, place de la Porte Maillot, 75017 Paris



PUBLIC TRANSPORT ACCESS : (WWW.RATP.FR)



METRO
Line 1, Station Porte Maillot — sortie 3

RER
Line C, Station Neuilly - Porte Maillot



BUS
Lines 43, 73, 82, 244, PC

6 | Report of the Board of Directors on the draft resolutions

ORDINARY SHAREHOLDERS' MEETING

APPROVAL OF THE ANNUAL AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED DECEMBER 31ST, 2022 - ALLOCATION OF INCOME DETERMINATION OF THE DIVIDEND (RESOLUTIONS 1 TO 3)

The purpose of the first two resolutions is to submit for your approval the annual financial statements (**1st Resolution**) and the consolidated financial statements (**2nd Resolution**) for the fiscal year ended December 31st, 2022, which reveal profits of EUR 73,068,003 and a net profit, Group share, of EUR 245,491 thousand, respectively.

The purpose of the **3rd Resolution** is to determine the distribution of income of Nexans for 2022. It is proposed to distribute a dividend per share of EUR 2.10. If this proposition is approved, the dividend will be paid on May 17th, 2023. It will be detached on May 15th, 2023 (ex-date).

RENEWAL OF DIRECTORS (RESOLUTIONS 4 TO 7)

The purpose of the **4th resolution** is to renew the term of office of Jean Mouton, for a four-year period, set to expire at the end of the Shareholders' Meeting convened to approve the financial statements for the fiscal year ending on December 31st, 2026.

Jean Mouton served as Senior Partner and Managing Director of the Boston Consulting Group until April 30, 2019, and then as Senior Advisor until April 30, 2020; he brings to the Board his experience in strategy, organization and transformation of multinational companies. He has been a Director of Nexans and Chairman of the Board of Directors since May 15, 2019.

On January 18th, 2023, the Board of Directors confirmed his qualification as an independent Director with respect to the independence criteria of the Afep-Medef Code, given the absence of business relationships between Nexans and the companies and foundations in which he held office in 2022. His attendance has been 100% at all Board meetings since his appointment in 2019; he also attends all the meetings of the four Board committees. His commitment and investment in the work and proper running of the Board have been regularly highlighted by the annual Board assessments.

The purpose of the **5th resolution** is to renew the term of office of Bpifrance Participations, for a four-year period, set to expire at the end of the Shareholders' Meeting convened to approve the financial statements for the fiscal year ending on December 31st, 2026. Bpifrance Participations holds 7.7% of Nexans capital and voting rights and has been represented by Karine Lenglard since January 18th, 2023. Bpifrance Participations has been a director of Nexans since May 15th, 2019 and was previously represented by Anne-Sophie Hérelle, Director and member of the Management Committee of Bpifrance Capital Development. On December 21st, 2022, Karine Lenglard was appointed by Bpifrance Participations as its permanent representative subject to approval by the Board of Directors of Nexans. Upon the recommendation of the Appointments and Corporate Governance Committee, the Board of Directors approved this nomination on January 18th, 2023. Karine Lenglard has been Senior Investment Director, Large Cap of Bpifrance Capital Development since October 2022. She brings to the Board her experience in mergers and acquisitions, investment and executive management acquired in several global industrial companies.

Bpifrance Participations is a member of the Appointments and Corporate Governance Committee, the Compensation Committee and the Strategy and Sustainable Development Committee. Since her appointment as permanent representative of Bpifrance Participations, Karine Lenglard has attended all meetings of the Board and the committees of which she is a member with an attendance rate of 100%.

The purpose of the **6th resolution** is to renew the term of office of Oscar Hasbún Martínez, for a four-year period, set to expire at the end of the Shareholders' Meeting convened to approve the financial statements for the fiscal year ending on December 31st, 2026. His appointment is proposed by the shareholder Invexans Limited, which holds 28.8% of Nexans share capital and voting rights.

Oscar Hasbún Martínez is Managing Director of CSAV (Compañía Sud Americana de Vapores S.A.), member of the Supervisory Board of Hapag-Lloyd AG and of its Audit and Finance Committee. He brings to the Board his experience as an executive of a global industrial company as well as his expertise in corporate strategy and transformation.

He has been a director of Nexans since May 15th, 2019. He is the Chairman of the Strategy and Sustainable Development Committee and attended all the Committee and Board meetings in 2022.

The purpose of the **7th resolution** is to renew the term of office of Hubert Porte, for a four-year period, set to expire at the end of the Shareholders' Meeting convened to approve the financial statements for the fiscal year ending on December 31st, 2026. Hubert Porte is Founding Partner and CEO of the management company Ecus Capital. He has been a director of Nexans since November 10th, 2011. As of November 11th, 2023, Hubert Porte will have been a director of the Company for more than twelve years. In accordance with recommendation 10.5.6 of the AFEP-MEDEF Code, the Board of Directors has noted that Hubert Porte's status as an independent director will cease on the twelve-year anniversary date, i.e. November 11th, 2023. The Board of Directors therefore proposes the renewal of his term of office as a non-independent director. Hubert Porte attended all meetings of the Board of Directors and the Audit, Accounts and Risks Committee in 2022. He has been a member of the Strategy and Sustainable Development Committee since February 14th, 2023.

A presentation of these four candidates can be found in the Appendix of this Report.

If the Shareholders' Meeting resolves in favor of these renewals, the Board would thus be composed of 14 Directors. Among these Directors, seven were qualified as independent by the Board of directors meetings held on January 18th, 2023: (1) Jean Mouton, (2) Jane Basson, (3) Laura Bernardelli, (4) Marc Grynberg, (5) Sylvie Jéhanno, and (6) Anne Lebel, representing an independence rate of over 54,5%¹, which exceeds the 50% rate suggested under the terms of the Afep-Medef Code for companies with widely dispersed shareholding (*sociétés à capital dispersé*). In addition, the proportion of women serving on the Board of Directors would be 45.5%.

These renewals and this appointment would preserve staggered terms of office of the directors appointed by the Shareholders' Meeting, which would be as follows:

2024 AGM	Jane Basson, Sylvie Jéhanno
2025 AGM	Marc Grynberg, Francisco Pérez Mackenna ⁽¹⁾ , Andronico Luksic Craig ⁽¹⁾ , Selma Alami ⁽²⁾
2026 AGM	Laura Bernardelli, Anne Lebel
2027 AGM	Bpifrance Participations represented by Karine Lenglard, Oscar Hasbún Martínez ⁽¹⁾ , Jean Mouton, Hubert Porte

¹ Director proposed by main shareholder Invevans Limited

² Director representing employee shareholders

The term of office of Bjørn Erik Nyborg, the Director representing employees appointed by the European Group Works Council, expires at the end of the 2024 AGM.

The term of office of Angéline Afanoukoé, the Director representing employees appointed by the France Group Works Council, expires at the end of the 2025 AGM.

APPROVAL OF THE INFORMATION RELATING TO THE ELEMENTS OF COMPENSATION PAID DURING FISCAL YEAR 2022 OR ALLOCATED IN RESPECT OF FISCAL YEAR 2022 TO CORPORATE OFFICERS (RESOLUTION 8)

In accordance with the provisions of Article L.22-10-34 I of the French Commercial Code, the purpose of the **8th resolution** is to submit to the vote of the Shareholders' Meeting the elements of compensation paid during the or allocated for the fiscal year 2022 to the corporate officers, in accordance with the information mentioned in Article L.22-10-9 I of the French Commercial Code.

1. Independence rate calculated without taking into account the employee Director and the Director representing employee shareholders, in accordance with recommendation 10.3 of the revised AFEP-MEDEF Code of December 2022

These elements comply with the recommendations of the AFEP-MEDEF Code, and are detailed in the 2022 Universal Registration Document of the Company, sections 4.6.2 to 4.6.4. The compensation items concerning the Chairman of the Board of Directors and the Chief Executive Officer are detailed below as part of the description of resolutions 9 and 10.

The compensation of the 14 members of the Board of Directors, for a total amount of EUR 651,630, is shown in the following table:

Director	Amount of compensation allocated for 2022 and paid in 2022
Jean Mouton	€ 0
Angéline Afanoukoé	€ 0
Selma Alami	€ 0
Jane Basson	€ 69,000
Laura Bernadelli ¹	€ 49,500
Bpifrance Participations, represented by A.S. Hérelle	€ 76,000
Marc Grynberg	€ 58,500
Oscar Hasbún Martínez	€ 73,500
Sylvie Jéhanno	€ 65,500
Anne Lebel	€ 67,500
Andrónico Luksic Craig	€ 27,000
Bjørn Erik Nyborg	€ 0
Francisco Pérez Mackenna	€ 86,500
Hubert Porte	€ 51,500
Kathleen Wantz-O'Rourke ²	€ 27,130

¹ Including 3 meetings as Censor and 4 meetings as Director

² Director who resigned as from May 10th, 2022, i.e. 100% of the meetings during her term of office as director

Approval of the compensation elements paid during fiscal year 2022 or allocated in respect of fiscal year 2022 to Jean Mouton as Chairman of the Board of Directors (Resolution 9)

In accordance with the provisions of Article L. 22-10-34 II of the French Commercial Code, the **9th resolution** is intended to submit to the vote of the Shareholders' Meeting the elements of compensation paid during fiscal year 2022 or allocated in respect of fiscal year 2022 to Jean Mouton, Chairman of the Board of Directors. The shareholders are therefore being asked to vote on the elements of compensation paid to Jean Mouton, which consists exclusively of a fixed compensation.

These elements comply with the recommendations of the AFEP-MEDEF Code, detailed in the 2022 Universal Registration Document, in section 4.6.3 (*2022 Compensation of Jean Mouton, Chairman of the Board of Directors*), and are reiterated in the following summary table:

Compensation items paid during fiscal year 2022 or allocated in respect of fiscal year 2022	Amounts or book value of the compensation items paid during fiscal year 2022 or allocated in respect of fiscal year 2022	Comments and explanations
Fixed compensation	EUR 320,000	Gross amount, pre-tax and social security charges.

In accordance with the compensation policy for the Chairman of the Board of Directors approved by the Shareholders' Meeting of May 11th, 2022 under the 12th resolution, Jean Mouton did not receive any compensation in respect of his term of office as Director, nor any variable compensation, nor any deferred, long-term or exceptional compensation in respect of 2022. He did not receive any other benefits.

Approval of the compensation items paid during fiscal year 2022 or allocated in respect of fiscal year 2022 to Christopher Guérin as Chief Executive Officer (Resolution 10)

In accordance with the provisions of Article L.22-10-34 II of the French Commercial Code, the purpose of the **10th resolution** is to submit to the vote of the Shareholders' Meeting the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during financial year 2022 or allocated in respect of financial year 2022 to Christopher Guérin, Chief Executive Officer.

Shareholders are therefore being asked to vote on the following compensation items paid in fiscal year 2022 or allocated in respect of 2022: fixed compensation for 2022, annual variable compensation for 2021 paid in 2022, annual variable compensation for 2022 allocated in respect of 2022, performance shares allocated in 2022, and benefits in kind.

These elements comply with the recommendations of the AFEP-MEDEF Code, detailed in the 2022 Universal Registration Document, section 4.6.4 (*2022 Compensation of Christopher Guérin, Chief Executive Officer*), and reiterated in the following summary table:

Items of compensation paid in fiscal year 2022 or granted in respect of fiscal year 2022	Amounts or book value	Comments and explanations
2022 fixed compensation	EUR 750,000	Gross amount, pre-tax and social security charges. On the recommendation of the Compensation Committee, the Board decided to maintain the fixed compensation of the Chief Executive Officer for 2022 at 750,000 euros. This fixed remuneration was reviewed in 2021 after a period of 3 years.
2021 annual variable compensation paid in 2022	EUR 1,048,050	<p>Christopher Guérin's annual variable compensation target for 2021 represented 100% of his annual fixed compensation and was determined as follows: 60% based on the achievement of collective objectives and 40% based on the achievement of specific, pre-established individual objectives. The variable portion could vary between 0 and 150% of the fixed portion of compensation.</p> <p>As regards the collective portion of the variable, in strict application of the level of achievement of the objectives defined for 2021 (ROCE for 25%, EBITDA for 50% and OFCF for 25%):</p> <ol style="list-style-type: none"> 1) The rate of achievement observed for ROCE is 100% of the maximum, which reflects a significant success of this indicator compared to the budget, 2) The success rate for EBITDA is 93.8% of the maximum, this indicator having been exceeded compared to the budget, 3) The success rate for OFCF is 93.6% of the maximum, this indicator having also been exceeded compared to the budget. <p>On this basis, the Board of Directors noted that the collective portion amounted to EUR 643,050 (for a potential maximum amount of EUR 675,000, i.e. 95.3% of this amount).</p> <p>The portion relating to individual objectives is 40% and is based on precise and pre-established objectives, as their achievement has been assessed on the year 2021. The Board of Directors has assessed the extent to which these objectives have been achieved and has defined them as follows:</p> <ul style="list-style-type: none"> - The achievement rate of the new strategic chapter, as presented to Capital Markets Day on February 17th, 2021, first actions to be taken in alignment with electrification refocus; kick-off Shift PRIME transformation program, innovation program AMPLIFY, and related partnerships; related investors relations management; net income 2021: EUR 85 Million" is 93.3% of the maximum amount. The Capital Markets Day was a real success, share price evolved positively, the perception survey was very positive considering the shift to

		<p>Electrification as a bold and ambitious move. Acquisition of Centelsa, SHIFT Prime and SHIFT SLS have been launched. The net income for 2021 reached EUR 164 M.</p> <ul style="list-style-type: none"> - The achievement rate of “Deployment and supervision of projects aimed at improving operational efficiency, monitoring and control of related costs (overhaul of the industrial strategy with regard to the new strategic chapter, launch of the Industry 4.0 program, overhaul of the IT organization)” is 80% of the maximum amount. The complete World Class manufacturing for Electrification was redesigned with 20 competitiveness factors. An ambitious Industrial footprint project will follow in 2022. Diagnosis & deployment on Industry 4.0 was done with 2 pilot sites ready for 2022. A complete workstream on IT roadmap was realized from October to December 2021 and the deployment of the new architecture is ongoing. - The achievement rate of “Rollout of the new corporate purpose (Electrify the Future), implementation and role modelling of new values and behaviors, strategic talent agenda, and diversity policy” is 100% of the maximum amount. The Group rolled out the new corporate purpose (Electrify the Future), implemented and modelled role of new values and behaviors with a strategic talent agenda, and a diversity and inclusion policy. The new purpose and mission has been disclosed and appropriated through the Business Unit Ambitions stories, shared with all employees in each Business Unit. The values are very well spread throughout the Group and appropriated less than 6 months after their disclosing. <p>New role models have been defined and implemented, starting with 2 strategic functions, R&D and Sales & Marketing. A dedicated program has been designed and launched for 15 emerging women talents, for them to grow as Top Executives, and same will be done for 40 “Equity story influencers” in 2022. The women representation on the Executive Committee has increased from 10% in 2020 to 18% in 2021.</p> <ul style="list-style-type: none"> - The achievement rate of “Deployment of the new CSR scorecard. Related Investors relations management.” is 86.7% of the maximum amount given Nexans ranked 6th most responsible company in France across all sectors, and No. 1 in the Capital Goods category. The Board noted few examples of the ESG Scorecard deployment : <ul style="list-style-type: none"> o From a safety day to a safety year with a dedicated theme on hand safety; o Implementation of a diversity and inclusion training; o Deployment of the Nexans Climate Strategy via the Fresque Climate; o Internal PLANET week organized on 60 sites worldwide; o Share of renewable or carbon-free energy with the integration to the RE100 program and an objective of 100% of renewable electricity by 2030. <p>On this basis, the Board of Directors noted that the individual portion amounted to EUR 405,000 (for a potential maximum of EUR 450,000, i.e. 90% of this amount).</p> <p>The total variable portion as determined by the Board of Directors for 2021 therefore amounts to EUR 1,048,050, i.e. 93.16% of the maximum.</p>
<p>2022 annual variable compensation allocated for 2022</p>	<p>EUR 1,080,900</p>	<p>Christopher Guérin's variable compensation for 2022 could vary, depending on the achievement of the objectives set by the Board of Directors, between 0% and 150% of his fixed annual compensation received as Chief Executive Officer.</p> <p>With regard to the collective portion of the variable compensation, in strict application of the level of achievement of the objectives defined for 2022 (ROCE 25%, EBITDA 50% and NCF 25%) :</p> <ol style="list-style-type: none"> 4) The achievement rate for the ROCE was 100% of the maximum, reflecting a significant achievement compared to the budget; 5) The achievement rate for the EBITDA was 100% of the maximum, this indicator having overachieved compared to the budget, 6) The achievement rate for the NCF was 100% of the maximum, this indicator having overachieved compared to the budget. <p>Based on these figures, the Board of Directors noted that the portion of variable compensation contingent on group-based objectives amounted to EUR 675,000 (representing 100% of the maximum potential amount of EUR 675,000).</p>

		<p>For the portion contingent on specific, pre-defined individual objectives, the Board assessed the achievement level of the objectives for 2022. After assessing their degree of achievement, the Board of Directors defined them as follows:</p> <p>7) the achievement rate for the “deployment of the strategy” objective was 85% of the maximum amount. The Company achieved exceptional net income of EUR 247 M against a 2022 target of EUR 190 M. SLS CAPEX has been successfully deployed. The Ampacity center was inaugurated in accordance with the strategic innovation plan. The R&D organization and the transformation of sales and marketing were set up and became operational in 2022. Although the rotation of assets has not been finalized, the Group has shown its ability to adapt the strategy to the context and opportunities;</p> <p>8) the achievement rate for the “operational efficiency” objective was 93.3% of the maximum amount. This achievement rate is based on the successful integration of Centelsa, the work done on the value chain ecosystems and the inauguration of the mentioned Ampacity center;</p> <p>9) the achievement rate for the “culture and engagement” objective was 95.0% of the maximum amount. The Group’s values, Pioneers, Dedicated and United were rolled out across the Group with a high level of adoption. The transformations of the Sales Marketing, Innovation, Services & Growth, and IT organizations were implemented. The succession plan for the Executive Committee and the respective individual development plans were defined;</p> <p>10) the achievement rate of the “deployment of the ESG policy” was 87.5% of the maximum amount. The ESG scorecard was successfully rolled out as well as the E3 performance model. Gender parity continues to improve at Nexans, reaching 26.6% of classified positions, compared to 25.6% last year, which is a great achievement. In 2022, the Company also focused on the finalization of two key programs, the “women leadership program” and the “emerging leaders program”.</p> <p>On this basis, the Board of Directors noted that the individual portion amounted to EUR 405,900 (for a potential maximum of EUR 450,000, i.e. 90.2% of this amount). The total variable portion as determined by the Board of Directors for 2022 therefore amounts to EUR 1,080,900, i.e. 96.1% of the maximum amount.</p> <p>The payment of the variable portion of the CEO's remuneration is conditional upon its approval by the Annual Shareholders' Meeting.</p>
<p>Stock options, performance shares, or any other long-term compensation component</p>	<p>A maximum number of 14,000 performance shares valued at EUR 854,562</p>	<p>In accordance with the Group’s long-term compensation policy and the authorization given at the Annual Shareholders’ Meeting of May 12th, 2021, on March 17th, 2022 the Board of Directors approved the recommendation of the Appointments, Compensation and Corporate Governance Committee and adopted a new long-term compensation plan (Plan no. 22). This plan involves grants of performance shares and free shares to the Group’s key senior managers. Under the plan, the Board granted Christopher Guérin between 0 and 14,000 performance shares as Chief Executive Officer. The vesting of these shares is subject to the achievement of the following three performance conditions, which are applicable to all performance share beneficiaries:</p> <p>I. A vesting condition applied to 40% of the shares allocated and based on the relative evolution of the total shareholder return (TSR) of Nexans as compared with that of a benchmark panel made up of the following nine companies: Belden, Legrand, Prysmian, Rexel, ABB, Schneider Electric, Leoni, NKT Cables, and ZTT. The Board of Directors may revise the panel during the period if any of the companies cease to exist or merge with another company.</p> <p>For the period considered, the TSR corresponds to the increase in the share price plus the dividend per share. The increase in the share price is measured by comparing the average opening price for the three months preceding the share grant with the average for the three months preceding the end of the performance assessment period.</p> <p>The dividend per share is the sum of all dividends paid on a (Nexans or panel company) share during the three-year performance assessment period.</p> <p>The resulting TSR will be compared to the TSR of the benchmark panel calculated for the same period, and will result in Nexans being ranked against the panel companies.</p>

- II. A financial performance condition applied to 40% of the shares granted and is based on measuring the free cash flow at the end of 2024 ;
- III. A CSR performance condition applied to 20% of the shares granted, which consists of measuring the achievement of the Group's CSR ambitions as set out in the roadmap for 2022-2024:

The Nexans three pillars for a sustainable future

PEOPLE Looking after our people and building a diverse and inclusive workplace for all			ENVIRONMENT Committing to reduce carbon impact on the planet in innovative ways			ECOSYSTEM Sharing our values and the highest ethical standards with all stakeholders										
WORKPLACE SAFETY			ENVIRONMENTAL MANAGEMENT			BUSINESS ETHICS										
Business case	Impact	Key performance indicators	Business case	Impact	Key performance indicators	Business case	Impact	Key performance indicators								
2020	1.87	0.15	56%	24%	14.7%	100%	86%	92%	57%	17%	-12.12%	65%	86%	136	77%	300.000€
Target 2023	1.50	+0.12	50-55%	24%	16-18%	100%	88%	93%	60-70%	30%	-8.4%	65%	100%	230	77%	300.000€
Target 2022	1.00	+0.11	50-55%	25%	17-19%	100%	90%	94%	60-70%	53%	-12.6%	68%	100%	370	78%	300.000€
Target 2021	0.90	+0.10	60%	26%	18-20%	100%	93%	95%	70-80%	80%	-16.8%	72%	100%	500	78%	300.000€

Depending on performance levels at the end of the vesting period expiring on March 17th, 2026, the number of shares that will be definitively acquired by the Chief Executive Officer may vary between 0 and a maximum of 14,000 shares, in accordance with the following scales:

Rank achieved by Nexans compared to panel TSR	Percentage of definitively vested shares with respect to this stock market performance condition
1st or 2nd in the ranking	100%
3rd in the ranking	90%
4th in the ranking	80%
5th in the ranking	60%
Below 5 th in the ranking	0%

Group Free Cash Flow Level du Groupe by the end of year 2024	Percentage of definitively vested shares with respect to this condition
≥ EUR 270 M	100%
≥ EUR 265 M and < EUR 270 M	90%
≥ EUR 260 M and < EUR 265 M	80%
≥ EUR 255 M and < EUR 260 M	70%
≥ EUR 250 M and < EUR 255 M	60%
≥ EUR 245 M and < EUR 250 M	50%
< EUR 245 M	0%

Level of the CSR indicator reached by the end of year 2024	Percentage of definitively vested shares with respect to this condition
≥ 90%	100%
≥ 70% et < 90%	70%
< 70%	0%

Valuation of the benefits of all kinds

EUR 7,645

Christopher Guérin uses a company car.

