

Nexans

ELECTRIFY THE FUTURE



**Mixed Shareholders' Meeting
(Ordinary and Extraordinary)
May 12th, 2021 at 2:30 p.m.**

4 Allée de l'Arche
92400 Courbevoie
France

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Shareholders Information

Investor Relations
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www.nexans.com

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

Chairman's Message

Dear Madam, Dear Sir, Dear Shareholder,

Despite an unprecedented global health and economic crisis, 2020 marked a turning point for Nexans. With the protection of our teams and the continuity of our business at the service of our customers as our priority, your Group has demonstrated its ability to accelerate its transformation and exceed its financial targets.

I invite you to participate to the Annual Shareholders' Meeting of Nexans, which will be held on first call on Wednesday, May 12th, 2021 at 2:30 p.m. Due to the ongoing Covid-19 pandemic and for safety reasons, shareholders will not be able to attend the 2021 Annual Shareholders' Meeting in person.

As in previous years, the meeting will be webcast on the company's website to allow you to follow the management presentations. In order to encourage discussion with you, we will set up a facility for you to ask any questions you may have. At this Annual Shareholders' Meeting, we will comment on the performance of the 2020 financial year, how Nexans has come through this year and how it intends to continue to execute its successful trajectory. Christopher Guérin, Chief Executive Officer, will in particular detail our new ambition "Electrify the Future" and set out the strategic positioning that establishes your Group as a major player in renewable energies and the energy transition.

Nexans teams, Christopher Guérin, the Executive Committee he chairs, and the Board of Directors are fully mobilized to open the new chapter in your Group history and to execute an ambitious program.

The demanding remuneration programme that we are submitting for your vote reflects the strategic, financial, social and societal challenges of the company as well as the interest of shareholders. It is fully aligned with the objectives of your Group's new strategy to 2024.

Furthermore, subject to your approval, this Shareholders' Meeting will be the occasion to renew the mandates of Marc Grynberg, Andrónico Luksic Craig and Francisco Pérez Mackenna, three directors whose knowledge of the Group and industrial, managerial and financial experience are particularly valuable to the work of the Board in continuing Nexans transformation. Concerning our employee shareholders, currently represented by Marie-Cécile de Fougères whose term of office ends this year, we submit for your vote the candidacy of Selma Alami, who has been with Nexans for nearly twenty years and is Deputy Chief Executive Officer for North-West Africa.

Finally, in addition to the stock market performance, the Board of Directors wishes to introduce a more transparent dividend policy and thus involve you more in the results; we therefore propose the distribution of a dividend of 0.70 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

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, 2020 - Management Report
2. Approval of the consolidated financial statements for the fiscal year ended on December 31st, 2020
3. Allocation of income for the fiscal year ended on December 31st, 2020 and setting of the dividend
4. Renewal of the term of office of Marc Grynberg as Director
5. Renewal of the term of office of Andrónico Luksic Craig as Director
6. Renewal of the term of office of Francisco Pérez Mackenna as Director
7. Appointment of Selma Alami as Director representing employee shareholders
- A. Appointment of Selim Yetkin as Director representing employee shareholders
8. Renewal of a Statutory Auditor and appointment of an alternate Statutory Auditor
9. Approval of a regulated agreement entered into between the Company and Bpifrance Financement
10. Approval of a regulated agreement entered into between the Company and Natixis
11. Approval of the information relating to the compensation items paid during the fiscal year ended on December 31st, 2020 or granted for the same fiscal year to Nexans corporate officers
12. Approval of the items of compensation paid during the fiscal year ended on December 31st, 2020, or granted for the same fiscal year to Jean Mouton, Chairman of the Board of Directors
13. Approval of the items of compensation paid during the fiscal year ended on December 31st, 2020, or granted for the same fiscal year to Christopher Guérin, as Chief Executive Officer
14. Approval of the compensation policy of the members of the Board of Directors for the fiscal year 2021
15. Approval of the compensation policy of the Chairman of the Board of Directors for the fiscal year 2021
16. Approval of the compensation policy of the Chief Executive Officer for the fiscal year 2021
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 Authorization to be granted to the Board of Directors for the purpose of reducing the Company's share capital via the cancellation of 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 4,375,000, 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 4,375,000, 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, within the limit of a par value of EUR 4,375,000, which corresponds to the shared sub ceiling set with respect to the 21st, 22nd, and 23th 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 2022 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 1st, 2022
28. Authorization to be granted to the Board of Directors for the purpose of granting in 2022 existing or newly issued free shares to employees or to some of them, without shareholders' preferential subscription rights, within the limit of EUR 50,000, not subject to performance conditions, for a 12 month-period beginning on January 1st, 2022 without shareholders' preferential subscription rights
29. Authorization to be granted to the Board of Directors for the purpose of granting in 2021 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 100,000, subject to the satisfaction of the performance conditions set by the Board of Directors and for a 7 month-period

Ordinary Shareholders' Meeting

30. Powers to complete legal formalities

How to participate to the Meeting?

GENERAL CONDITIONS – FORMALITIES

All shareholders are entitled to attend shareholders' meetings provided that they can provide proof of their identity and of their ownership of shares. However, to be allowed to 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 **Monday May 10th, 2021 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 bank or broker who maintains the bearer shareholders' account. The financial intermediary will send to Société Générale such request accompanied by a share certificate (*attestation de participation*) drawn up on the basis of the securities account in which the Nexans shares held are registered.

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).

METHODS OF PARTICIPATION

Exceptionally, and for safety reasons, shareholders will not be able to physically attend the 2021 Shareholders' Meeting. Administrative measures restricting or prohibiting travel or collective gatherings for health reasons are an obstacle