In addition, the following compensation items were in effect as of December 31st, 2022. A detailed description of these items is set forth in the 2022 Universal Registration Document in section 4.6.4 (*Compensation 2022 of Christopher Guérin, Chief Executive Officer*).

Items of Compensation	Amounts or book value of the items of compensation	Comments and explanations
Severance Payment	EUR 0	<p>As Chief Executive Officer, Christopher Guérin is entitled to a termination indemnity. The termination indemnity will be payable only (1) in the event of a forced departure due to a change of control or strategy (it being specified that this condition will be deemed to be met unless otherwise decided by the Board of Directors, particularly in the case of serious misconduct), and (2) after the Board of Directors has placed on record that the applicable performance conditions have been met, either at the time of, or after the termination or change in the Chief Executive Officer's duties, in accordance with Article L.225-42-1 of the French Commercial Code.</p> <p>The payment of the indemnity would be subject to an overall rate of achievement of objectives for target annual variable compensation of at least 80% on average over the three years prior to the date of the forced departure. The Compensation Committee will determine the achievement rate of the applicable performance conditions and submit their findings to the Board for a final decision.</p> <p>The indemnity will be equal to two years' worth of his total compensation (fixed and variable), i.e. 24 times his most recent monthly compensation (fixed portion) prior to the month of his departure plus an amount equal to his most recent monthly base compensation (fixed portion) multiplied by his most recent nominal bonus rate.</p> <p>The final amount payable in relation to the termination indemnity would be paid in one installment within a maximum of one month after the Board of Directors' assessment of whether the applicable criteria have been met.</p> <p>In compliance with the compensation policy for executive officers described in Section 4.6.2. of the 2022 Universal Registration Document, the termination indemnity may not exceed two years' worth of actual compensation (fixed and variable).</p>
Non-compete indemnity	EUR 0	<p>Christopher Guérin has undertaken not to exercise any business that would compete either directly or indirectly with any of the Company's businesses for a period of two years from the end of his term of office as Chief Executive Officer, irrespective of the reason for the termination of his duties.</p> <p>In return for this undertaking he will receive a non-compete indemnity which will be paid in 24 equal and successive monthly installments and will correspond to one year of his total fixed and variable compensation, i.e. 12 times the amount of his most recent monthly compensation (fixed portion) plus an amount equal to his most recent monthly base compensation (fixed portion) multiplied by his most recent nominal bonus rate. The Board of Directors may require Christopher Guérin as Chief Executive Officer to comply with a non-compete obligation for a period of less than two years. In such a case, the non-compete indemnity payable would be reduced on a proportionate basis.</p> <p>In accordance with Article 25.3 of the AFEP-MEDEF Code (December 2022 version), in the event of Christopher Guérin's departure, the Board of Directors will decide whether or not the non-compete agreement entered into with him will apply and will be entitled to cancel it (in which case no non-compete indemnity will be payable).</p> <p>In addition, in accordance with Article 25.4 of the AFEP-MEDEF Code, no non-compete indemnity will be due if Christopher Guérin takes retirement upon leaving the Group.</p>

Occupational Insurance Schemes and Healthcare	EUR 0	Christopher Guérin benefits from the collective occupational insurance scheme (covering death, permanent and temporary disability) and healthcare under the same terms and conditions as Nexans employees.
Unemployment insurance plan	EUR 0	Christopher Guérin has coverage for loss of employment, acquired from 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, applicable for a twelve-month period following the loss of employment. The annual amount paid by the Company in 2022 is EUR 11,261.
Supplemental pension plan	EUR 0	Christopher Guérin benefits from the defined contribution pension plan for certain employees and corporate officers which was set up as of September 1st, 2018. The amount of the annual contribution used to finance this defined contribution pension plan is borne exclusively by the Company and is equal to 20% of the reference compensation defined as the fixed and variable portions of the actual annual compensation of the Chief Executive Officer. The annual amount paid by the Company in 2022 is EUR 300,000.

DETERMINATION OF THE ANNUAL AMOUNT OF COMPENSATION TO BE PAID TO THE MEMBERS OF THE BOARD OF DIRECTORS (RESOLUTION 11)

The **11th resolution** concerns the setting of the maximum annual remuneration to be distributed among the members of the Board of Directors. The total annual remuneration package for members of the Board of Directors was set at EUR 750,000 at the Annual General Meeting of Shareholders held on May 11th, 2022, with effect from the fiscal year beginning January 1st, 2022. On the recommendation of the Compensation Committee, the Board of Directors on February 14th, 2023 resolved to propose to the 2023 Annual General Meeting of Shareholders that the total annual remuneration of the members of the Board of Directors be increased from EUR 750,000 to EUR 820,000 as of January 1st, 2023.

Upon the recommendation of the Compensation Committee, the Board of Directors wishes to compensate the Lead Independent Director and the Director in charge of monitoring climate and environmental issues with EUR 35,000 each. The Board has thus taken into account the increase in the number of assignments entrusted to the Lead Independent Director in recent years (meetings of independents, executive sessions, governance roadshows, individual interviews with directors as part of the annual Board assessment). The Board has also taken into account the increase in the tasks entrusted to the Director responsible for monitoring climate and environmental issues, particularly in the context of the new recommendations of the AFEP-MEDEF Code of December 2022, and in view of the entry into force of the CSRD (*Corporate Sustainability Reporting Directive*). Finally, the Board has reviewed a comparative study of the remuneration of Lead Independent Directors in SBF120 companies showing an average compensation of EUR 40,000.

It is therefore proposed to increase the maximum annual remuneration of the members of the Board of Directors by EUR 70,000, from EUR 750,000 to EUR 820,000, for fiscal year 2023 and for each subsequent fiscal year, until otherwise decided.

APPROVAL OF THE COMPENSATION POLICY FOR DIRECTORS AND EXECUTIVE DIRECTORS FOR 2023 (RESOLUTIONS 12 TO 14)

In accordance with the provisions of Article L.22-10-8 II of the French Commercial Code, the shareholders are invited to approve the principles and criteria for determining, granting and allocating the fixed, variable and exceptional items making up the total compensation and benefits of all kinds for Nexans executive corporate officers for the financial year 2023.

The **12th resolution** concerns the compensation policy for members of the Board of Directors, which includes a fixed portion and a predominantly variable portion, depending on the directors' attendance at Board meetings, their participation in Committees and the specific missions that may be entrusted to them (Independent Lead Director and Director responsible for monitoring climate and environmental issues). The compensation policy for Board members for the financial year 2023 was established by the Board of Directors on February 14th, 2023 on the proposal of the Compensation Committee. The annual amount of remuneration allocated to directors would be EUR 820,000, subject to approval of the 11th resolution. The compensation policy for the members of the Board of Directors is detailed in the report presented in paragraph 4.6.1.1 of the 2022 Universal Registration Document.

The **13th resolution** concerns the compensation policy for the Chairman of the Board of Directors, which includes a fixed remuneration to the exclusion of any other element of remuneration or benefit of any kind. In proposing the structure of the compensation of the Chairman of the Board of Directors, the Compensation Committee relied on studies carried out by external consultants indicating market practices for comparable companies. It also takes into account the specific tasks entrusted to the Chairman of the Board as detailed in the Internal Regulations available on the website www.nexans.com.

The compensation policy for the Chairman of the Board of Directors is described in detail in the report presented in section 4.6.1.3. of the 2022 Universal Registration Document.

The **14th resolution** relates to the compensation policy of the Chief Executive Officer, which includes fixed compensation, variable compensation, long-term compensation in performance shares and a benefit in kind (company car). In addition, the Chief Executive Officer benefits from the following commitments: severance pay, non-competition indemnity, supplementary pension plan, healthcare plan and coverage against the risk of job loss.

The Compensation Committee proposes to the Board of Directors the compensation of the Chief Executive Officer, ensuring that the rules for determining such compensation are consistent with the company's performance. It takes into account all of the company's challenges (strategic, financial, social, societal, climate and environmental), the interests of shareholders and other stakeholders, as well as developments in the AFEP-MEDEF Code of Corporate Governance.

In order to establish the structure of this compensation, the Committee examined the positioning of the compensation of the Chief Executive Officer by comparing it to the median of a panel of 13 French and international companies comparable to Nexans (Alstom, Arkema, BIC, Imerys, Ingenico, Legrand, Plastic Omnium, Rexel, Group SEB, Somfy, SPIE, Valeo, and Vallourec).

On February 14th, 2023, the Board of Directors, on the recommendation of the Compensation Committee, renewed the Chief Executive Officer's remuneration policy unchanged from 2022, with the exception of the change in the economic criterion of the performance conditions of the long-term remuneration plan into performance shares.

The compensation policy for the Chief Executive Officer for 2023 is detailed in the report presented in paragraphs 4.6.1.2 and 4.6.1.3 of the 2022 Universal Registration Document.

APPROVAL OF A REGULATED COMMITMENT AND REGULATED AGREEMENT WITH INVEXANS LIMITED (RESOLUTION 15) AND INVEXANS SA (RESOLUTION 16)

The **15th resolution** concerns the approval of a regulated commitment by the shareholder Invexans Limited to renew its commitment to remain a long-term partner and reference shareholder of Nexans. On October 25th, 2022, the Board of Directors accepted the new long-term commitment made by Invexans Limited, under the terms of which Invexans Limited will not request representation on the Board of Directors in excess of three non-independent members in a Board composed of fourteen Directors or, if the Board were to be enlarged, representation in excess of a number of Directors proportionate to its shareholding of Nexans.

The **16th resolution** relates to the approval of a regulated agreement between the Company and Invexans SA, regarding a tax refund allocation agreement by the Brazilian tax authorities. The Board of Directors' meeting of July 26th, 2022 authorized the conclusion of a tax agreement with Invexans SA under the Ratification of the Supervening Tax Credit Allocation Agreement. In accordance with the acquisition agreement entered into in 2008 for the sale by Invexans to Nexans of its cable business in Latin America, Invexans SA is entitled to receive 90% of the tax refund covering the period from 2002 to 2008 (net of any taxes related to the tax refund) that may be paid by the Brazilian authorities to Nexans' Brazilian subsidiary, Nexans Brazil. The regulated agreement was signed on September 20th, 2022. During the year 2022, the regulated agreement did not give rise to any payment, in the absence of a decision by the Brazilian tax authorities.

This regulated commitment and this regulated agreement are detailed in paragraph 4.7 of the 2022 Universal Registration Document.

AUTHORIZATION TO BE GRANTED TO THE BOARD OF DIRECTORS TO CARRY OUT TRANSACTIONS INVOLVING THE COMPANY SHARES (RESOLUTION 17)

We propose that you renew, under substantially similar conditions, the authorization granted by the Shareholders' Meeting dated May 11th, 2022 (Resolution 13), which is set to expire at the end of this Shareholders' Meeting, in order to ensure that the Company can buy back its own shares at any time. This authorization would expire in eighteen months as from the date of the Shareholders' Meeting.

In 2022, the Company bought back 500,000 shares at a weighted average price of EUR 84.20 per share, representing a total cost of EUR 42.1 M, to be cancelled in order to reduce the share capital to offset the number of shares created by the July 2022 capital increase reserved for employees, known as the Act 2022 plan. These 500,000 shares were cancelled by decision of the Board of Directors on July 26th, 2022. The Company also bought back 254,144 shares at a weighted average price of EUR 90.19 per share, representing a total cost of EUR 22.9 M, to meet obligations arising from the bonus and performance share plans for employees and corporate officers.

Since May 3rd, 2021, the Company has also appointed ODDO BHF SCA to market its shares under a liquidity and market surveillance contract. This implementation complies with the regulations of the Autorité des marchés financiers, in particular AMF decision no. 2021-01 of June 22nd, 2021.

Between January 1st and December 31st, 2022, under this liquidity contract, the Company carried out :

- 6,235 purchase transactions, totaling 848,277 shares at an average price of EUR 88.4139, i.e. a total amount of EUR 74,999,446.90; and
- 5,718 sales transactions, totaling 848,277 shares at an average price of EUR 88.8249, for a total amount of EUR 75,348,121.05.

As of December 31, 2022, the Company held 292,402 of its own shares (0.67% of the capital), including 27,951 shares under the liquidity agreement.

In the context of the authorization submitted for your approval under the terms of the **17th Resolution**, it is proposed that you authorize the Board of Directors, with the authority to sub-delegate, to purchase or arrange for the purchase of Company shares, in order to conduct the following transactions: the free allocation of shares to eligible employees and corporate officers in the context of, in particular, the provisions of articles L. 225-197-1 and L.22-10-59 et seq. of the French Commercial Code (see section below entitled "Grants of performance shares and free shares" for further information); the implementation of any Company stock option plan or similar plan; the allocation or sale of shares to employees as part of their profit sharing in the growth of the Company and pursuant to any corporate employee savings plans or employee shareholding plan, as well as carrying out any hedging transaction related to the aforementioned employee shareholding plans; and generally, the satisfaction of obligations associated with stock option plans or other share plans benefiting the employees or the corporate officers of the Company or of a related company; the cancellation of all or part of the shares resulting from a buyback; the simulation of the secondary market for Nexans shares through an investment services provider pursuant to the terms of a liquidity contract; the delivery of shares upon exercise of the rights attached to securities granting access to the share capital, or the delivery of shares in the context of external growth transactions within a limit not to exceed 5% of the share capital.

Share purchases may involve a number of shares such that :

- on the date of each repurchase, the total number of shares purchased by the Company since the beginning of the repurchase program (including those subject to the said repurchase) does not exceed 10% of the total number of shares making up the Company's capital at that date, it being understood that when shares are repurchased to promote liquidity under the conditions defined by the General Regulations of the Autorité des marchés financiers, the number of shares taken into account for the calculation of the aforementioned 10% limit corresponds to the number of shares purchased, less the number of shares resold during the term of the authorization;
- the number of shares held by the Company at any time does not exceed 10% of the total number of shares comprising the Company's capital stock at the relevant date.

Shares may be purchased, sold, exchanged or transferred at any time within the limits authorized by the laws and regulations in force, and by any means, excluding derivatives on the regulated market or off-market (including by block purchases or sales). The maximum purchase price of the Company's shares would be EUR 140 per share (excluding acquisition costs). The total amount allocated to the buyback program may not exceed EUR 100 M.

However, in the event of a public offer for the Company's shares by a third party, the Board of Directors may not decide to implement this resolution during the offer period, except with the prior authorization of the General Meeting.

EXTRAORDINARY SHAREHOLDERS' MEETING

It should be noted that the Company completed the following transactions in 2022 by using the delegations granted by the Shareholders' Meetings held on May 12th, 2021 and May 11th, 2022:

March 17 th , 2022	<p>Long-Term Compensation plan: grants of performance shares and free shares</p> <p>The Board of Directors implemented the Group's long-term compensation policy by adopting Long-term Compensation Plan No. 22, providing for the grant of 299,465 performance shares of the 300,000 performance shares authorized by the May 12th, 2021 General Shareholders' Meeting, and 49,300 free shares out of the 50,000 authorized by the General Shareholders' Meeting of May 12th, 2021.</p>
July 26 th , 2022	<p>ACT 2022 International Stock Ownership Plan</p> <p>The Board of Directors has authorized an international employee shareholding operation through a capital increase reserved for Group employees of up to 400,000 new shares and an issue of an additional 100,000 new shares reserved for the structuring bank. The capital increase was carried out on July 26th, 2022 by issuing 399,983 shares reserved for members of the company savings plan and 97,770 shares to a financial institution for the benefit of employees in certain countries to enable them to participate via an alternative stock appreciation rights system.</p>
July 26 th , 2022	<p>Cancellation of treasury shares</p> <p>The Board of Directors has decided to cancel 500,000 treasury shares.</p>
October 25 th , 2022	<p>Long-Term Compensation plan: grants of performance shares</p> <p>The Board of Directors implemented the Group's long-term compensation policy by adopting Long-term Compensation Plan No. 22A, providing for the grant of 10,102 performance shares out of the 300,000 performance shares authorized by the May 12th, 2021.</p>

² This number of shares was set after the cancellation of shares initially granted under the previous plan of March 17th, 2022 (11,630 shares cancelled as at December 31st, 2022), so that all performance share plans issued in 2022 do not exceed the 300,000 share envelope.

AUTHORIZATION TO BE GRANTED TO THE BOARD OF DIRECTORS FOR THE PURPOSE OF REDUCING THE COMPANY SHARE CAPITAL VIA THE CANCELLATION OF OWN SHARES (RESOLUTION 18)

Along with **Resolution 17** authorizing the Board of Directors to purchase, or order the purchase of Company shares in order to, in particular, cancel some or all of the shares resulting from said buyback, it is proposed that you renew the authorization granted by the Extraordinary Shareholders' Meeting of May 11th, 2022 (Resolution 14) to the Board of Directors, to cancel some or all of the shares of the Company the latter might or could purchase pursuant to any share buyback plan authorized by the Shareholders' Meeting, under the conditions set forth in articles L. 22-10-62 *et seq.* of the French Commercial Code, capped at 10% of the shares comprising the share capital of the Company. This authorization would be granted for a period of eighteen months from the date of this Meeting.

In 2022, the Board of Directors resolved to cancel 500,000 treasury shares.

DELEGATIONS OF AUTHORITY TO BE GIVEN TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL (RESOLUTIONS 19 TO 24)

Like many issuers in France, your Board of Directors wishes to have a certain flexibility in the choice of possible issues and to be able to quickly and flexibly raise the financial resources necessary for the Group development and transformation.

Your Board of Directors has decided, with respect to all the share capital increase delegations (excluding those pertaining to employee shareholding - **resolutions 25 and 26** and those authorizing the grant of free shares - **resolutions 27 and 28**), to continue to apply the Board of Directors' neutrality principle at the time of takeover. Therefore, all of these delegations cannot be used by the Board of Directors at the time of a takeover.

The Board of Directors submits the following resolutions for your vote under the conditions and within the limits presented in the summary table and the developments discussed thereafter. The term of the proposed delegations is **twenty-six months from the date of the General Shareholders' Meeting** (with the exception of the 25th and 26th resolutions proposed for a period of eighteen months, the 27th and 28th resolutions proposed for a period of twelve months).

These resolutions can be split up into **two major categories**: those that would give rise to share capital increases with shareholders' preferential subscription rights and those that would give rise to share capital increases without shareholders' preferential subscription rights.

Any share capital increase in cash grants shareholders a "**preferential subscription right**," which is detachable and transferable for the duration of the subscription period: each shareholder has the right to subscribe, for at least 5 trading days as from the beginning of the subscription period, a number of new shares proportional to his or her equity interest in the share capital.

The Board of Directors must ask that you grant it the ability to cancel this preferential subscription right in order to carry out public offers or aimed exclusively at qualified investors and/or a restricted circle of investors referred to as in 1° of Article L. 411-2 of the French Monetary and Financial Code, or public offers aimed at a wider audience than the Company's shareholders. Indeed, based on market conditions, the type of investors concerned by the issuance, and the type of securities issued, it is necessary to cancel the preferential subscription right to carry out a securities investment in the best possible conditions, particularly when the speed of the transactions constitutes an essential condition for their success, or when the issuances are carried out on foreign financial markets. Such cancellation can secure a larger amount of capital due to more favorable issuance conditions. In accordance with legal and regulatory provisions, the issue price without preferential subscription rights must be at least equal to the weighted average price of the shares during the three trading days preceding the date on which the price is set, minus, as the case may be, a maximum 10% discount price, after correcting the difference, if any, in benefit entitlement date (*jouissance*), guaranteeing reference to market conditions.

Lastly, the law also allows for the cancellation of the preferential subscription right in the following cases: in particular, the vote on delegations authorizing your Board of Directors to implement discretionary profit sharing schemes (*intéressement*) for employees via the development of employee ownership such as the issuance of shares reserved for members of savings plans and an issuance associated with an employee shareholding mechanism (25th and 26th resolutions). The resolutions authorizing the grant of performance shares and free shares (27th and 28th resolutions) imply, as per the law, shareholders' express waiver of their preferential subscription right in favor of the beneficiaries of these grants.

The table below summarizes the financial authorizations proposals submitted to the General Shareholders' Meeting of May 11th, 2023:

Résolutions proposed to General Shareholders' Meeting dated May 11 th , 2023 ³	Ceilings per resolution (par value) ⁴	Subceilings shared by several resolutions (par value)	Ceilings shared by several resolutions (par value)	Aggregate ceiling (par value)
Share capital increase with and without preferential subscription rights				
Issuance of ordinary shares or securities (French ORAs, OBSAs, OCEANES, ABSAs, ABSOs, ABSARs...) with preferential subscription rights (R19) and with a possible over-allocation option (R23)	€ 14,000,000, or 14,000,000 shares (< 32% of the share capital) Debt securities = € 350,000,000	-	€ 14,000,000, or 14,000,000 shares (< 32% of the share capital)	€ 14,000,000 or 14,000,000 shares Debt securities granting rights to equity securities : = € 350,000,000
Issuance of ordinary shares via the capitalization of premiums, reserves, or profits, or any other sum, the capitalization of which is authorized (R20)	€ 14,000,000, or 14,000,000 shares (< 32% of the share capital)	-		
Issuance of ordinary shares or securities (French ORAs, OBSAs, OCEANES...) without preferential subscription rights via a public offering excluding the offers referred in 1° of Article L. 411-2 of the French Monetary and Financial Code (R21) with a possible over-allocation option (R23), or an issuance of shares or securities representing debt and granting rights to equity securities (French ORAs, OBSAs, OCEANES...) via a public offering referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code (R22) with a possible over-allocation option (R23)	€ 4,375,330, or 4,375,330 shares (< 10 % of the share capital) Debt securities = € 350,000,000	€ 4 375 330 or 4,375,330 shares (< 10 % of the share capital)		
Issuance of ordinary shares and securities granting rights to equity securities in consideration of tendered securities : as a method of payment for acquisitions (R24)	€ 4 375 330 or 4,375,330 shares (< 10 % of the share capital)			
Employee Profit-sharing Schemes (Intéressement)				
Issuance of ordinary shares or securities granting rights to equity securities and reserved for employees who are members of company savings plans (R25). Authorization for 18 months	€ 400,000 or 400,000 shares			
In the event that the above delegation is used, an issuance of ordinary shares or securities granting rights to equity securities for the benefit of a credit institution for the purpose of implementing an SAR (stock appreciation right) type alternate formula, in favor of certain foreign employees (Chile, China, South Korea, United-States, Greece, Italy, Japan, Sweden) (R26) Authorization for 18 months	€ 100,000 or 100,000 shares	-		
Grant of performance shares to corporate officers and key managers in 2024 - LTIP n°24 – Authorization granted for a twelve-month period as from January 1 st , 2024 (R27)	€ 300,000 or 300,000 shares		-	
Grant of free shares to certain high-potential executives and/or exceptional contributors without performance conditions in 2024 - LTIP n°24 – Authorization granted for a twelve-month period as from January 1 st , 2024 (R28)	€ 50,000 or 50,000 shares		-	

³ The abbreviation "R..." indicates the number of the resolution submitted to the General Shareholders' Meeting dated May 11th, 2023

⁴ The maximum number of shares that could potentially be issued corresponds to the maximum par value of the share capital increases that could potentially be carried out insofar as the par value of a Company share is equal to one Euro

It is important to note that the nominal amount of the capital increases that could be carried out pursuant to the delegations of authority conferred by resolutions 19 to 24 would be capped at EUR 14 M overall (i.e. less than 32% of the share capital at EUR 43,753,380).

Over-allocation option (Resolution 23)

This delegation would enable the Board of Directors, in the event of excess subscription requests, to increase the number of securities to be issued at the same price as that retained for the initial issuance carried out by virtue of the 19th, 21st and 22nd resolutions of this Shareholders' Meeting, within the limits of the ceilings set for the issuances under the terms of these resolutions, as well as within the time frame and limits set forth under applicable regulations as at the issuance date (or, currently, within thirty days of the close of the subscription period and within a limit not to exceed 15% of the initial issuance).

Considering, in particular, the volatility of current market conditions, the Board of Directors believes that this delegation allows for the exercise of over-allocation options, a common mechanism compliant with market practices.

Share capital increase in remuneration for in kind contributions (Resolution 24)

This delegation enables the Board of Directors to issue ordinary shares or securities granting rights to Company equity securities to be issued, within the limit of a par value of EUR 4,375,330 (or less than 10% of the share capital), in consideration of contributions in kind granted to the Company and concerning shares or securities granting rights to equity securities. It is hereby specified that the conditions for compensating such contribution would be subject, in accordance with legal provisions, to a Special Report prepared by the Securities Auditors (*Commissaires aux Apports*), appointed by order of the President of the Commercial Court.

EMPLOYEE SHAREHOLDING (RESOLUTIONS 25 TO 26)

Share capital increase reserved for employees (Resolution 25)

The purpose of this proposal is to renew, under the same terms, the delegation granted to the Board of Directors by the Shareholders' Meeting of May 12th, 2021 in order to enable the completion of a potential employee shareholding plan. As such, the Board of Directors could carry out a share capital increase reserved for members of a Group company savings plan up to a nominal limit of EUR 400,000, representing a maximum number of 400,000 ordinary shares.

This resolution is intended to enable your Board of Directors to offer Group employees in France and abroad the opportunity to subscribe to shares or equity securities giving access to the Company's share capital to be issued, in order to involve employees more closely in the Group's development. All capital increases that may be carried out pursuant to this resolution must necessarily be accompanied by the cancellation of shareholders' preferential subscription rights.

The issue price of the new shares or securities granting rights to equity securities would be determined under the conditions set forth in Article L. 3332-19 of the French Labor Code and would at least be equal to the average of the prices quoted over the twenty trading days preceding the day of the decision setting the opening date of the subscription for the employee contributing to a Company savings plan (the "**Reference Price**").

Since 2002, the Company practice has been to implement an employee shareholding plan every two years, it being specified that the last employee shareholding plan was implemented on July 26th, 2022.

Share capital increase reserved for a category of beneficiaries in the context of an employee shareholding plan (Resolution 26)

This delegation is intended to enable the Board of Directors to decide to carry out a share capital increase of a maximum par value of EUR 100,000 for the benefit of any credit institution (or subsidiary of such institution) acting at Nexans' request for the implementation, in favor of certain foreign employees⁵, of **an alternative offer presenting an economic profile comparable** to the employee shareholding plan that could potentially be put in place in the context of a share capital increase reserved for employees pursuant to the terms of the 25th resolution. The alternative offer could consist in allocating to the employees concerned, in proportion to the shares in the FCPE or subscribed shares, a right to receive, at expiration, a stock appreciation right, such formula being commonly used in this type of transaction.

Indeed, in some countries, the applicable legal and/or tax regulations could make it difficult or untimely to implement employee shareholding plans formulae including a structured offer of FCPE units pursuant to the terms of the 25th resolution. The implementation of alternative formulae, for the benefit of certain foreign employees could therefore prove desirable, as was the case during the Group's previous employee shareholding plan carried out by the Group. As a matter of fact, the implementation of these alternative formulas could make it necessary to complete a share **capital increase reserved for a financial institution** participating in the structuring of the operation with the same discount as that granted to employees, thereby justifying the cancellation of shareholders' preferential subscription rights.

Therefore, you are asked, under the conditions set forth in Article L. 225-138 of the French Commercial Code, to delegate authority to the Board of Directors, with the ability to sub delegate under the conditions permitted by law, for the purpose of carrying out a share capital increase via the issuance of new ordinary shares reserved for any financial institution acting at Nexans' request to offer certain foreign employees alternate formulae than those offered in the context of the structured offer of FCPE units to French residents who are members of a savings plan.

The issuance price of the shares pursuant to the terms of this delegation should be equal to the Reference Price retained in the context of the delegation granted by virtue of the 25th Resolution of this Shareholders' Meeting, provided it is adopted, minus a discount.

This delegation includes the cancellation of shareholders' preferential subscription rights in favor of the above-described category of beneficiaries for the reasons presented above.

GRANT OF SHARES IN 2024 (RESOLUTION 27 TO 28)

Nexans long-term compensation policy is part of an overall strategy to enhance employee loyalty and motivation, to remain competitive relative to market practices. The Group long-term compensation policy is adapted depending on the people involved.

- the Chief Executive Officer will only be granted performance shares (potentially available in 4 years with respect to previous plans), the number of which shall be determined by taking into account all of the items comprising of his or her compensation;
- the main senior management executives are granted performance shares linked to medium-term conditional compensation;
- a broader population of management executives will receive medium-term conditional compensation.

In the previous plans, all of these medium and long-term compensation are linked to the Group economic indicators and the vesting of the performance shares is linked to the satisfaction of a stock market condition consisting in measuring the TSR (*total shareholder return*) of Nexans and comparing it to the TSR of a reference panel. Since 2020, a CSR performance condition has also been added.

⁵ Meaning the beneficiaries eligible for the employee share ownership plan employed in Group companies whose registered office is located in the following countries: Australia, Chile, China, South Korea, United States, Greece, Italy, Japan, Sweden.

In accordance with Articles L.225-197-1 *et seq.* and Articles L. 22-10-59 *et seq.* of the French Commercial Code, the Board of Directors requests the Shareholders' Meeting to authorize it to grant for the benefit of members of personnel it shall select from among the employees and, eventually, to the corporate officers of the Company and companies or groups of companies related to it under the conditions set forth in Article L. 225-197-2 of the French Commercial Code, a maximum number of 300,000 performance shares (**Resolution 27**) and a maximum number of 50,000 free shares (**Resolution 28**) for the benefit of some "Talented" employee, who are not part of the Executive Committee Pursuant to the law, the adoption of these resolutions shall imply shareholders' express waiver of their preferential subscription rights in favor of the beneficiaries of these grants.

The maximum dilutive impact of the grants that would be carried out by virtue of resolutions 27 and 28 in 2024 would amount to 0.8% of the share capital as of December 31st, 2022. The shares definitively granted will come either from the issue of new shares or the repurchase by the Company of existing shares through a share buyback program in order to limit shareholder dilution.

The proposed authorizations are limited to the needs of the plans envisaged.

As for the long-term compensation plans carried out since 2011, the Board of Directors will set demanding performance conditions based on the Appointments, Compensation, and Corporate Governance Committee's proposal, each of which is assessed over a 3-year period. Considering the performance and continued employment conditions which have been set, a portion of the grant of these shares could be rendered null and void. The performance conditions of the previous performance share plans resulted in the vesting of the shares initially allocated between 0% and 65% of the maximum.

The performance conditions that will be set by the Board of Directors, upon the proposal of the Compensation Committee, for the performance share plan envisaged for 2022 would be as follows:

- a stock market performance condition based on the relative evolution of the Total Shareholder Return (TSR) of the Nexans share over a period of 3 years (compared to the same indicator of a group of comparable companies,
- an economic performance condition based on an internal financial criterion, and
- a condition of CSR performance.

Grants of performance shares to the executive corporate officers

Any potential grants to the executive corporate officers are subject to prior review by the Compensation Committee and a decision of the Board of Directors.

It is proposed to apply a ceiling to the potential performance shares to be granted to the executive corporate officers, to a maximum number of shares representing at most 12% of the aggregate amount of the grant under the performance share plan, i.e. less than 0.08% of the share capital as of December 31st, 2022.

Past grants have complied and potential future grants will comply with the recommendations of the AFEP-MEDEF Code and the characteristics described in the executive corporate officers' compensation policy, including the following:

Frequency	Annual grant, except for a duly justified reason and under exceptional circumstances.
Performance Conditions	The definitive vesting of the performance shares for the executive corporate officers would be subject to the Compensation Committee official acknowledgment that the stringent performance conditions set by the Board of Directors at the time of the grant were satisfied.
Holding requirement (Article L. 22-10-59 of the French Commercial Code)	In accordance with the terms of Article L. 22-10-59 II, subparagraph 4 of the French Commercial Code and with the AFEP-MEDEF Corporate Governance Code, the executive corporate officer must retain a large and increasing number of the shares resulting from the definitive vesting of performance shares.
Restriction concerning hedging instruments	The performance shares granted to the executive corporate officer cannot be hedged during the vesting period.
Recommended blackout periods	Group "Insider Trading" Procedure.

As a reminder, these are the characteristics of the performance and free share plan implemented on March 16th, 2023 pursuant to the authorizations granted by the Shareholders' Meeting dated May 11th, 2022:

Perimeter	316 executive officers and managers employed in France and abroad, including the Chief Executive Officer, Christopher Guérin and employees members of the Executive Committee.												
	<ul style="list-style-type: none"> ▪ 297,850 performance shares of the 300,000 performance shares authorized by the Shareholders' Meeting dated May 11th, 2022, representing approximately 0.7% of the share capital at year-end 2022, intended for a population of management executives including the Chief Executive Officer, the members of the Executive Committee and some of the Group's management executives. These 297,850 shares assume maximum performance with respect to the three performance conditions retained, as described below. 13,600 shares were allocated to Christopher Guérin, as Chief Executive Officer. ▪ 48,880 free shares (not subject to performance conditions) of the 50,000 shares authorized by the Shareholders' Meeting dated May 11th, 2022, representing approximately 0.1% of the share capital at year-end 2022, intended solely for a limited population of high-potential executives and/or exceptional contributors (other than the members of the Executive Committee and the beneficiaries of performance shares) non-recurring. 												
Dilutive Impact	The maximum overall dilutive impact of the plan is less than 0.80% on the basis of the share capital as of December 31 st , 2022, without taking into account the potential use of existing shares.												
Vesting Period	4 years												
Continued Employment Condition	The definitive vesting of the performance and free shares will be subject to a 4-year continued employment condition .												
Performance Conditions	<p>The definitive vesting of the performance shares is subject to stringent performance conditions, each of which is measured over a 3-year period. The performance conditions are split into three segments: stock market performance, economic performance and ESG performance.</p> <p>40% of the allocated shares, will be allocated subject to a stock market performance condition , consisting in measuring Nexans' TSR (total shareholder return) and comparing it to the TSR of a reference panel including the following 9 companies: Belden, Legrand, Prysmian, Rexel, ABB, Schneider-Electric, Leoni, NKT Cables and ZTT. The Board of Directors may review this panel during the period, in the exceptional event of the disappearance of some of these companies or consolidation between companies.</p> <p>For the period under review, the TSR means the growth in the share price plus the dividend per share. Share price growth is assessed by taking into account the average of the opening share price for the 3 months preceding the grant and the average for the 3 months preceding the end of the performance assessment period. In addition, the dividend per share is the sum of the dividends paid on a share (Nexans or panel) during the 3-year performance appreciation period.</p> <p>The TSR thus obtained will be compared to that calculated over the same period on the comparison panel, and will result in a ranking between Nexans and the companies in the panel.</p> <table border="1"> <thead> <tr> <th>Rank achieved by Nexans compared to panel TSR</th> <th>Percentage of definitively vested shares with respect to this stock market performance condition</th> </tr> </thead> <tbody> <tr> <td>1st or 2nd in the ranking</td> <td>100%</td> </tr> <tr> <td>3rd in the ranking</td> <td>90%</td> </tr> <tr> <td>4th in the ranking</td> <td>80%</td> </tr> <tr> <td>5th in the ranking</td> <td>60%</td> </tr> <tr> <td>Below 5th in the ranking</td> <td>0%</td> </tr> </tbody> </table>	Rank achieved by Nexans compared to panel TSR	Percentage of definitively vested shares with respect to this stock market performance condition	1st or 2nd in the ranking	100%	3rd in the ranking	90%	4th in the ranking	80%	5th in the ranking	60%	Below 5 th in the ranking	0%
Rank achieved by Nexans compared to panel TSR	Percentage of definitively vested shares with respect to this stock market performance condition												
1st or 2nd in the ranking	100%												
3rd in the ranking	90%												
4th in the ranking	80%												
5th in the ranking	60%												
Below 5 th in the ranking	0%												

40% of the granted performance shares shall be subject to an economic performance condition consisting in measuring the EBITDA Margin expressed as a percentage of standard sales for the financial year 2025, as well as the achievement of a minimum level of NCCR (Normalized Cash Conversion Ratio). If the NCCR is greater or equal to 40% of EBITDA at year-end 2025, then the number of definitively vested shares will be determined according to the EBITDA margin. The number of definitively vested shares will be determined according to the following scale:

Levels of the EBITDA margin at year-end 2025 if the NCCR is above 40%	Percentage of the number of vested shares
≥ 12%	100%
≥ 11.6% and < 12%	90%
≥ 11.2% and < 11.6%	80%
≥ 10.8% and < 11.2%	70%
≥ 10.4% and < 10.8%	60%
≥ 10% and < 10.4%	50%
< 10%	0%

20% of the granted performance shares shall be subject to a Corporate Social Responsibility performance condition consisting of measuring the achievement of the group's CSR ambitions. The targets to be achieved under this CSR Performance Condition will be determined by the Board of Directors with precision as to their nature and quantum during the fiscal year 2023 in the context of the overall redefinition of the Group CSR policy.

Grant of free shares under a performance condition (Resolution 27)

The **27th resolution** is to authorize the Board of Directors to make free allocations of existing shares or shares to be issued in 2024 to some or all of the Group's employees and corporate officers, waiving the shareholders' pre-emptive rights to subscribe for them, up to a maximum nominal amount of EUR 300,000 euros, subject to performance conditions to be set by the Board, for a period of 12 months as from January 1st, 2024

Grant of free shares without a performance condition (Resolution 28)

This 28th resolution is to authorize the Board of Directors to make free allocations of existing shares or shares to be issued in 2024 to employees or certain employees, waiving the shareholders' preferential subscription rights, up to a maximum nominal amount of EUR 50,000, not subject to performance conditions, for a period of 12 months from January 1st, 2024.

ORDINARY SHAREHOLDERS' MEETING

POWERS TO CARRY OUT FORMALITIES (RESOLUTION 29)

The **29th Resolution** is a customary resolution concerning the granting of the powers necessary to carry out the formalities related to the resolutions adopted by the Shareholders' Meeting.

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ORDINARY SHAREHOLDERS' MEETING

First Resolution - Approval of the Company's financial statements and transactions for the fiscal year ended on December 31st, 2022 - Management Report

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the Company financial statements for the fiscal year ended on December 31st, 2022, and reading the reports of the Board of Directors' and the Statutory Auditors, approves, in their entirety, the Company financial statements for the fiscal year ended on December 31st, 2022 as submitted, showing a profit of EUR 73,068,003 as well as the transactions reflected in these financial statements and/or summarized in these reports.

The Shareholders' Meeting acknowledges the fact that, in the 2022 fiscal year, the Company has not incurred any expenses or charges that were not tax-deductible pursuant to the terms of Article 39-4 of the French Tax Code.

Second Resolution - Approval of the consolidated financial statements for the fiscal year ended on December 31st, 2022

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the consolidated financial statements for the fiscal year ended on December 31st, 2022, and reading the reports of the Board of Directors' and the Statutory Auditors, approves, in their entirety, the consolidated financial statements for the fiscal year ended on December 31st, 2022 as submitted, showing a net income (group share) of EUR 245,491 thousand, as well as the transactions reflected in these financial statements and/or summarized in these reports.

Third Resolution - Allocation of income for the fiscal year ended on December 31st, 2022 and setting of the dividend

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the Board of Directors' Report and the Statutory Auditors' Report on the annual financial statements, decides to allocate the income for the fiscal year, i.e. a profit of EUR 73,068,003 as follows:

Distributable profit totals:	
Retained earnings	EUR 86,310,215
Income for the fiscal year	EUR 73,068,003
Total distributable profit	EUR 159,378,218

Profit distribution

(Based on the number of shares comprising the share capital as of December 31st, 2022, or 43,753,380 shares)

EUR 2.10 per share	
or a distributed dividend equal to	EUR 91,882,098
Balance carried forward post distribution	EUR 67,496,120

A dividend of EUR 2.10 will be distributed to each of the Company's shares entitled to dividends, bringing the total dividend amount to EUR 91,882,098, based on the number of shares making up the share capital at December 31st, 2022.

The dividend coupon will be detached on May 15th, 2023 and paid out as from May 17th, 2023.

Furthermore, in the event that, when the dividend is effectively paid out, the Company holds some of its own shares, the distributable profit corresponding to the dividend not paid with respect to these shares will be allocated to the "balance carried forward."

In accordance with the terms of Article 243 bis of the French Tax Code (Code général des impôts, hereinafter "CGI"), it is hereby specified that the shares are all of the same class and that the full amount of the dividend paid out will be eligible for the 40% tax deduction referenced in Subparagraph 2 of Paragraph 3 of Article 158 of the CGI.

The Shareholders' Meeting acknowledges vis-à-vis the Board of Directors that it has been informed that the amounts of dividends paid over the last three fiscal years and the amounts of dividends eligible for the 40% tax deduction, were as follows:

	Fiscal Year 2019 (paid in 2020)	Fiscal Year 2020 (paid in 2021)	Fiscal Year 2021 (paid in 2022)
Dividend per share	-	EUR 0.70	EUR 1.20
Number of shares eligible for dividends	-	43,730,007	43,337,074
Total amount	-	EUR 30,611,004.90	EUR 52,004,488.80

Fourth Resolution – Renewal of the term of office of Jean Mouton as Director

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the Board of Directors' Report, decides to renew Jean Mouton term of office as Director for a four-year (4) period, set to expire at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the fiscal year ending on December 31st, 2026.

Fifth Resolution – Renewal of the term of office of Bpifrance Participations as Director

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the Board of Directors' Report, decides to renew Bpifrance Participations term of office as Director for a four-year (4) period, set to expire at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the fiscal year ending on December 31st, 2026.

Sixth Resolution – Renewal of the term of office of Oscar Hasbun Martinez as Director

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the Board of Directors' Report, decides to renew Oscar Hasbun Martinez term of office as Director for a four-year (4) period, set to expire at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the fiscal year ending on December 31st, 2026.

Seventh Resolution – Renewal of the term of office of Hubert Porte as Director

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the Board of Directors' Report, decides to renew Hubert Porte term of office as Director for a four-year (4) period, set to expire at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the fiscal year ending on December 31st, 2026.

Eighth Resolution – Approval of the information relating to the compensation items paid during the fiscal year ended on December 31st, 2022 or granted for the same fiscal year to Nexans corporate officers

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, having reviewed the Corporate Governance Report of the Company referenced at Article L. 225-37 of the French Commercial Code, approves, pursuant to the terms of Article L.22-10-34 I of the same Code, the information listed in Article L. 22-10-9 of the French Commercial Code, as set out in the 2022 Nexans Universal Registration Document, sections 4.6.2 to 4.6.4.

Ninth Resolution – Approval of the items of compensation paid during the fiscal year ended on December 31st, 2022, or granted for the same fiscal year to Jean Mouton, Chairman of the Board of Directors

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, having reviewed the Corporate Governance Report of the Company referenced at Article L. 225-37 of the French Commercial Code, approves, pursuant to the terms of Article L.22-10-34 II of the same Code, the fixed, variable, and exceptional items comprising the total compensation and benefits of all kinds paid or granted, for the fiscal year ended on December 31st, 2022 or allocated for the same fiscal year to Jean Mouton, Chairman of the Board of Directors, as set out in the 2022 Nexans Universal Registration Document, section 4.6.3.

Tenth Resolution – Approval of the items of compensation paid during the fiscal year ended on December 31st, 2022, or granted for the same fiscal year to Christopher Guérin, Chief Executive Officer

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, having reviewed the Corporate Governance Report of the Company referenced at Article L. 225-37 of the French Commercial Code, approves, pursuant to the terms of Article L.22-10-34 II of the same Code, the fixed, variable, and exceptional items comprising the total compensation and benefits of all kinds paid or granted, for the fiscal year ended on December 31st, 2022 or allocated for the same fiscal year to Christopher Guérin, Chief Executive Officer, as set out in the 2022 Nexans Universal Registration Document, section 4.6.4.

Eleventh Resolution – Determination of the maximum annual remuneration to be paid to the members of the Board
The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, having reviewed the Board of Directors Report, sets the maximum annual remuneration to be paid to members of the Board of Directors for fiscal year 2023 and for each subsequent fiscal year, until otherwise decided, at EUR 820,000.

Twelfth Resolution – Approval of the compensation policy of the members of the Board of Directors for the fiscal year 2023

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, having reviewed the Corporate Governance Report of the Company referenced at Article L. 225-37 of the French Commercial Code defining the items related to the executive officers' compensation policy, approves, pursuant to the terms of Article L.22-10-8 of the same Code, the compensation policy of the members of the Board of Directors as set out in the 2022 Nexans Universal Registration Document, section 4.6.1.1.

Thirteenth Resolution – Approval of the compensation policy of the Chairman of the Board of Directors for the fiscal year 2023

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, having reviewed the Corporate Governance Report of the Company referenced at Article L. 225-37 of the French Commercial Code defining the items related to the executive officers' compensation policy, approves, pursuant to the terms of Article L.22-10-8 II of the same Code, the compensation policy of the Chairman of the Board of Directors as set out in the 2022 Nexans Universal Registration Document, section 4.6.1.2..

Fourteenth Resolution – Approval of the compensation policy of the Chief Executive Officer for the fiscal year 2023

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, having reviewed the Corporate Governance Report of the Company referenced at Article L. 225-37 of the French Commercial Code defining the items related to the executive officers' compensation policy, approves, pursuant to the terms of Article L.22-10-8 II of the same Code, the compensation policy of the Chief Executive Officer as set out in the 2022 Nexans Universal Registration Document, section 4.6.1.2.

Fifteenth Resolution - Approval of a regulated commitment by the shareholder Invexans Limited renewing its commitment to remain a long-term partner and reference shareholder of Nexans

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the Board of Directors' Report and the Statutory Auditors' Special Report on agreements and commitments subject to Articles L. 225-38 and L. 225-40 to L. 225-42 of the French Commercial Code, approves the new agreement entered into between the Company and Invexans Limited, authorized by the Board of Directors on October 25th, 2022 and which is mentioned in these reports.

Sixteenth Resolution - Approval of a regulated agreement between the Company and Invexans SA relating to a tax refund allocation agreement by the Brazilian tax authorities

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the Board of Directors' Report and the Statutory Auditors' Special Report on agreements and commitments subject to Articles L. 225-38 and L. 225-40 to L. 225-42 of the French Commercial Code, approves the new agreement entered into between the Company and Invexans SA, authorized by the Board of Directors on July 26th, 2022 and which is mentioned in these reports.

Seventeenth Resolution – Authorization to be granted to the Board of Directors to carry out transactions involving Company shares

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the Board of Directors' Report, authorizes the Board of Directors, with the power to sub-delegate in accordance with the legal provisions, pursuant to the provisions of Articles L. 22-10-62 et seq. of the French Commercial Code and the provisions of European Regulation (EU) No 596/2014 of the European Parliament and of the Council of April 16, 2014 on market abuse, to purchase or cause to purchase of Company shares for the purposes of:

- allocating free shares to eligible employees and corporate officers in the context of, in particular, the provisions of Articles L. 225-197-1 *et seq.* and L. 22-10-59 *et seq.* of the French Commercial Code; or
- implementing any Company stock option plan, in particular under the provisions of Articles L. 225-177 *et seq.* and L. 22-10-56 *et seq.* of the French Commercial Code or any similar plan; or
- allocating, selling, or transferring shares to employees as part of their profit sharing plan or pursuant to corporate employee savings plans under the conditions stipulated by law and, in particular, under the terms of Articles L. 3332-1 *et seq.* of the French Labor Code or any other employee share plans, particularly in the context of mechanisms applicable under foreign law, as well as carrying out any hedging transaction related to free share plans, stock option plans, and share ownership plans benefiting the aforesaid employees; or
- generally, meeting any obligations associated with stock option plans or other share plans benefiting the employees or the corporate officers of the Company or of a related company; or
- cancelling all or part of the shares resulting from such buyback; or

- stimulating the secondary market of the Nexans shares through an investment services provider pursuant to the terms of a liquidity contract that complies with the code of ethics recognized by the *Autorité des Marchés Financiers* (French financial markets regulator, or “AMF”); or
- delivering shares upon exercise of rights attached to securities granting rights to the share capital, via the redemption, conversion, exchange, presentation of a warrant, or in any other manner; or
- delivering shares (as valuable consideration, as payment, or otherwise) in the context of external growth transactions, mergers, spin-offs, or capital contributions in an amount not to exceed 5% of the share capital.

Decides that the share buybacks carried out by the Company may involve a number of shares such that:

- on the date of each share buyback, the total number of shares purchased by the Company since the beginning of the share buybacks program (including the shares subject to such buyback) shall not exceed 10% of the total number of shares comprising the Company's share capital as of that date, it being specified that this percentage applies to an amount of share capital adjusted with the transactions impacting it following this Shareholders' Meeting, i.e., for example, as of March 16th, 2023, a share capital comprised of 43 753 380 shares, it being specified that when shares are bought back to promote liquidity under the conditions defined by the AMF's General Regulation, the number of shares taken into account for the calculation of the 10% limit provided for in this paragraph shall correspond to the number of shares purchased, after deducting the number of shares resold during the effective term of the authorization;
- the number of shares held by the Company at any time does not exceed 10% of the total number of shares comprising the share capital of the Company on the relevant date.

The acquisition, sale, exchange or transfer of shares may be carried out at any time, within the limits authorized under legal and regulatory provisions in force, and by any means, whether via regulated markets, multilateral trading systems, through systematic or over the counter internalizers, including by acquiring or selling blocks of shares (without limiting the portion of the share buy-back plan that may be completed in this manner), or through a public tender offer or public exchange offer.

However, in the event that a third party files a tender offer for the securities of the Company, the Board of Directors may not decide to implement this resolution during the offer period without the prior approval of the Shareholders' Meeting.

Pursuant to the terms of this resolution, the maximum purchase price per share shall be equal to EUR 140 (excluding acquisitions costs) (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, or any share capital increase via the capitalization of reserves, an allocation of free shares, a share split or a reverse share split, the distribution of reserves or any other assets, a share capital amortization, or any and all other transactions involving shareholders' equity, the Shareholders' Meeting delegates the necessary powers to the Board of Directors for the purpose of adjusting the aforementioned purchase price in order to take into account the impact of such transactions on the value of the share.

The total amount allocated to the above authorized share buybacks plan may not exceed EUR 100 million.

The Shareholders' Meeting grants all necessary powers to the Board of Directors, with the power to sub-delegate as permitted by law, in order to implement this authorization, to complete the share buybacks plan and, in particular, to place any and all orders on the stock market or carry out any off-market transactions, enter into any and all agreements concerning, in particular, the bookkeeping of share purchases and sales, to allocate or reallocate acquired shares to fulfill set objectives under applicable legal and regulatory conditions, to determine, as the case may be, the terms and conditions according to which the rights of holders of securities or options will be protected, in compliance with the legal, regulatory, or contractual conditions, filing all necessary declarations with the French financial markets regulator and any other body, completing all formalities and, in general, taking all actions required.

The Board of Directors shall inform the Shareholders' Meeting of the transactions carried out pursuant to this resolution.

As of the date hereof, this authorization cancels the unused portion, as the case may be, of the 13th resolution granted to the Board of Directors by the Combined Ordinary and Extraordinary Shareholders' Meeting dated May 11th, 2022, for the purpose of carrying out transactions involving Company shares.

This authorization will expire at the end of a period of eighteen months as from the date of the Shareholders' Meeting hereof.

EXTRAORDINARY SHAREHOLDERS' MEETING

Eighteenth Resolution - Authorization to be granted to the Board of Directors for the purpose of reducing the Company's share capital by cancellation of its own shares

The Shareholders' Meeting, voting in accordance with the quorum and majority required for extraordinary shareholders' meetings, having considered the Board of Directors' Report and the Statutory Auditors' Special Report, authorizes the Board of Directors to reduce the share capital, on one or more occasions, in such proportions and at such times as it deems appropriate, by cancelling, within the limits set by law and in accordance with the provisions of Articles L.22-10-62 et seq. of the French Commercial Code, all or part of the shares acquired in the context of any share buybacks plan authorized by the Shareholders' Meeting.

On the date of each cancellation, the maximum number of shares cancelled by the Company per twenty-four month period prior to such cancellation, including the shares subject to such cancellation, may not exceed 10% of the share capital of the Company on that date, i.e. for illustrative purposes, a maximum number of 4 375 338 shares as of March, 16th, 2023.

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

The Shareholders' Meeting grants all necessary powers to the Board of Directors, with the ability to sub-delegate such powers, for the purpose of carrying out cancellation and share capital reduction transactions that could potentially be carried out by virtue of this authorization, setting the final amount applicable to share capital reduction(s), amending the Bylaws accordingly and, generally, completing all necessary formalities.

As of the date hereof, this authorization cancels the unused portion, as the case may be, of the 14th resolution granted to the Board of Directors by the Combined Ordinary and Extraordinary Shareholders' Meeting dated May 11th, 2022, for the purpose of reducing the share capital via the cancellation of shares acquired in the context of share buyback plans.

This authorization will expire at the end of a period of eighteen months as from the date of the Shareholders' Meeting hereof.

Nineteenth Resolution – Delegation of authority to be granted to the Board of Directors for a 26 month-period, for the purpose of deciding upon the capital increase of the Company by the issuance of ordinary shares and/or securities giving access to Company's equity securities or giving the right to the allocation of debt securities, with preferential subscription rights for shareholders up to a maximum nominal amount of EUR 14 million

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing extraordinary shareholders' meetings, after considering the Board of Directors' Report and the Statutory Auditors' Special Report and pursuant to Articles L.225-129 et seq. of the French Commercial Code, and, in particular Article L. 225-129-2 of the same Code:

1. delegates its authority to the Board of Directors, with the ability to sub-delegate under the conditions set forth by law, for the purpose of deciding to increase the share capital, in one or several transactions, both in France and abroad, in the amounts and at the times it shall determine, either in Euros or in any other currency or monetary unit established by reference to several currencies, via the issuance of (i) ordinary Company shares (excluding preference shares), (ii) securities, including debt securities, granting rights to equity securities to be issued by the Company, and (iii) securities that are equity securities granting rights to other Company equity securities or granting a right to the allocation of debt securities, free of charge or not, it being specified that the subscription of these shares and other securities can be carried out in cash or by offsetting certain, liquid, and due receivables;

2. decides to set the following limits on the amount of authorized share capital increases in the event that the Board of Directors uses this delegation of authority:

- the maximum par value of share capital increases that could potentially be carried out by virtue of this delegation is set at EUR 14 million, it being specified that the maximum aggregate par value of share capital increases that could potentially be carried out by virtue of this delegation as well as those authorized by virtue of the 20th, 21st, 22nd, 23rd, 24th, 25th and 26th resolutions of this General Shareholders' Meeting is set at EUR 14 million;
- the par value of the shares to be issued, as the case may be, in the event of new financial transactions, could be added to these limits, in order to preserve the rights of holders of securities granting rights to equity securities or any other rights granting rights to equity securities, in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment;

3. decides that the maximum aggregate nominal amount of issuances of debt securities granting rights to Company equity securities to be issued cannot exceed EUR 350 million or the exchange value of this amount in any other currency as at the issuance date, increased, as the case may be, by any redemption premium above the par value, it being specified that this amount will be deducted from the maximum nominal amount of the debt securities granting rights to equity securities to be issued by the Company, and issued by virtue of the delegations provided for under the terms of the 21st, 22nd and 23rd, resolutions of this General Shareholders' Meeting;

4. decides that this delegation will expire in twenty-six months as from the date of this Shareholders' Meeting;
5. in the event that the Board of Directors uses this delegation:
- decides that the issuance(s) will be preferentially reserved for shareholders who can subscribe an amount of shares on an irreducible basis, proportionally to the number of shares they own at that time;
 - decides that, in accordance with the terms of Article L. 225-133 of the French Commercial Code, the Board of Directors has the ability to introduce a subscription right on a reducible basis that shareholders can exercise proportionally to the subscription rights they hold and, in all cases, not to exceed the amount of shares they requested;
 - acknowledges that, in accordance with the terms of Article L. 225-134 of the French Commercial Code, if subscriptions on an irreducible basis and, as the case may be, subscriptions on a reducible basis do not fully cover the amount of the share capital increase, the Board of Directors can take any of the following actions, under the conditions set forth by law and in the order it shall determine:
 1. limit the issuance to the amount of subscriptions, provided this number reaches at least three quarters of the decided issuance;
 2. freely distribute all or part of the shares decided to be issued but still unsubscribed securities;
 3. offer all or part of the unsubscribed shares to the public, on the French or foreign market;
6. acknowledges that this delegation implies ipso jure that, for the benefit of holders of securities that could be issued and granting rights to equity securities of the Company, shareholders waive their preferential subscription right to the new shares to which said securities will grant a right;
7. decides that the issuances of Company share warrants that may be carried out in the context of this delegation can be completed through a subscription offering, but also by granting freely to owners of old shares, it being specified that the Board of Directors will have the right to decide that the allocation rights to fractional shares cannot be traded and that the corresponding securities will be sold;
8. decides that the sum the Company receives or should receive for each of the shares issued in the context of this delegation will be at least equal to the par value of the share as of the issuance date of said securities;
9. decides that the Board of Directors will have all powers, with the ability to sub-delegate such powers as permitted by law, for the purpose of implementing this delegation and, in particular, to:
- set the terms and conditions of the issuances, the nature and characteristics of the securities issued, the terms and conditions applicable to the allocation of the equity securities to which these securities grant a right, as well as the dates on which the allocation rights can be exercised
 - decide not to take into account shares owned by the Company in determining the preferential subscription rights attached to other shares;
 - set, as the case may be, the terms and conditions applicable to the exercise of the rights attached to the shares and, in particular, set the date, which could be retroactive, as from which the new shares will bear benefit entitlement (jouissance), as well as all other terms and conditions related to the completion of the share capital increase;
 - deduct, at its own discretion, the share capital increase costs from the amount of related premiums and withdraw the amounts necessary to fund the legal reserve;
 - acknowledge the completion of each share capital increase and amend the By-Laws accordingly;
 - set, in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment, the terms and conditions according to which the rights of holders of securities granting future rights to a portion of the Company's share capital will be preserved;
 - generally, enter into any agreement, in particular for the purpose of successfully completing the planned issuances, take all measures and complete all formalities useful for the issuance, the listing, and the financial servicing of the shares issued by virtue of this delegation as well as the exercise of the rights attached thereto;
10. decides that, in the event a third party initiates a takeover for the securities of the Company, the Board of Directors cannot decide to use this delegation during the offer period unless the Shareholders' Meeting grants its prior approval;
11. acknowledges that this delegation cancels, effective as of the date hereof, as the case may be, any unused portion of the 19th resolution adopted by the Combined Shareholders' Meeting dated May 12th, 2021, and with the same purpose as the resolution hereof;
12. acknowledges that, in the event that the Board of Directors uses this delegation, it is required to report to the following Ordinary Shareholders' Meeting, in accordance with applicable law and regulations, regarding the use it made of the authorizations granted under this resolution.

Twentieth Resolution - Delegation of authority to be granted to the Board of Directors for a 26 month-period, for the purpose of deciding to increase the share capital via the capitalization of premiums, reserves, profits or other amounts, the capitalization of which would be limited to a par value of EUR 14 million

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the Board of Directors' Report, and in accordance with the provisions of Articles L. 225-129 et seq and L. 22-10-50 of the French Commercial Code:

1. delegates its authority to the Board of Directors, with the ability to sub-delegate under the conditions set forth by law, for the purpose of deciding to increase the share capital, in one or several transactions, in the amounts and at the times it shall determine, via the capitalization of premiums, reserves, profits or other amounts, the capitalization of which is possible regarding laws and By-laws, and carried out in the form of an issuance of new shares or an increase in the par value of existing shares, or a combination of both. The maximum par value of share capital increases that could potentially be carried out by virtue of this delegation cannot exceed EUR 14 million, it being specified that this amount will be deducted from the aggregate EUR 14 million ceiling set in Paragraph 2 of the 19th resolution submitted to this General Shareholders' Meeting or, as the case may be, from the corresponding ceiling set forth in a resolution of the same type that were to replace said resolution during the validity period of the delegation hereof;
2. in the event that the Board of Directors uses this delegation, delegates all powers to the latter, with the ability to sub-delegate such powers as permitted by law, for the purpose of implementing this delegation and, in particular, to:
 - set the amount and the types of amounts to be capitalized, set the number of new shares to be issued and/or the amount by which the par value of existing shares will be increased, set the date, which could be retroactive, as from which the new shares will bear benefit entitlement (jouissance) or the date on which the increase in the par value of the shares will take effect;
 - decides, in the event of the issuance of new shares, that the rights to fractional shares cannot be traded and that the corresponding shares will be sold; the amounts derived from said sale will be allocated to rights holders under the conditions set forth by applicable law and regulations;
 - make any adjustments intended to take into account the impact of transactions on the Company's share capital, and set any other terms and conditions enabling to ensure, as the case may be, the preservation of the rights of holders of securities granting rights to the share capital (including via cash adjustments), in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment;
 - acknowledge the completion of each share capital increase and amend the By-Laws accordingly;
 - generally, enter into any agreement, take all measures and complete all formalities useful for the issuance, the listing, and the financial servicing of the securities issued by virtue of this delegation as well as the exercise of the rights attached thereto;
3. decides that, in the event a third party initiates a takeover for the securities of the Company, the Board of Directors cannot decide to use this delegation during the offer period unless the Shareholders' Meeting grants its prior approval;
4. acknowledges that this delegation cancels, effective as of the date hereof, as the case may be, any unused portion of the 20th resolution adopted by the Combined Shareholders' Meeting dated May 12th, 2021, with the same purpose as the resolution hereof;

This delegation will expire in twenty-six months as from the date of this Shareholders' Meeting.

Twenty-first Resolution - Delegation of authority to be granted to the Board of Directors for a 26 month-period, for the purpose of deciding or authorizing the issuance - without shareholders' preferential subscription rights - of ordinary Company shares and/or securities granting rights to equity securities of the Company, or granting rights to debt securities, via a public offering (with an exclusion of offers referred to in 1° of Article L411-2 of the French Monetary and Financial Code), and within the limit a par value of EUR 4 375 330, a sub ceiling shared by the 22nd, 23rd and 24th resolutions

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing extraordinary shareholders' meetings, after considering the Board of Directors' Report and the Statutory Auditors' Special Report, and in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code and, in particular, Articles L. 225-129-2, L. 22-10-51 and L. 22-10-52 of the same Code, and with the provisions of Articles L. 228-91 et seq. of said Code:

1. delegates its authority to the Board of Directors, with the ability to sub-delegate under the conditions set forth by law, for the purpose of deciding to increase the share capital, in one or several transactions, both in France and abroad, by public offering excluding any offers referred to in 1° of the Article L. 411-2 of the French Monetary and Financial Code in the amounts and at the times it shall determine, either in Euros or in any other currency or monetary unit established by reference to several currencies, via the issuance of (i) ordinary Company shares, (ii) securities, including debt securities, granting rights to equity securities to be issued by the Company, and (iii) securities that are equity securities granting rights to other Company equity securities or granting a right to the allocation of debt securities, it being specified that the subscription of these shares and other securities can be carried out in cash or by offsetting certain, liquid, and due receivables;
2. delegates its authority to the Board of Directors, with the ability to sub-delegate under the conditions set forth by law, for the purpose of deciding the issuance of equity securities to be issued by Company, following the issuance by the companies in which it directly or indirectly holds more than half of the share capital,

3. decides to set the following limits on the amount of authorized share capital increases in the event that the Board of Directors uses this delegation:

- the maximum par value of share capital increases that could potentially be carried out immediately or in the future by virtue of this delegation is set at EUR 4 375 330 a sub ceiling shared by the 22nd, 23rd and 24th resolutions of this General Shareholders' Meeting, it being specified that this amount will be deducted from the aggregate EUR 14 million ceiling set in Paragraph 2 of the 19th resolution of this General Shareholders' Meeting or, as the case may be, from the corresponding ceiling set forth in a resolution of the same type that were to replace said resolution during the validity period of the delegation hereof;
- the par value of the shares to be issued in the future, as the case may be, in the event of new financial transactions, could be added to this limit, in order to preserve the rights of holders of securities granting rights to equity securities or any other rights granting rights to equity securities, in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment.

4. decides that the maximum aggregate par value of issuances of debt securities granting rights to Company equity securities to be issued cannot exceed EUR 350 million, or the exchange value of this amount in any other currency as at the issuance date, increased as the case may be, by any redemption premium above the par value, it being specified that this amount will be deducted from the maximum par value of the debt securities granting rights to Company equity securities to be issued, and issued by virtue of the delegations provided for under the terms of the 19th, 22nd and 23rd resolutions of this General Shareholders' Meeting;

5. decides that the Board of Directors can, within a limit not to exceed the aggregate amount of the share capital increase authorized in paragraph 3) above, issue ordinary Company shares and/or securities granting immediate or future rights to Company shares to be issued for the purpose of compensating securities contributed in the context of a public exchange offer initiated by the Company, under the terms and conditions set forth in Article L. 22-10-54 of the French Commercial Code;

6. decides that this delegation will expire in twenty-six months as from the date of this Shareholders' Meeting;

7. decides to cancel shareholders' preferential subscription rights to the securities subject to the terms of this resolution while, however, leaving the Board of Directors, pursuant to the terms of Article L. 22-10-52 of the French Commercial Code, the ability to grant shareholders, for a period and in accordance with the terms and conditions it shall set in compliance with the applicable legal and regulatory provisions and for all or part of the effected issuance, a priority subscription period that does not give rise to tradable rights and that must be exercised proportionally to the number of shares owned by each shareholder, which can potentially include a subscription on a reducible basis;

8. decides that if the subscriptions, including, as the case may be, shareholders' subscriptions, does not fully cover the amount of the issuance, the Board of Directors can use, under the conditions set forth by law and in the order it shall determine, one and/or the other of the mechanisms described below:

- limit the issuance to the amount of subscriptions received, provided this number reaches at least three quarters of the decided issuance;
- freely distribute all or part of the unsubscribed securities;
- offer all or part of the unsubscribed securities to the public, on the French market or abroad;

9. acknowledges the fact that this delegation implies ipso jure that, for the benefit of holders of issued securities granting rights to Company equity securities to be issued, shareholders expressly waive their preferential subscription right to the shares to which said securities will grant a right;

10. decides that:

- the issuance price of the shares will at least be equal to the lowest price authorized pursuant to applicable regulatory provisions on the issuance date or, as of the date hereof, to the weighted average of the market prices during the three trading days preceding the date on which the issuance price is set, minus, as the case may be, a maximum 10% discount after correcting for the difference, if any, in benefit entitlement date (jouissance);
- the issuance price of the securities granting rights to equity securities to be issued, and the number of shares resulting from the exercise of securities granting rights to equity securities to be issued, will be such that the amount the Company immediately receives plus, as the case may be, the sum the Company could potentially receive in the future or, for each share issued, an amount at least equal to the subscription price set forth under applicable legal and regulatory provisions as of the issuance date or, currently, to the minimum issuance price defined in the preceding sub-paragraph;

11. decides that the Board of Directors will have all powers, with the ability to sub-delegate such powers as permitted by law, for the purpose of implementing this delegation and, in particular, to:

- set the terms and conditions of the issuances, the nature and characteristics of the securities issued, the terms and conditions applicable to the allocation of the equity securities to which these securities grant a right, as well as the dates on which the allocation rights can be exercised;

- set the amount of the share capital increase, the issuance price, as well as the amount of the premium that could, as the case may be, be requested upon issuance;
- determine the dates and terms and conditions of the share capital increase, the type, amount, and characteristics of debt securities to be created; in addition, decide whether they will be subordinated (and, as the case may be, their subordination rank, in accordance with the provisions of Article L. 228-97 of the French Commercial Code), set their interest rate (particularly the fixed, variable, zero coupon, or indexed interest rate) and provide for, if applicable, mandatory or optional interest payment suspension or non-payment cases, set their term (indefinite or not), the possibility to reduce or increase the par value of the securities and the other terms and conditions applicable to the issuance (including whether to grant them guarantees or security interests) and the amortization (including redemption in exchange for Company assets); amend, over the life of the securities in question, the above terms and conditions, in compliance with applicable formalities;
- determine the payment terms applicable to the shares or securities granting rights to equity securities to be issued immediately or in the future;
- set, as the case may be, the terms and conditions applicable to the exercise of the rights (if applicable, rights to conversion, exchange, redemption, including in exchange for Company assets, such as own shares or securities already issued by the Company) attached to the shares or securities granting rights to Company equity securities to be issued and, in particular, set the date, which could be retroactive, as from which the new shares will bear benefit entitlement (jouissance), as well as all other terms and conditions related to the completion of the share capital increase;
- set the terms and conditions according to which the Company will have, as the case may be, the ability to purchase or exchange, on the stock market, and at any time or during predetermined periods, securities to be issued immediately or in the future and intended to be cancelled or not, pursuant to applicable provisions;
- provide for the option to suspend the exercise of the rights attached to these securities issued in accordance with legal and regulatory provisions;
- deduct, at its own discretion, the share capital increase costs from the amount of related premiums and withdraw the amounts necessary to fund the legal reserve;
- make any adjustments intended to take into account the impact of transactions on the Company's share capital, and set any other terms and conditions enabling to ensure, as the case may be, the preservation of the rights of holders of securities granting rights to equity securities (including via cash adjustments), in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment;
- acknowledge the completion of each share capital increase and amend the By-Laws accordingly;
- generally, enter into any agreement, in particular for the purpose of successfully completing the planned issuances, take all measures and complete all formalities useful for the issuance, the listing, and the financial servicing of the securities issued by virtue of this delegation as well as the exercise of the rights attached thereto;

12. decides that, in the event a third party initiates a takeover for the securities of the Company, the Board of Directors cannot decide to use this delegation during the offer period unless the Shareholders' Meeting grants its prior approval;

13. acknowledges the fact that this delegation cancels, effective as of the date hereof, as the case may be, any unused portion of the 21st resolution adopted by the Combined Shareholders' Meeting dated May 15th, 2021, with the same purpose as the resolution hereof;

14. acknowledges that, in the event that the Board of Directors uses this delegation, it is required to report to the following Ordinary Shareholders' Meeting, in accordance with applicable law and regulations, regarding the use it made of the authorizations granted under this resolution.

Twenty-second Resolution - Delegation of authority to be granted to the Board of Directors for a 26 month-period, for the purpose of deciding on the issuance - without shareholders' preferential subscription rights - of ordinary Company shares and/or securities granting rights to equity securities of the Company, or granting rights to debt securities, via public offering pursuant to 1° of Article L. 411-2, of the French Commercial and Monetary Code, and within the limit of a par value of EUR 4 375 330, a sub-ceiling shared by the 21st, 23rd and 24th resolutions

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing extraordinary shareholders' meetings, after considering the Board of Directors' Report and the Statutory Auditors' Special Report, and in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code and, in particular, Articles L. 225-129-2, L. 22-10-51 and L. 22-10-52 of said Code, and with the provisions of Articles L. 228-91 et seq. of said Code:

1. delegates its authority to the Board of Directors, with the ability to sub-delegate under the conditions set forth by law, for the purpose of deciding to increase the share capital, in one or several transactions, both in France and abroad, in the amounts and at the times it shall determine, via a public offering described in Paragraph 1° of Article L. 411-2 of the French Monetary and Financial Code, either in Euros or in any other currency or monetary unit established by reference to several currencies, via the issuance of (i) ordinary Company shares, (ii) securities, including debt securities, granting rights to equity securities to be issued by the Company, and (iii) securities that are equity securities giving access to other equity securities of the Company or giving the right to the allocation of debt securities, whether for consideration or free of charge, it being specified that the subscription of these shares and other securities may be carried out either in cash or by offsetting against certain, liquid and due receivables;

2. delegates its authority to the Board of Directors, with the ability to sub-delegate under the conditions set forth by law, for the purpose of deciding upon the issuance of shares to be issued by the Company, following the issuances by the companies in which it directly or indirectly holds more than half of the share capital;

3. decides to set the following limits on the amount of authorized share capital increases in the event that the Board of Directors uses this delegation:

- the maximum par value of share capital increases that could potentially be carried out immediately or in the future by virtue of this delegation is set at EUR 43 753 330 a sub-ceiling shared by 21st, 23rd and 24th resolutions of this General Shareholders' Meeting, it being specified that this amount will be deducted from the amount of the aggregate EUR 14 million ceiling set in Paragraph 2 of the 19th resolution of this General Shareholders' Meeting or, as the case may be, from the corresponding ceiling set forth in a resolution of the same type that were to replace said resolution during the validity period of the delegation hereof;
- in any event, the issuances of equity securities carried out by virtue of this delegation cannot exceed the ceilings set forth under applicable regulations as of the issuance date (or, as the of date hereof, 20% of the share capital per year); and
- the par value of the shares to be issued in the future, as the case may be, in the event of new financial transactions, could be added to these limits, in order to preserve the rights of holders of securities granting rights to equity securities or any other rights granting rights to equity securities, in accordance with legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment;

4. decides that the maximum aggregate par value of issuances of debt securities granting rights to Company equity securities to be issued cannot exceed EUR 350 million, or the exchange value of this amount in any other currency as at the issuance date, increased as the case may be, by any redemption premium above the par value, it being specified that this amount will be deducted from the maximum par value of the debt securities granting rights to Company equity securities to be issued, and issued by virtue of the delegations provided for under the terms of the 19th, 21st, 22nd and 23rd resolutions of this General Shareholders' Meeting;

5. decides that this delegation of authority will expire in twenty-six months as from the date of this Shareholders' Meeting;

6. decides to cancel shareholders' preferential subscription rights to the securities subject to this resolution;

7. acknowledges the fact that if subscriptions do not fully cover the amount of the issuance, the Board of Directors can limit the amount of the transaction to the amount of subscriptions received, provided this number reaches at least three quarters of the decided issuance;

8. acknowledges the fact that this delegation implies ipso jure that, for the benefit of holders of issued securities granting rights to equity securities of the Company to be issued, shareholders waive their preferential subscription right to the shares to which said securities will grant a right;

9. decides that:

- the issuance price of the shares will at least be equal to the lowest price authorized pursuant to applicable regulatory provisions on the issuance date or, as of the date hereof, to the weighted average of the market prices during the three trading days preceding the date on which the issuance price is set, minus, as the case may be, a maximum 10% discount after correcting for the difference, if any, in benefit entitlement date (jouissance);
- the issuance price of the securities granting rights to equity securities to be issued, and the number of shares resulting from the exercise of securities granting rights to equity securities to be issued, will be such that the amount the Company immediately receives plus, as the case may be, the amount the Company could potentially receive in the future or, for each share issued, an amount at least equal to the subscription price set forth under applicable legal and regulatory provisions as of the issuance date or, currently, to the minimum issuance price defined in the preceding sub-paragraph;

10. decides that the Board of Directors will have all powers, with the ability to sub-delegate such powers as permitted by law, for the purpose of implementing this delegation and, in particular, to:

- set the terms and conditions of the issuances, the nature and characteristics of the securities issued, the terms and conditions applicable to the allocation of the equity securities to which these securities grant a right, as well as the dates on which the allocation rights can be exercised, determine the amount of the share capital increase, the issuance price, as well as the amount of the premium;
- determine the dates and terms and conditions of the share capital increase, the type, amount, and characteristics of debt securities to be created; in addition, decide whether they will be subordinated (and, as the case may be, their subordination rank, in accordance with the provisions of Article L. 228-97 of the French Commercial Code), set their interest rate (particularly the fixed, variable, zero coupon, or indexed interest rate) and provide for, if applicable, mandatory or optional interest payment suspension or non-payment cases, set their term (indefinite or not), the possibility to reduce or increase the par value of the securities and the other terms and conditions applicable to the issuance (including whether to grant them guarantees or surety interests) and the amortization (including redemption in exchange for Company assets); amend, over the life of the securities in question, the above terms and conditions, in compliance with applicable formalities;

- determine the payment terms applicable to the shares or securities granting rights to equity securities to be issued immediately or in the future;
- set, as the case may be, the terms and conditions applicable to the exercise of the rights (if applicable, rights to conversion, exchange, redemption, including in exchange for Company assets, such as own shares or securities already issued by the Company) attached to the shares or securities granting rights to Company equity securities to be issued and, in particular, set the date, which could be retroactive, as from which the new shares will bear benefit entitlement (jouissance), as well as all other terms and conditions related to the completion of the share capital increase;
- set the terms and conditions according to which the Company will have, as the case may be, the ability to purchase or exchange, on the stock market, and at any time or during predetermined periods, securities to be issued immediately or in the future and intended to be cancelled or not, pursuant to applicable provisions;
- provide for the option to suspend the exercise of the rights attached to these securities issued in accordance with legal and regulatory provisions;
- deduct, at its own discretion, the share capital increase costs from the amount of related premiums and withdraw the amounts necessary to fund the legal reserve;
- make any adjustments intended to take into account the impact of transactions on the Company's share capital, and set any other terms and conditions enabling to ensure, as the case may be, the preservation of the rights of holders of securities granting rights to equity securities (including via cash adjustments), in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment;
- acknowledge the completion of each share capital increase and amend the By-Laws accordingly;
- generally, enter into any agreement, in particular for the purpose of successfully completing the planned issuances, take all measures and complete all formalities useful for the issuance, the listing, and the financial servicing of the securities issued by virtue of this delegation as well as the exercise of the rights attached thereto;

11. decides that, in the event a third party initiates a takeover for the securities of the Company, the Board of Directors cannot decide to use this delegation during the offer period unless the Shareholders' Meeting grants its prior approval;

12. acknowledges the fact that this delegation cancels, effective as of the date hereof, as the case may be, any unused portion of the 22nd resolution adopted by the Combined Shareholders' Meeting dated May 12, 2021, with the same purpose as the resolution hereof.

13. acknowledges that, in the event that the Board of Directors uses this delegation, it is required to report to the following Ordinary Shareholders' Meeting, in accordance with applicable law and regulations, regarding the use it made of the authorizations granted under this resolution.

Twenty-third Resolution - Delegation of authority to be granted to the Board of Directors for a 26 month-period, for the purpose of deciding to increase the number of securities to be issued in the event of a share capital increase with or without shareholders' preferential subscription rights, within a limit not to exceed 15% of the initial amount of the issuance, and up to the limit of the aggregate ceiling set pursuant to the 19th resolution and of the shared sub ceiling set pursuant to the terms of the 21st, 22nd and 24th resolutions

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing extraordinary shareholders' meetings, after considering the Board of Directors' Report and the Statutory Auditors' Special Report, in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code:

1. delegates its authority to the Board of Directors, with the ability to sub-delegate under the conditions set forth by law, for the purpose of deciding to increase the number of securities to be issued with respect to each of the issuances carried out by virtue of the 19th, 21st and 22nd resolutions of this General Shareholders' Meeting, at the same price as that retained for the initial issuance, within the time frame and limits set forth under applicable regulations as of the issuance date (or, as of the date hereof, within thirty days of the close of the subscription period and within a limit not to exceed 15% of the initial issuance);

2. decides that the par value of share capital increases that could potentially be carried out pursuant to this delegation will be deducted (i) from the aggregate EUR 14 million ceiling set in Paragraph 2 of the 19th resolution of this General Shareholders' Meeting or, as the case may be, from the corresponding ceiling that could be set pursuant to the terms of a resolution of the same type that were to replace said resolution during the validity period of the delegation hereof, and (ii) from the EUR 4,375,330 sub-ceiling set pursuant to the 21st, 22nd and 24th resolutions of this General Shareholders' Meeting, in the event of an issuance without preferential subscription rights;

3. decides that, in the event a third party initiates a takeover for the securities of the Company, the Board of Directors cannot decide to use this delegation during the offer period unless the Shareholders' Meeting grants its prior approval;

4. acknowledges the fact that this delegation cancels, effective as of the date hereof, as the case may be, any unused portion of the 23rd resolution adopted by the Combined Shareholders' Meeting dated May 12th, 2021, and which shares the same purpose as the resolution hereof.

This delegation will expire in twenty-six months as from the date of this Shareholders' Meeting.

Twenty-fourth resolution - Delegation of power granted to the Board of Directors for a 26 month-period, for the purpose of issuing ordinary Company shares or securities granting rights to Company equity securities to be issued in consideration of contributions in kind of shares or equity securities granting rights to the share capital, without shareholders' preferential subscription rights, within the limit of a par value of EUR 4 375 330 which corresponds to the shared sub ceiling set with respect to the 21st, 22nd and 23rd resolutions

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing extraordinary shareholders' meetings, after considering the Board of Directors' Report and the Statutory Auditors' Special Report, and in accordance with the provisions of Article L. 225-129 et seq. of the French Commercial Code and, in particular, the Article L. 22-10-53 of said Code:

1. authorizes the Board of Directors, with the ability to sub-delegate under the conditions set forth by law, for the purpose of carrying out a share capital increase in one or more transactions, within the limit of a par value of EUR 43,753,330, in consideration of contributions in kind granted to the Company of shares or equity securities granting rights to the share capital, whenever the provisions of Article L. 22-10-54 of the French Commercial Code do not apply, via the issuance, in one or more transactions, of ordinary Company shares (with the exception of preferred shares) or securities granting rights to Company equity securities to be issued without shareholders' preferential subscription rights, it being specified that the maximum par value of the share capital increases that could potentially be carried out pursuant to this delegation will be deducted (i) from the aggregate EUR 14 million ceiling set in Paragraph 2 of the 19th resolution of this General Shareholders' Meeting or, as the case may be, from the corresponding ceiling set pursuant to the terms of a resolution of the same type that were to replace said resolution during the validity period of the delegation hereof, and (ii) from the EUR 4 375 330 sub-ceiling set pursuant to the 21st, 22nd and 23rd resolutions of this General Shareholders' Meeting;

2. decides that the Board of Directors will have all powers, with the ability to sub-delegate such powers as permitted by law, for the purpose of implementing this resolution and, in particular, to:

- determine the list of securities contributed, set all the terms and conditions of the authorized transactions, value the contributions, set the conditions of the issuance of securities compensating such contributions, as well as, if applicable, the amount of cash to be paid, approve the grant of specific benefits, and reduce, provided contributors consent to it, the valuation of the contributions or the compensation of specific benefits;
- determine the securities to be issued (terms and conditions, amount, benefit entitlement date (jouissance)) and decide on the share capital increase compensating the contributions;
- determine the characteristics of the securities compensating the contributions and set the terms and conditions according to which the rights of holders of securities granting rights to equity securities will be preserved, as the case may be;
- deduct, at its own discretion, the share capital increase costs from the amount of related premiums and withdraw the amounts necessary to fund the legal reserve;
- acknowledge the completion of each share capital increase and amend the By-Laws accordingly;
- generally, take all measures and complete all formalities useful for the issuance, the listing, and the financial servicing of the securities issued by virtue of this delegation as well as the exercise of the rights attached thereto;

3. decides that, in the event a third party initiates a takeover for the securities of the Company, the Board of Directors cannot decide to use this delegation during the offer period unless the Shareholders' Meeting grants its prior approval;

4. acknowledges that this delegation cancels, effective as of the date hereof, as the case may be, any unused portion of the 24th resolution adopted by the Combined Shareholders' Meeting dated May 12th, 2021, and which shares the same purpose as the resolution hereof;

This delegation, subject to the resolution hereof, will expire in twenty-six months as from the date of this Shareholders' Meeting.

Twenty-fifth Resolution - Delegation of authority to be granted to the Board of Directors for an 18 month-period, for the purpose of deciding to increase the share capital via the issuance of shares and securities granting access to the share capital, and reserved for members of savings plans, without shareholders' preferential subscription rights, for the benefit of said members, and within the limit of a par value of EUR 400,000

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing extraordinary shareholders' meetings, after considering the Board of Directors' Report and the Statutory 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, in particular, the provisions of Articles L. 3332-18 to L. 3332-24 of the French Labor Code:

1. delegates its authority to the Board of Directors, with the ability to sub-delegate under the conditions permitted by law, for the purpose of deciding on the share capital increase, in one or more transactions, of a maximum par value of EUR 400,000 or the equivalent in any other currency or monetary unit established by reference to several currencies (it being specified that the par value of additional shares that could be issued, as the case may be, in the event of new financial transactions,

will be added to this limit in order to preserve the rights of holders of securities granting rights to the share capital), via the issuance(s) of shares or equity securities granting rights to equity securities to be issued, reserved for eligible current and former employees and corporate officers, pursuant to the terms of the French Labor Code, who are members of one or several company savings plans (or any other plan under which Articles L. 3332-1 et seq. of the French Labor Code or any other analogous law or regulation would allow for reserving a share capital increase to its members under equivalent conditions) implemented within the Group including the Company and the French or foreign companies related to the Company under the conditions set forth in Article L. 225-180 of the French Commercial Code and Article L 3344-1 of the French Labor Code, it being specified that the subscription of shares or equity securities granting rights to equity securities to be issued can be carried out via a fonds commun de placement d'entreprise (collective employee investment vehicle under French law, or "FCPE"), in particular an FCPE with an investment "formula" in the meaning of the Autorité des Marchés Financiers' regulations, or any other collective investment vehicle authorized under applicable regulations;

2. decides that the maximum par value of share capital increases that could potentially be carried out based on this delegation will be deducted from the aggregate EUR 14 million ceiling set in Paragraph 2 of the 19th resolution of this General Shareholders' Meeting or, as the case may be, from the corresponding ceiling set forth in a resolution of the same type that were to replace said resolution during the validity period of the delegation hereof;

3. decides that the issuance price of the new shares or equity securities, granting rights to equity securities to be issued, that could potentially be issued by virtue of this delegation, will be determined under the conditions set forth in Articles L. 3332-18 et seq. of the French Labor Code and will be at least equal to the average of the prices quoted over the twenty trading days preceding the day of the decision setting the opening date of the subscription (the "Reference Price") decreased by the maximum discount provided for by law on the day of the Board of Directors' decision; however, the General Shareholders' Meeting expressly authorizes the Board of Directors, if deemed appropriate, to reduce or cancel the aforementioned discount, under applicable legal and regulatory limits, particularly in order to take into account, inter alia, the locally applicable legal, accounting, tax, and social security regimes;

4. authorizes the Board of Directors to grant to the above-mentioned beneficiaries, free of charge and in addition to the shares or equity securities, to be subscribed in cash and granting rights to equity securities to be issued, shares or equity securities granting rights to equity securities to be issued or already issued, in substitution of all or part of the discount from the Reference Price above-mentioned and/or the employer matching contribution, it being understood that the benefit resulting from this grant cannot exceed the applicable legal and regulatory limits under the terms of Articles L. 3332-10 et seq. of the French Labor Code;

5. decides, for the benefit of the above-mentioned beneficiaries, to cancel shareholders' preferential subscription rights to the shares and equity securities granting rights to equity securities to be issued, the issuance of which is subject to this delegation, it being specified that said shareholders also waive, in the event of the allocation, at no charge, of shares or equity securities granting rights to equity securities to the above-mentioned beneficiaries, any right to said shares or equity securities granting rights to equity securities, including the portion of capitalized reserves, profits, or premiums, up to the amount of free securities allocated, carried out based on the terms of this resolution;

6. authorizes the Board of Directors, under the conditions of this delegation, to sell shares to members of a company savings plan, as provided for under the terms of Article L. 3332-24 of the French Labor Code, it being specified that sales of shares that include a discount awarded for the benefit of members of one or several company savings plans described in this resolution will be deducted from the amount of the ceilings discussed above in Paragraph 1, up to the par value of the shares thus sold;

7. decides that the Board of Directors will have all powers to implement this delegation, with the ability to sub-delegate such powers as permitted by law, within the limits and under conditions specified above and, in particular:

- to set, under applicable legal conditions, the list of companies, the above-mentioned beneficiaries of which will be able to subscribe the shares or equity securities granting rights to equity securities thus issued, and benefit, as the case may be, from the grant of free shares or equity securities granting rights to equity securities;
- to decide that the subscriptions can be carried out directly by beneficiary members of a company savings plan, or via an FCPE or other structures or entities permitted under applicable legal or regulatory provisions;
- to set the opening and closing dates for subscriptions;
- to determine the amounts of the issuances that will be carried out by virtue of this authorization and to set, in particular, the issuance prices, dates, time frames, and terms and conditions applicable to the subscription, payment, delivery, and benefit entitlement (jouissance) of the securities (which could be retroactive), the reduction rules applicable in the event of oversubscription as well as the other terms and conditions of the issuances, within applicable legal and regulatory limits ;
- in the event of a grant of free shares or equity securities granting rights to equity securities, to set the type, characteristics, and the amount of shares or equity securities granting rights to equity securities to be granted to each beneficiary, and to set the dates, time frames, and terms and conditions applicable to the allocation of these shares or equity securities granting rights to equity securities, within the legal and regulatory limits in force and, in particular, to fully or partially replace the discounts on the above-mentioned with this grant, or deduct the exchange value of these shares or equity securities granting rights to equity securities from the total amount of the employer matching contribution, or a combination of both, and deduct the necessary amounts, as the case may be, from the issuance reserves, profits, or premiums, to pay for the new shares to be issued that would be granted as such;
- to acknowledge the completion of the share capital increases up to the limit of shares effectively subscribed;

- as the case may be, to deduct, at its own discretion, the share capital increase costs from the amount of related premiums and withdraw the amounts necessary to increase the legal reserve to one tenth of the new share capital amount resulting from these share capital increases;
- to enter into all agreements, to complete all necessary transactions and formalities either directly or indirectly via an officer, including completing the formalities required following the share capital increases and amending the Bylaws accordingly;
- generally, to enter into any agreement, in particular for the purpose of successfully completing the planned issuances, to take all measures and decisions and to complete all formalities useful for the issuance, the listing, and the financial servicing of the securities issued by virtue of this delegation, as well as for the exercise of the rights attached thereto, or required post-completion of the share capital increases;

8. decides that this delegation will expire in eighteen months as from the date of this Shareholders' Meeting.

Twenty-sixth Resolution - Delegation of authority to be granted to the Board of Directors for an 18 month-period, for the purpose of carrying out a share capital increase reserved for a category of beneficiaries, allowing for an employee shareholding plan to be offered to employees of certain foreign Group subsidiaries, under conditions comparable to those provided for in the 25th Resolution of this General Shareholders' Meeting, without shareholders' preferential subscription rights, for the benefit of said category of beneficiaries, and within the limit of a par value of EUR 100,000

In accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, particularly Articles L. 225-129-2 and L. 225-138 of said Code, the Shareholders' Meeting, voting in accordance with the quorum and majority rules governing extraordinary shareholders' meetings, after considering the Board of Directors' Report and the Statutory Auditors' Special Report:

1. acknowledges the fact that the legal and/or tax framework in certain countries could make it difficult or irrelevant to implement employee shareholding plans carried out directly or via an FCPE by virtue of the 25th Resolution subject to this General Shareholders' Meeting (it being specified that eligible beneficiaries of the Groupe Nexans companies, the registered headquarters of which are located in one of these countries, are hereinafter referred to as "Foreign Employees," and that the "Nexans Group" includes the Company and the French and foreign subsidiaries related to the Company under the conditions set forth in Article L. 225-180 of the French Commercial Code and of Article L. 3344-1 of the French Labor Code) and, as a result, the fact that the implementation, for the benefit of Foreign Employees, of alternate formulae differing from those offered to residents of France who are members of one of the company savings plans established by one of the companies of the Nexans Group could be recommended;
2. delegates its authority to the Board of Directors, with the ability to sub-delegate under the conditions set forth by law, for the purpose of deciding to increase the share capital of the Company, in one or several transactions, both in France and abroad, in the amounts and at the times it shall determine, either in Euros or in any other currency or monetary unit established by reference to several currencies, via the issuance of shares without shareholders' preferential subscription rights, for the benefit of the category of beneficiaries defined hereafter, it being specified that the subscription of these shares can be carried out in cash or by offsetting receivables;
3. decides to cancel shareholders' preferential subscription right to the shares issued in the context of this delegation and to reserve the right to subscribe them to the following category of beneficiaries: any credit institution or subsidiary of such an institution acting at the Company's request to implement an alternate offer for the benefit of all or part of the Foreign Employees, presenting an economic profile comparable to any employee shareholding scheme that could potentially be put in place in the context of a share capital increase carried out pursuant to the terms of the 25th Resolution of this General Shareholders' Meeting;
4. decides that, in event this delegation is used, the issuance price of the new shares, to be issued pursuant to the terms of this delegation, can neither be lower to an amount equal to the average of the opening prices of the Company share during the twenty trading days preceding the date of the decision that sets the opening date of the subscription period subject to this resolution or of a share capital increase carried out by virtue of the 25th Resolution of this General Shareholders' Meeting, decreased by the maximum discount above-mentioned in the 25th resolution; the Board of Directors can decide to reduce or cancel any discount thus granted, if deemed appropriate and, in particular, in order to take into account the legal, accounting, tax, and social security regimes applicable locally;
5. decides that the share capital increase(s) decided by virtue of this delegation can grant the right to subscribe a number of shares representing a maximum par value of EUR 100,000;
6. decides that the maximum par value of share capital increases that could potentially be carried out based on this authorization will be deducted from the aggregate EUR 14 million ceiling set in Paragraph 2 of the 19th resolution of this General Shareholders' Meeting or, as the case may be, from the corresponding ceiling set forth in a resolution of the same type that were to replace said resolution during the validity period of the delegation hereof;

7. decides that the Board of Directors will have all powers, with the ability to delegate such powers as permitted by law, for the purpose of using this delegation in the context of one or several transactions and, in particular:

- to compile the list of beneficiaries of each issuance from among the category of beneficiaries defined above, and the number of shares to be subscribed by each of them,
- to determine the employee shareholding schemes to be offered to Foreign Employees, in light of applicable local law restrictions, and to select the countries retained from among those in which the Group has subsidiaries, as well as the subsidiaries whose employees will be eligible to participate in the transaction,
- to determine the par value of the issuances to be carried out by virtue of this delegation and to set, in particular, the issuance prices, within the limits established in this resolution, to acknowledge the final amount of each share capital increase, and
- to set the dates and any other terms and conditions of such share capital increase under the conditions set forth by law,
- to take all measures to complete the issuances, to take the necessary steps to ensure the listing of the issued securities, complete the formalities required following the share capital increases and amend the By-Laws accordingly and, generally, do all that is necessary,
- as the case may be, if deemed appropriate, to deduct the costs of such a share capital increase from the amount of related premiums and withdraw the amounts necessary to increase the legal reserve to one tenth of the new share capital amount resulting from such a share capital increase;
- generally, to enter into any agreement, in particular for the purpose of successfully completing the planned issuances, to take all measures and decisions and to complete all formalities useful for the issuance, the listing, and the financial servicing of the shares issued by virtue of this delegation, as well as for the exercise of the rights attached thereto, or required post-completion of the share capital increases;

8. decides that this delegation will expire in eighteen months as from the date of this Shareholders' Meeting.

Twenty-seventh Resolution – Authorization to be granted to the Board of Directors for the purpose of granting in 2024 existing or newly issued free shares to employees and corporate officers of the Group or to some of them without shareholders' preferential subscription rights within the limit of a nominal value of EUR 300,000, subject to the satisfaction of the performance conditions set by the Board of Directors and for a 12 month-period beginning on January 1, 2024

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing extraordinary shareholders' meetings, after considering the Board of Directors' Report and the Statutory Auditors' Special Report:

- authorizes the Board of Directors to grant existing or newly issued free shares (excluding preferred shares), in one or more installments, in the context of the provisions of Articles L.225-197-1 *et seq.* and Articles L. 22-10-59 *et seq.* of the French Commercial Code, and with the ability to sub-delegate as permitted by law, to beneficiaries or categories of beneficiaries it will select from among the employees of the Company, or companies or corporate groups related to it under the conditions set forth in Article L. 225-197-2 of said Code, and to corporate officers of the Company, or companies or corporate groups related to it that satisfy the conditions set forth in Article L. 22-10-59 II of said Code, under the conditions defined hereafter;
- decides that the number of existing or newly issued shares allocated pursuant to this authorization cannot be higher than EUR 300,000 (this amount of existing or newly issued shares could be increased in order to take into account the additional number of shares that could be granted due to an adjustment in the number of shares initially granted following a transaction on the share capital of the Company);
- decides that the grant of all or part of said shares to their beneficiaries will only become final and binding provided the performance conditions, to be set by the Board of Directors based on the Appointments, Compensation, and Corporate Governance Committee's proposal, are effectively met;
- decides that the total number of existing or newly issued shares granted by virtue of this authorization to corporate officers of the Company cannot exceed 12% of the total granted envelope i.e. approximately 0.08% of the share capital as of December 31st, 2022, consisting of 43,753,380 shares;
- also decides that the grant of said shares to their beneficiaries will become final and binding either (i) at the end of a minimum vesting period which shall not be less than that provided for in the French Commercial Code on the date of the decision of the Board of Directors, the beneficiaries being required to hold said shares for a minimum period which shall not be less than the one provided for by the French Commercial Code on the date of the decision of the Board of Directors, being specified that the cumulative duration of the vesting period and any holding period may not be less than two (2) years, or (ii) at the end of a minimum vesting period of three years with no holding period, it being understood that the Board of Directors reserves the right to impose such a holding period, the length of which it will have the power to determine, it being further understood that the grant of shares to their beneficiaries will become final and binding prior to the expiration of the applicable vesting period in the event that the beneficiary suffers a disability classifiable in the second or third category set forth in Article L. 341-4 of the French Social Security Code, or their respective equivalents in other countries, and that the shares will be freely transferable as from that point;

6. grants all powers to the Board of Directors, with the right to sub-delegate such powers as permitted by law, for the purpose of implementing this authorization and, in particular, to:
 - determine whether the free shares granted are existing or newly issued shares and, as applicable, modify its choice prior to the date on which the grant of shares becomes final and binding;
 - determine the beneficiaries or category(ies) of beneficiaries of free shares among employees and corporate officers of the Company or the aforementioned companies or corporate groups, and the number of shares granted to each of them;
 - set the conditions and, as applicable, the criteria governing the allocation of free shares, including the minimum vesting period and, as the case may be, the holding period to which each beneficiary is subject, under the conditions stipulated above, it being specified that concerning free shares granted to corporate officers, the Board of Directors must either (a) decide that the free shares granted cannot be sold by their holders prior to the termination of their duties as corporate officer, or (b) set the quantity of free shares granted that must be held in registered form until the termination of their duties as corporate officer;
 - introduce the possibility of a temporary suspension of rights to the grant;
 - acknowledge final vesting dates and the dates upon which the shares can be transferred freely, in consideration of any applicable legal restrictions;
 - in the case of the issuance of new shares, to deduct, as applicable, the amounts necessary to cover the cost of said shares from the reserves, profits, or share premiums, to officially acknowledge the completion of share capital increases carried out pursuant to this authorization, make the corresponding amendments to the By-Laws and, generally, do all that is necessary and complete all necessary formalities.
7. decides that the Company may, where applicable, make the necessary adjustments to the number of free shares granted in order to protect the rights of beneficiaries, based on any potential transactions involving the Company's share capital, particularly in the event of a change in the par value of the share, a share capital increase through the capitalization of reserves, a grant of free shares, an issuance, with preferential subscription rights reserved for shareholders, of new Company equity securities or securities granting rights to its share capital, a share split or reverse share split, 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 way of a public takeover and/or a change of control). It is specified that the shares granted pursuant to said adjustments will be deemed granted on the same day as the initially granted shares;
8. acknowledges that in the event of a grant of new free shares, this authorization shall imply, gradually as said shares are definitively granted, the execution of a share capital increase by capitalization of reserves, profits, or share premiums for the benefit of said shares' beneficiaries, coupled with shareholders waiving their preferential subscription rights to said shares, also for the benefit of said shares' beneficiaries;
9. acknowledges that, in the event that the Board of Directors uses this authorization, it shall inform the Ordinary Shareholders' Meeting every year regarding the transactions carried out by virtue of the provisions of Articles L. 22-10-59 and L. 225-197-2 to L. 225-197-3 of the French Commercial Code, under the conditions set forth in Article L. 225-197-4 of said Code;
10. decides that this authorization is granted for twelve months as from January 1st, 2024.

Twenty-eighth Resolution – Authorization to be granted to the Board of Directors for the purpose of granting in 2024 existing or newly issued free shares to employees or to some of them, without shareholders' preferential subscription rights, within the limit of a nominal value of EUR 50,000, not subject to performance conditions, for a 12 month-period beginning on January 1st, 2024

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing extraordinary shareholders' meetings, after considering the Board of Directors' Report and the Statutory Auditors' Special Report:

- authorizes the Board of Directors to grant existing or newly issued free shares (excluding preferred shares), in one or more installments, in the context of the provisions of Articles L.225-197-1 *et seq.* and L. 22-10-59 *et seq.* of the French Commercial Code, and with the right to sub-delegate as permitted by law, to beneficiaries or categories of beneficiaries it will select from among the employees of the Company, or companies or corporate groups related to it under the conditions set forth in Article L. 225-197-2 of said Code, under the conditions defined hereafter;
- decides that the number of existing or newly issued shares allocated pursuant to this authorization cannot be higher than EUR 50,000 or the equivalent in any other currency or monetary unit established by reference to more than one currency (this amount of existing or newly issued shares could be increased in order to take into account the additional number of shares that could be granted due to an adjustment in the number of shares initially granted following a transaction on the share capital of the Company);
- also decides that the grant of said shares to their beneficiaries will become final and binding either (i) at the end of a minimum vesting period, the duration of which shall not be less than the one provided for in the French Commercial Code on the date of the Board of Directors' decision, the beneficiaries being required to hold such shares for a minimum period which shall not be less than the one provided for in the French Commercial Code on the date of the Board of Directors' decision, being specified that the cumulative duration of the vesting period and

any retention period may not be less than two (2) years, or (ii) at the end of a minimum vesting period of three years, with no holding period, being understood that the Board of Directors reserves itself the right to impose such a holding period, the length of which it will have the power to determine, it being further understood that the grant of shares to their beneficiaries will become final and binding prior to the expiration of the applicable vesting period in the event that the beneficiary suffers a disability classifiable in the second or third category set forth in Article L. 341-4 of the French Social Security Code, or their respective equivalents in other countries, and that the shares will be freely transferable as from that point;

- grants all powers to the Board of Directors, with the ability to sub-delegate such powers as permitted by law, for the purpose of implementing this authorization and, in particular, to:
 - determine whether the granted free shares are existing or newly issued shares and, as applicable, modify its choice prior to the date on which the grant of shares becomes final and binding;
 - determine the beneficiaries or category(ies) of beneficiaries of free shares from among employees of the Company or the aforementioned companies or corporate groups, and the number of shares granted to each of them;
 - establish the conditions and, as applicable, the criteria governing the grant of shares, including the minimum vesting period and, as the case may be, the holding period to which each beneficiary is subject, under the conditions stipulated above;
 - introduce the possibility of a temporary suspension of rights to the grant;
 - acknowledge final vesting dates and the dates upon which the shares can be transferred freely, in consideration of any applicable legal restrictions;
 - in the case of the issuance of new shares, to deduct, as applicable, the amounts necessary to cover the cost of said shares from the reserves, profits, or share premiums, to officially acknowledge the completion of share capital increases carried out pursuant to this authorization, make the corresponding amendments to the By-Laws and, generally, do all that is necessary and complete all necessary formalities.
- decides that the Company may, where applicable, make the necessary adjustments to the number of free shares granted in order to protect the rights of beneficiaries, based on any potential transactions involving the Company's share capital, particularly in the event of a change in the par value of the share, a share capital increase through the capitalization of reserves, a grant of free shares, an issuance, with preferential subscription rights reserved for shareholders, of new Company equity securities or securities granting rights to its share capital, a share split or reverse share split, 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 way of a public takeover and/or a change of control). It is specified that the shares granted pursuant to said adjustments will be deemed granted on the same day as the initially granted shares;
- acknowledges that in the event of a grant of new free shares, this authorization shall imply, gradually as said shares are definitively granted, the execution of a share capital increase by capitalization of reserves, profits, or share premiums for the benefit of said shares' beneficiaries, coupled with shareholders waiving their preferential subscription rights to said shares, also for the benefit of said shares' beneficiaries;
- acknowledges that, in the event that the Board of Directors uses this authorization, it shall inform the Ordinary Shareholders' Meeting every year regarding the transactions carried out by virtue of the provisions of Articles L. 22-10-59 and L.225-197-2 to L. 225-197-3 of the French Commercial Code, under the conditions set forth in Article L. 225-197-4 of said Code;
- decides that this authorization is granted for twelve months as from January 1st, 2024.

ORDINARY SHAREHOLDERS' MEETING

Twenty-ninth Resolution - Powers to carry out formalities

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, grants all necessary powers to the bearer of an original, a copy, or an excerpt of 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.

Appendix

8 | Candidate Directors



JEAN MOUTON

CHAIRMAN OF THE BOARD OF DIRECTORS OF NEXANS

Age 66 | French nationality

- Former Senior Partner and Managing Director at Boston Consulting Group
- Independent director
- 1st appointment: May 15th, 2019
- 100% attendance at all Board meetings and all Committee meetings in 2022
- Experience in strategy and organization of multinational companies

▪ Expertise: 

Number of Nexans shares	12 950
Date of appointment as Director	May 15 th , 2019
Expertise/Experience	Jean Mouton was Senior Partner and Managing Director of the Boston Consulting Group (BCG) until April 30, 2019, and then Senior Advisor until April 30, 2020. Since joining the BCG in 1982, Jean has worked extensively, primarily in France and Italy, in a wide range of industrial sectors, including energy, industrial goods and infrastructure. He has partnered with global companies to redefine their strategies and organization and has supported numerous clients through mergers and acquisitions. Prior to joining BCG, Jean worked for Vinci in the Middle East. He is a member of the Supervisory Board of Aéroports de la Côte d'Azur (ACA). Jean Mouton is also a member of the Board of Egis since February 2, 2022, an international player in consulting, construction engineering and mobility services. He is also the Chairman of Stelmax SASU. Jean is a graduate engineer from the École Supérieure des Travaux Publics and holds an MBA from the University of Chicago.
Corporate mandates as and functions of December 31, 2022	<ul style="list-style-type: none"> ▪ Member of the Supervisory Board of Aéroports de la Côte d'Azur ▪ Member of the Board of Directors of Egis and Atlantia S.p.A.* ▪ President of Stelmax ▪ Member of the Supervisory Board of Foundation Hermione Academy
Independence qualification	Independent Director See section 4.4.1.3. of the Universal Registration Document 2022
Committee involvement	Attend Accounts, Audit and Risk Committee meetings, Appointments and Corporate Governance Committee meetings, Compensation Committee meetings and Strategy and Sustainability Development Committee meetings
Attendance in 2022	100% of Board of Directors' meetings 100% of all Board Committees meetings

(*) Positions held in foreign companies or institutions

Companies in bold are listed companies (French and non-French)



**BPI FRANCE PARTICIPATION
REPRESENTED BY KARINE LENGART**





Age 50 | French nationality

- Senior Investment Director at Bpifrance Large Cap Capital Development Department since October 2022
- Permanent representative since January 18th, 2023
- 1st appointment of Bpifrance Participations : May 15th, 2019
- Member of the Strategy and Sustainable Development Committee, the Compensation Committee and the Appointments and Corporate governance Committee
- Expertise:    

Number of Nexans shares	3 363 546
Date of appointment as Director	May 15 th , 2019
Expertise/Experience	Karine Lengart has been Senior Investment Director, at Bpifrance Large Cap Capital Development Department, since October 2022. She was previously and since 2016, Head of Mergers and Acquisitions and Investments at the Casino Group and a member of the Executive Committee since 2020. She began her career in 1996, first at the Dutch investment bank ABN Amro and then at Société Générale Investment banking. She then joined the Alstom Group in 2007, where she was Vice-President of Mergers and Acquisitions until 2015.
Corporate mandates as and functions of December 31, 2022	<ul style="list-style-type: none"> ▪ Censor on the Board of Directors of GGE TCo 1 (Galileo Global Education) ▪ Permanent representative of Bpifrance Investissement, member of the Supervisory Board of EMSponsors ▪ Permanent representative of Bpifrance Investissement, member of the Supervisory Board of Hygie31
Independence qualification	Non independent Director See section 4.4.1.3. of the Universal Registration Document 2022
Committee involvement	Member of the Accounts, Audit and Risk Committee until February 14 th , 2023 Member of the Appointments and Corporate Governance Committee, of the Compensation Committee and of the Strategy and Sustainability Development Committee
Attendance in 2022	N/A. Karine Lengart has been appointed as Bpifrance Participations Permanent Representative on January 18 th , 2023



OSCAR HASBÚN MARTÍNEZ
CEO OF COMPAÑIA SUD AMERICANA DE VAPORES SA
Age 53 | Chilean nationality

- Director proposed by Inveans Limited
- 1st appointment : May 15th, 2019
- Chairman of the Strategy and Sustainable Development Committee
- Experience of CEO in the industrial sector in global companies
- 100% attendance at all Board meetings and all Strategy and Sustainable Committee meetings in 2022
- Expertise:    





Number of Nexans shares	500
Date of appointment as Director	May 15 th , 2019
Expertise/Experience	Oscar Hasbún Martínez is Chief Executive Officer of CSAV (Compañía Sud Americana de Vapores S.A.), member of the Supervisory Board of Hapag-Lloyd AG and a member of its Audit and Finance Committee. From 1998 to 2002, he was Managing Director and member of the Executive Board of the Chilean subsidiary of Michelin. He then joined the Quiñenco Group, where he was in charge of its investments in Croatia. In 2011, he was appointed CEO of CSAV, where he oversaw the shipping company's transformation, restructuring and subsequent merger with Hapag-Lloyd AG. Oscar has a degree in business administration from Universidad Católica of Chile.
Corporate mandates as and functions of December 31, 2022	<ul style="list-style-type: none"> - Chief Executive Officer of CSAV* (Compañía Sud Americana de Vapores S.A.) - Member of the Supervisory Board and Deputy Vice-Chairman of the Supervisory Board of Hapag-Lloyd AG* - Chairman of the Board of Directors of SM SAAM* (Sociedad Matriz SAAM S.A.) - Director of various subsidiaries of SM SAAM* : SAAM S.A.*, Florida International Terminal LLC*, Sociedad Portuaria de Caldera (SPC) S.A.*, Sociedad Portuaria Granelera de Caldera (SPGC) S.A.*, San Antonio Terminal Internacional S.A.*, San Vicente Terminal Internacional S.A.* - Director of Inveans SA*, which owns 100% of Inveans UK Ltd (Nexans' main shareholder) - Advisor of SOFOFA* (professional non-profit federation of Chilean industry and trade unions)
Independence qualification	Non independent Director See section 4.4.1.3. of the Universal Registration Document 2022.
Committee involvement	Chairman of the Strategy and Sustainable Development Committee
Attendance in 2022	100% of Board of Directors meetings 100% of Strategy and Sustainable Development Committee meetings

(*) Positions held in foreign companies or institutions
Companies in bold are listed companies (French and non-French)



HUBERT PORTE
FOUNDING PARTNER AND CEO OF ECUS CAPITAL

Age 59 | French nationality

- Independent director until the 2023 AGM and Non independent as from 2023 AGM (12 years tenure as from November 10, 2023)
- 1st appointment: November 10th, 2011
- Member of the Accounts, Audit and Risk Committee until February 14th, 2023 and of the Strategy and Sustainable Development Committee since February 14th, 2023
- 100% attendance at all Board meetings and all Accounts, Audit and Risk Committee meetings in 2022
- Expertise:    

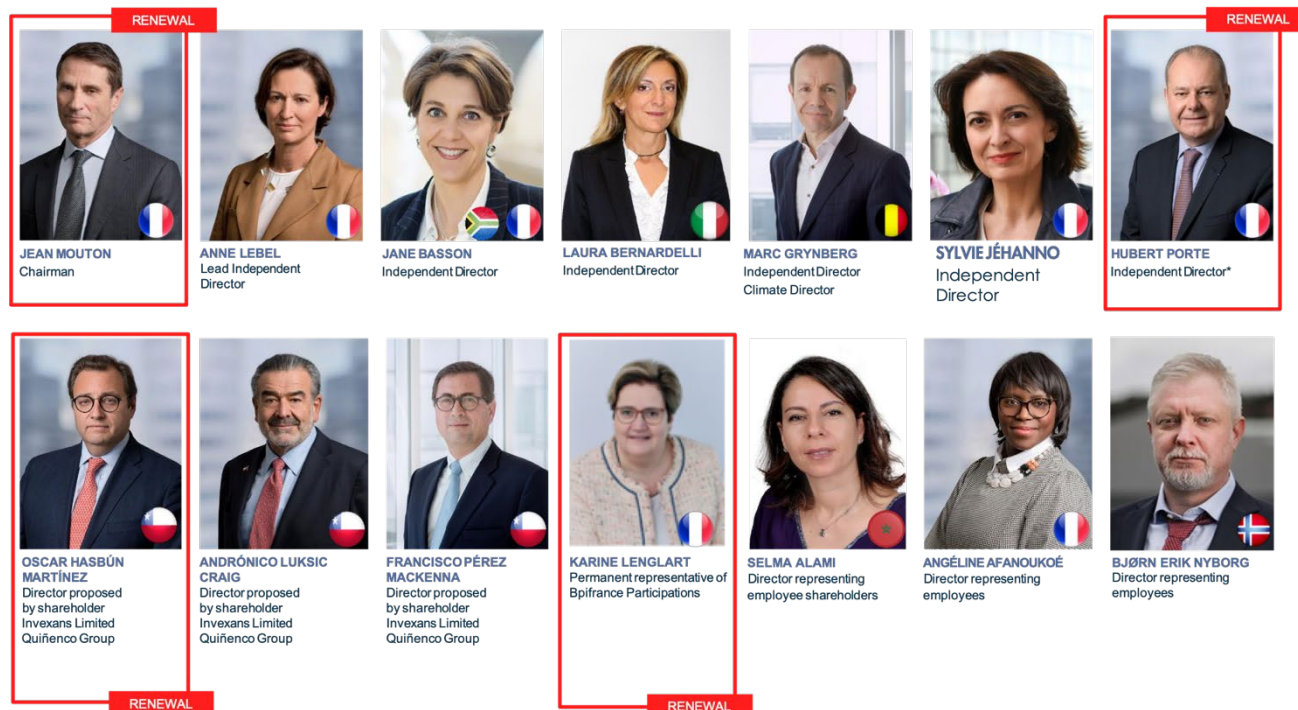
Number of Nexans shares	571
Date of appointment as Director	November 10 th , 2011
Expertise/Experience	Hubert Porte is Founding Partner and CEO of the private equity firm Ecus Capital, which was founded in 2004 and invests in Chile through private equity funds. Hubert Porte is a director of the Chilean company AMA Time. He is also managing partner of Latin American Asset Management Advisors and of Ecus Investment Advisors, which distribute AXA Investment Managers' mutual funds for the Chilean, Peruvian and Colombian institutional markets, and of COMGEST, representing USD 2 billion worth of investments.
Corporate mandates as and functions of December 31, 2022	<ul style="list-style-type: none"> - The following positions in Chilean companies whose financial investments are managed by Ecus Capital*: <ul style="list-style-type: none"> - Chairman of AMA Time* - Managing Partner of Latin America Asset Management Advisors* and of Ecus Investment Advisors*. - Director of Vitamina S.A.* and Tabali S.A.*
Independence qualification	Non independent Director See section 4.4.1.3. of the Universal Registration Document 2022
Committee involvement	Member of the Accounts, Audit and Risk Committee until February 14 th , 2023 Member of the Strategy and Sustainable Development Committee as from February 14 th , 2023
Attendance in 2022	100% of Board of Directors meetings 100% of Accounts, Audit and Risk Committee meetings

(*) Positions held in foreign companies or institutions

Companies in bold are listed companies (French and non-French)

9 | Presentation of the Board of Directors

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



* Hubert Porte characterized as a non independent director as from the 2023 AGM

The terms of office of the directors are as follows:

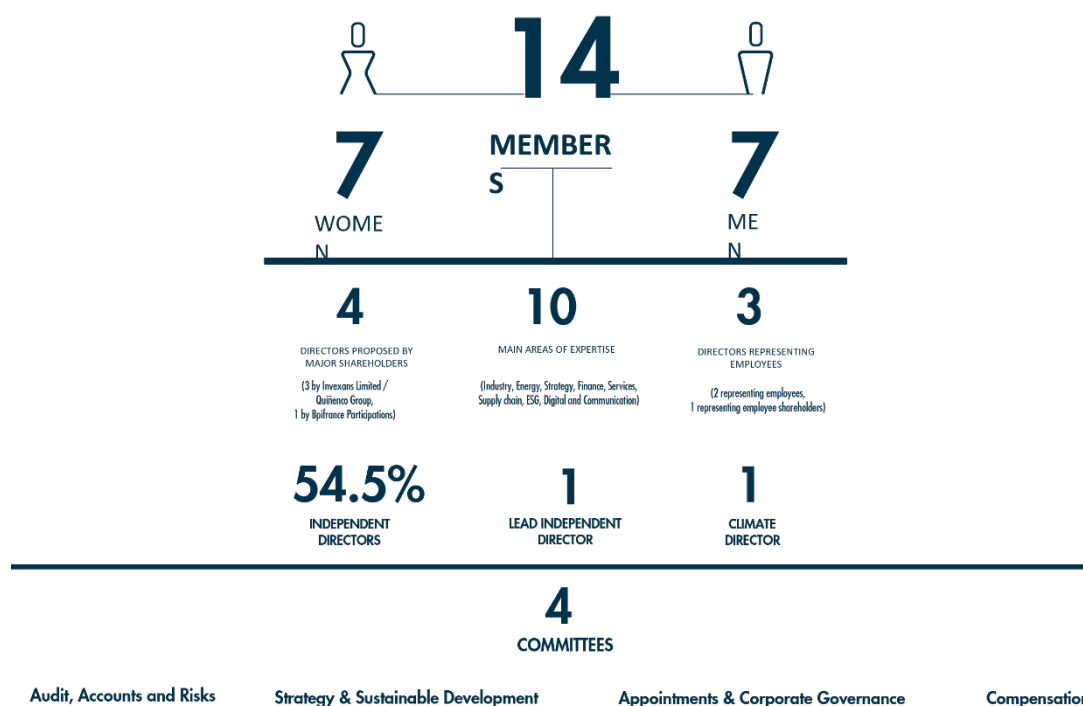
2024 AGM	Jane Basson, Sylvie Jéhanno
2025 AGM	Marc Grynberg, Francisco Pérez Mackenna ⁽¹⁾ , Andrónico Luksic Craig ⁽¹⁾ , Selma Alami ⁽²⁾
2026 AGM	Laura Bernardelli, Anne Lebel
2027 AGM	Bpifrance Participations represented by Karine Lengart, Oscar Hasbún Martínez ⁽¹⁾ , Jean Mouton, Hubert Porte

¹ Director proposed by main shareholder Invexans Limited

² Director representing employee shareholders

The term of office of Bjørn Erik Nyborg, the Director representing employees appointed by the European Group Works Council, expires at the end of the 2024 AGM.

The term of office of Angéline Afanoukoé, the Director representing employees appointed by the France Group Works Council, expires at the end of the 2025 AGM.



The Board of Directors met seven times in 2022, with an average annual attendance rate of 94.15%. The number of meetings attended by each Board member in 2022 is indicated in the table below:

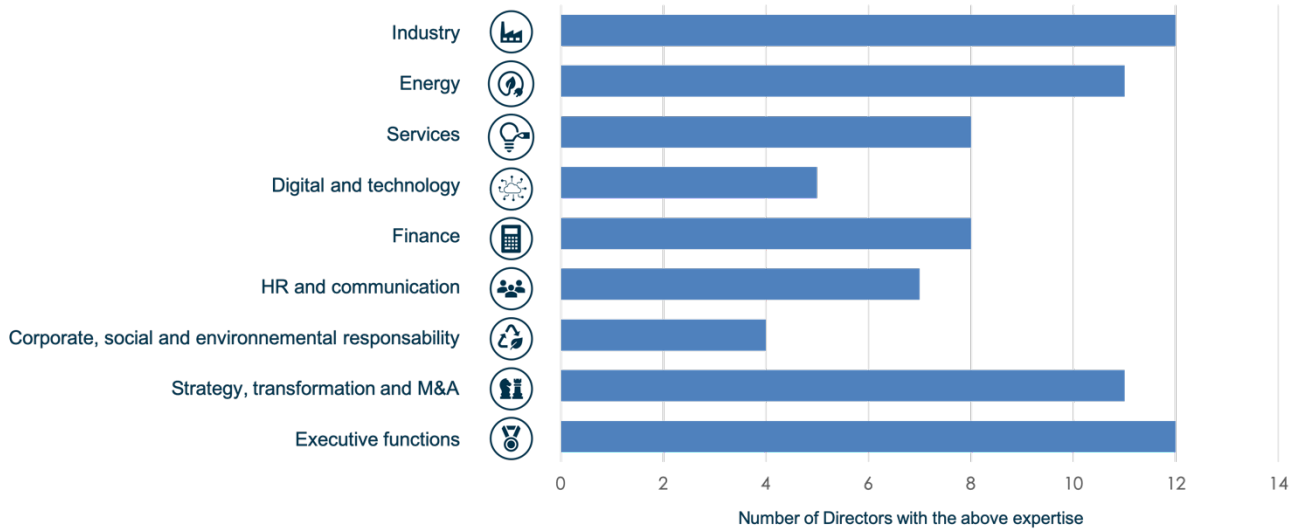
Director / Censor	Number of Meetings attended
Jean Mouton	7
Angéline Afanoukoé	7
Selma Alami	7
Jane Basson	5
Laura Bernardelli ^(a)	7
Marc Grynberg	7
Oscar Hasbún Martinez	7
Anne -Sophie Hérelle (Bpifrance Participations)	6
Sylvie Jéhanno	7
Anne Lebel	7
Andrónico Luksic Craig	4
Bjørn Erik Nyborg	7
Francisco Pérez Mackenna	7
Hubert Porte	7
Kathleen Wantz-O'Rourke ^(b)	3

(a) Including three meetings as Censor and four meetings as director.

(b) Director who resigned with effect from May 10, 2022, i.e. 100% of the meetings during her term of office as director.

SKILLS AND QUALIFICATIONS MATRIX OF THE MEMBERS OF NEXANS' BOARD OF DIRECTORS

As a group, the members of Nexans' Board of Directors have a wide range of the skills required for the Group's businesses. These skills run the gamut from significant industry and global markets expertise, for many of them, to executive management roles, and functional areas such as human resources, compliance, finance and communication. The directors' qualifications and skills are listed in the following skills matrix:



10 | Presentation of the Committees of the Board of Directors

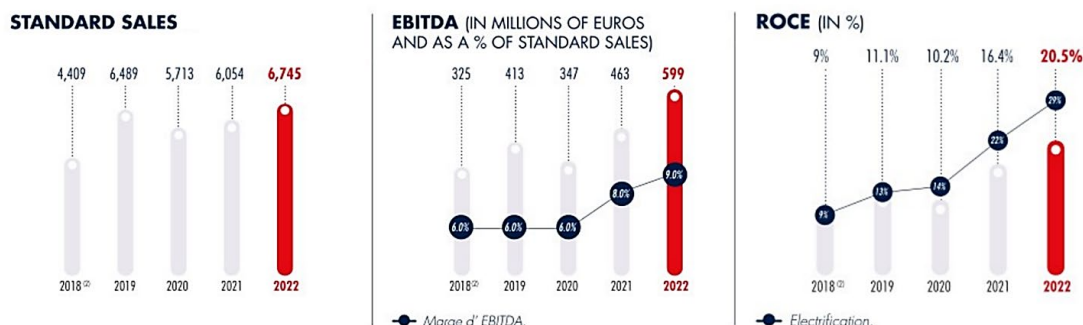
4 ACTIVE COMMITTEES OF THE BOARD

	ACCOUNTS, AUDIT & RISK COMMITTEE	APPOINTMENTS & CORPORATE GOVERNANCE COMMITTEE	COMPENSATION COMMITTEE	STRATEGY & SUSTAINABLE DEVELOPMENT COMMITTEE
COMMITTEES	<p>Chair: Laura Bernardelli 4 members 75% independent 50% women 4 meetings – 95.3% participation</p>	<p>Chair: Anne Lebel 5 members 60% independent 80% women 5 meetings - 92% participation</p>	<p>Chair: Anne Lebel 6 members 60% independent - 1 employee 80% women 5 meetings – 93.3% participation</p>	<p>Chair: Oscar Hasbún 6 members 50% independent* 33% women 6 meetings – 93.3% participation</p>
MAINS ACTIVITIES IN 2022	<ul style="list-style-type: none"> Annual and half-year financial statements and financial press releases Internal audit and internal control, risk management, information system risks, cybersecurity and insurance Compliance programme, presentation of the Ethics Correspondent on whistleblowing Presentations by Statutory Auditors, Statutory Auditors' assignments 	<ul style="list-style-type: none"> Work on the composition of the Board and its Committees, proposals for the appointment of Directors Succession plans for the Chief Executive Officer and the Executive Committee Diversity policy within the Board of Directors and management bodies Qualification of the independence of Board members Results of the Board Assessment and actions to be implemented as a result of this assessment 	<ul style="list-style-type: none"> Compensation policy for executive directors and corporate officers Compensation of the Chairman of the Board and the CEO Long Term Incentive Plans Review of publications on the compensation of executive directors Review of the Board Reports on Corporate Governance and on AGM resolutions International employee share ownership plan Act 2022 	<ul style="list-style-type: none"> Review of the strategic plan and its timetable, the business portfolio, several strategic options and external growth projects (Centelsa) Review of industrial strategy Group's policy, priorities, actions, risks and performance in the areas of Social and Environmental Responsibility, the CSR scorecard, the extra-financial performance declaration and the duty of care plan Review of Nexans Foundation activities

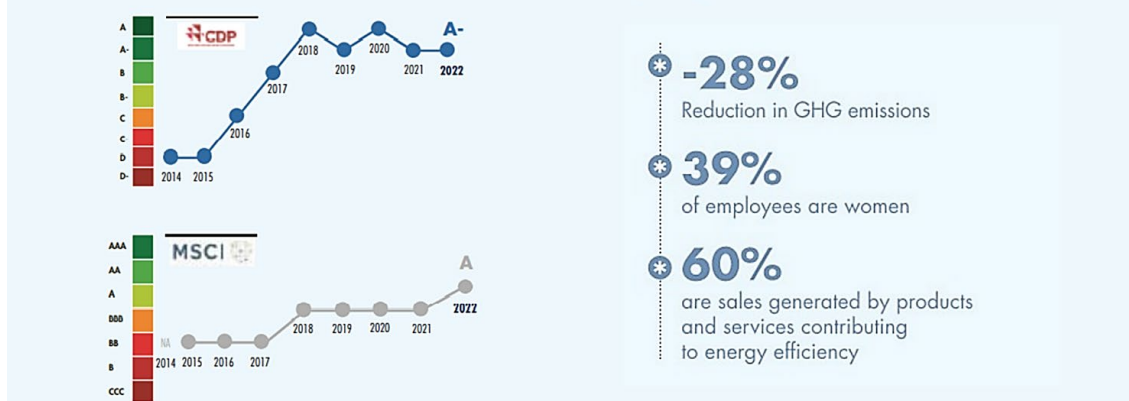
* Hubert porte characterized as a non independent director as from the 2023 AGM

11 | Overview of 2022 financial year

Financial Key Figures



Non-Financial Key Figures



FULL-YEAR 2022 HIGHLIGHTS AND GENERAL OPERATING CONTEXT

- UPDATE ON THE 2022-2024 STRATEGIC PLAN “WINDS OF CHANGE”

a. Record year with strong profitable growth

In 2022, the financial performance was an all-time high across the board:

- Standard sales were up +6.3% organically year-on-year at 6,745 million euros in 2022, with Electrification businesses up +12.9% organically and continued scale-down of Metallurgy business in line with the Group's strategy. Fourth quarter was up +4.9% organically compared to 2021 reflecting strong demand and positive mix/price management.
- EBITDA stepped up by +29.6% versus 2021 at 599.5 million euros, at the top of the guidance. EBITDA margin grew by +130 bps against 2021 to reach 8.9% (versus 7.6%) despite the inflationary environment, reinforced by the SHIFT Prime and Amplify programs in Electrification.
- Normalized free cash-flow came in at 393 million euros, above guidance, boosted by project down payments in the Generation & Transmission segment.
- Best-in-class ROCE up +410bps year-on-year reached 20.5%, and 28.5% in the Electrification businesses.

b. Continued deployment of Nexans' Electrification Pure Player strategic roadmap

Two acquisitions announced in Electrification segments

Following the acquisition of Centelsa in Colombia on April 1st, 2022 with integration process ahead of plan, Nexans is continuing its strategy of external growth in Electrification markets and has announced the signature of an agreement to acquire Reka Cables, subject to regulatory clearance, a Finland-based specialist in Distribution and Usages businesses. The Company has annual sales of around 160 million euros and a workforce of 270. These contribute to enriching Nexans' global portfolio offering in important segments, and together will boost total annual current sales of companies acquired in Electrification close to 500 million euros.

In line with its strategy to exit non-electrification businesses, Nexans has entered into exclusive negotiations with Syntagma Capital, a Belgium-based private equity fund, for the sale of its Telecom Systems activity (around 680 people and 180 million euros sales in 2022). This proposed transaction marks Nexans exit from the Telecom Infrastructure and LAN cables and Systems businesses within the Telecom & Data segment.

Accelerated value growth focus through more Innovation, Digital and Services

Nexans is accelerating the development and scale-up of innovative products and solutions for its customers. The Group launched a number of new products, services and solutions, rolled out offerings geographically, and stepped up its Platinum Customers and Partners program. In 2022, Nexans had over 540,000 connected users across its digital platforms and registered more than 37,000 connected objects with ULTRACKER digital services.

The Group inaugurated in June 2022 AmpaCity, its global innovation hub dedicated to the future of decarbonized electrification, with the aim of addressing the upcoming challenges of electrification through innovation. The Group filed 75 patent applications in 2022.

c. Raising the bar on sustainability

For Nexans, sustainability encompasses continuous improvement of combined E3 (Economic, Environmental and Engagement) dimensions across the Group's entire value chain and ecosystem. In 2022, Nexans pursued its sustainability programs:

- Nexans intensified its efforts to reduce the Group's carbon footprint, reducing its GHG emissions (Scope 1, 2 & 3) by -28% versus 2019, ahead of targets validated by the Science-based Targets initiative (SBTi). As an example, a photovoltaic power facility on the Group's site in Mohammedia, in Morocco, will produce more than 3,927 MWh of electricity annually and cover 19% of the plant's energy needs.
- The Group hosted its third Climate Day in NYC to engage with its stakeholders, inspire and motivate to work together towards achieving common Climate goals and coping with raw material scarcity.
- Nexans continued to support communities suffering from power insecurity, with the Nexans Foundation celebrating its 10th anniversary in 2023 and facilitating access to an electrical infrastructure for 2.2 million people since 2013.

2022 FINANCIAL PERFORMANCE

(in millions of euros)	2021	2022
Sales at current metal prices	7,374	8,369
Sales at standard metal prices ¹	6,054	6,745
<i>Organic growth</i>	+8.3%	+6.3%
EBITDA	463	599
<i>EBITDA as a % of standard sales</i>	7.6%	8.9%
Operating margin	299	420
Reorganization costs	(58)	(39)
Other operating items	96	14
Operating income	338	395
Net financial expense	(101)	(57)
Income taxes	(72)	(90)
Net income	164	248
Net debt	74	182
Normalized free cash-flow	227	393

CONSOLIDATED SALES BY SEGMENT

(in millions of euros) At standard metal prices Copper reference at €5,000/t	2021	2022	<i>Organic growth 2022 vs. 2021</i>	<i>Organic growth Q4 2022 vs. Q4 2021</i>
Generation & Transmission (High Voltage & Projects)	796	897	+12.1%	+2.1%
Distribution (Territories)	878	1,081	+12.7%	+5.9%
Usages (Building)	1,542	1,837	+13.5%	+4.4%
Industry & Solutions	1,366	1,559	+12.3%	+9.2%
Telecom & Data	320	321	-0.4%	-12.3%
Other activities	1,153	1,049	-16.3%	+7.2%
Total	6,054	6,745	+6.3%	+4.9%

EBITDA BY SEGMENT

(in millions of euros)	2021	2022	<i>2022 vs. 2021</i>	2021 EBITDA margin	2022 EBITDA margin
Generation & Transmission (High Voltage & Projects)	143	145	+1.5%	17.9%	16.2%
Distribution (Territories)	59	89	+51.3%	6.7%	8.2%
Usages (Building)	125	221	+76.2%	8.1%	12.0%
Industry & Solutions	119	135	+13.5%	8.7%	8.6%
Telecom & Data	37	35	-3.3%	11.5%	11.0%
Other activities	(19)	(25)	+27.8%	-1.7%	-2.4%
Group total	463	599	+29.6%	7.6%	8.9%

¹ Standard copper price of €5,000/ton.

² Figures at constant scope.

ELECTRIFICATION BUSINESSES: +12.9% ORGANIC GROWTH IN 2022

| GENERATION & TRANSMISSION (FORMERLY HIGH VOLTAGE & PROJECTS): Strong order intake momentum in Subsea and record backlog

Generation & Transmission recorded standard sales of 897 million euros in 2022, up +12.1% year-on-year. This achievement illustrated the contribution of the Charleston plant, the unique subsea high voltage manufacturing plant in the United States and Nexans' two cable laying vessels Nexans Aurora and Nexans Skagerrak. EBITDA stood at 145 million euros flat compared to 143 million euros in 2021, due to changing mix of revenue in 2022.

During the period, the largest contributors were the Seagreen and Crete-Attica turnkey projects, as well as the South Fork cable supply contract in the United States.

The adjusted backlog¹ reached an all-time high at 3.5 billion euros at the end of December 2022 (up +51% compared to end-December 2021), with strong visibility and 90% loaded Halden and Charleston plants until 2025. Also, throughout the period, progress was made in building the extension of Halden plant in Norway, yet another important milestone in Nexans commitment to energy transition.

The offshore wind and interconnection market remained buoyant as it lies at the very core of the energy transition. The tendering activity continued therefore to be strong in both interconnection and offshore wind projects. Benefiting from its EPCI turnkey model positioning and strong technical and execution know-how, Nexans was recently awarded the Celtic Interconnector project between France and Ireland and the BorWin6 offshore grid connection system in Germany, reflecting the Group's leadership and ground-breaking assets.

| DISTRIBUTION (FORMERLY TERRITORIES): Outstanding profitable growth supported by the grid renewal

Distribution sales amounted to 1,081 million euros at standard metal prices in 2022, of which 62 million euros from Centelsa. EBITDA reached 89 million euros, up +51.3% versus 2021, representing an 8.2% margin. The segment's +12.7% organic growth was mainly value-driven and stemmed from growing grid investments across geographies. The Group's portfolio of offers, notably ULTRACKER digital services or accessories, was solid as grid operators are investing more in Distribution to ensure grid stability, resilience and digitization.

Yearly trends² by geography were as follows:

- **Europe** was up +12.2%, driven by the launch of new contracts notably in Greece and continued demand from utilities to renew and strengthen the grid.
- **South America** was up +6.9% in 2022 compared to 2021, reflecting expansion in sustainable electrification projects in Colombia and Peru.
- **Asia Pacific** was up +10.1% during the year. Australia and New Zealand delivered sound growth boosted by a recovery in demand, while China suffered from locally imposed lockdowns.
- **North America** was up sharply by +42.8% thanks to a still very dynamic market and Nexans' solid positioning.
- **Middle East and Africa** was down -1.2% due to softer demand in Morocco, partially offset by the solid recovery in Lebanon.

| USAGES (FORMERLY BUILDING): Record EBITDA margin reflecting robust demand and SHIFT programs implementation

Usages sales amounted to 1,837 million euros at standard metal prices in 2022, of which 120 million euros contributed by Centelsa. The segment was up +13.5% organically and mainly value-driven across geographies supported by the underlying urbanization and renovation trends. EBITDA reached 221 million euros, with a

¹ Adjusted backlog including contracts secured but not yet enforced.

² Organic year-on-year growth – excluding Centelsa. Organic year-on-year growth – excluding Centelsa.

record 12.0% EBITDA margin evidencing continued pricing momentum in North America, management of inflationary environment, and successful transformation and deployment of solutions. The Group continued to accelerate the deployment of value-added solutions for the benefit of customers. In 2022, Nexans added more than 540,000 connected users and registered more than 37,000 connected objects with ULTRACKER digital services.

Trends by geography were as follows:

- **Europe** grew +4.4% versus 2021. The growth was supported by robust demand, new product launches and amplified solutions as well as disciplined pricing across the region.
- **South America** was up +3.4% during the period, with strong volumes and adequate pricing adjustments.
- **Asia Pacific** was up +4.7% compared to 2021, catching up in the second half of the year in all geographies.
- **North America** was up by a strong +37.9% reflecting strong residential market growth and continued pricing momentum.
- **Middle East and Africa** was up +39.5% boosted by a sustained performance in West Africa and a recovery in Lebanon and Turkey.

NON-ELECTRIFICATION BUSINESSES: +9.9% ORGANIC GROWTH IN 2022

| INDUSTRY & SOLUTIONS: Profitability step-up

Industry & Solutions sales came in at 1,559 million euros at standard metal prices in 2022, up +12.3% organically year-on-year supported by (i) an outstanding performance on the back of new customer awards and robust business continuity measures in the Automotive harnesses business, (ii) continued growth in the Automation business and (iii) a robust upturn in the Mobility business. EBITDA was up +13.5% reaching 135 million euros in 2022, corresponding to an EBITDA margin of 8.6% stable compared to 2021.

Automation was up +17.8% year-on-year, with a very strong second half as well as a strong full-year performance, due to continued demand from Southern Europe and Asia, combined with encouraging results from the launch of the SHIFT program. **Mobility** sales were up +6.9% year-on-year thanks to a robust upturn in business and a recovery in Aerospace, offsetting Rolling Stock, impacted by the lockdowns in China. **Wind Turbine** activity increased by +7.8%.

Automotive Harnesses was up by a strong +22.5% organically in 2022. The robustness of sales is explained by an outstanding performance on the back of new customer awards and robust continuity measures. The long-term outlook of this business has been boosted by a major new contract for full vehicle cabling for electrical vehicles.

| TELECOM & DATA: Performance in line with 2021

Telecom & Data sales amounted to 321 million euros at standard metal prices in 2022, in line with 2021. EBITDA was down slightly at 35 million euros in 2022, reflecting the segment mix. EBITDA margin was stable at 11.0% compared to 11.5% in 2021.

LAN cables and Systems showed good momentum in North Africa while Asia was impacted by lockdowns. 2022 was a strong year for LAN products due to an improved mix, offsetting supply chain difficulties.

Telecom Infrastructure was stable compared to 2021 with European activity supported by robust demand in the United Kingdom and Germany, offsetting a slowdown in the French market.

Special Telecom (Subsea) sales were flat year-on-year. The contribution was softer in the second half of the year in line with contract completions and use of production capacities to support Generation & Transmission projects. Additionally, the order backlog was built up in the second half of the year, improving activity visibility.

OTHER ACTIVITIES (MAINLY METALLURGY): -16.3% ORGANIC GROWTH IN 2022

| OTHER ACTIVITIES

The **Other Activities** segment – corresponding for the most part to copper wire sales and including corporate structural costs that cannot be allocated to other segments, such as the IFRS 16 impact for lease assets not allocated to specific activities – reported sales of 1,049 million euros at standard metal prices in 2022, reflecting the decision taken by the Group to scale down external copper sales. EBITDA was -25 million euros over the period.

2023 OUTLOOK

The energy transition is no longer a question, it is an answer to the challenges facing the world. Nexans will play a key role as the answer will rely on a sustainable electrification of the planet that is safer, decarbonized and accessible to all.

Nexans has the capacity to face the uncertain macro environment. The Group has acquired the ability to be agile, anticipate and quickly adapt to unprecedented circumstances and is now reaping the benefits of several years of transformation, while allowing for further improvement. Nexans will continue to pursue its strategy focused on value growth over pure volume, to keep unleashing profit from its unique transformation platform to turn conjunctural into structural growth, as well as its investments in the growing Generation & Transmission markets. Nexans is only at the beginning of its move towards premiumization through the development of value added systems and solutions for its end-users.

In this context, in 2023 Nexans expects to achieve, excluding non-closed acquisitions and divestments:

- EBITDA between 570 and 630 million euros;
- Normalized Free Cash Flow¹ between 150 and 250 million euros.

¹Free Cash Flow excluding strategic capex, disposals of property, plant and equipment, impact of material activity closures and assuming project tax cash out based on completion rate rather than termination.

12 | Financial results for the last 5 financial years

	2022	2021	2020	2019	2018
I- Share capital at the end of the fiscal year					
a) Share capital (in thousands of euros)	43,753	43,756	43,756	43,606	43,606
b) Number of shares issued	43,753,380	43,755,627	43,755,627	43,606,320	43,606,320
II- Results of operations (in thousands of euros)					
a) Sales before taxes	39,869	28,637	25,296	27,902	31,596
b) Income before tax, employee profit-sharing, depreciation, amortization and provisions	98,549	52,249	16,252	21,236	9,749
c) Income taxes	861	21,764	462	686	944
d) Employee profit-sharing due for the fiscal year	(243)	(81)	(161)	(215)	(17)
e) Income after tax, employee profit-sharing, depreciation, amortization and provisions	73,068	51,030	14,070	23,441	6,217
f) Dividends	91,882 ¹	52,507	30,611	-	13,012
III- Income per share (in euros)					
a) Income after tax and employee profit-sharing but before depreciation, amortization and provisions	2.27	1.19	0.37	0.50	0.24
b) Income after tax, employee profit-sharing, depreciation, amortization and provisions	1.67	1.17	0.32	0.54	0.14
c) Dividend per share	2.10	1.20	0.70	-	0.30
IV- Personnel					
a) Average headcount during the year	6	6	7	8	6
b) Total fiscal year payroll (in thousands of euros)	4,295	5,364	6,868	6,098	6,980
c) Total amount paid for employee benefits during the fiscal year (in thousands of euros)	1,718	2,146	2,289	2,033	2,327

¹Based on the number of shares at December 31, 2022.

13 | Information request form

Mixed Shareholders' Meeting

Thursday May 11th, 2023 at 2:30 p.m.

4, Allée de l'Arche

92400 Courbevoie

France

This request duly completed must be returned:

- **If you hold registered shares:** to Société Générale – Service Assemblées Générales (CS 30812, 32 rue du Champ de Tir, 44308 Nantes Cedex 03, France).
- **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.22-10-23 of the French Commercial Code.

Signed at:, Dated:2023

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 Article 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.



For over a century, Nexans has played a crucial role in the electrification of the planet and is committed to electrifying the future. With around 28,000 people in 42 countries, the Group is leading the charge to the new world of electrification: safe, sustainable, renewable, decarbonized and accessible to everyone. In 2022, Nexans generated 6.7 billion euros in standard sales. The Group is a leader in the design and manufacturing of cable systems and services across five main business areas: Power Generation & Transmission, Distribution, Usages, Industry & Solutions and Telecom & Data. Nexans was the first company in its industry to create a Foundation supporting sustainable initiatives bringing access to energy to disadvantaged communities worldwide. The Group pledged to contribute to carbon neutrality by 2030.

Nexans. Electrify the future.

Nexans is listed on Euronext Paris, compartment A.
For more information, please visit www.nexans.com



Nexans

Joint stock Company with a share capital of 43,753,380 euros
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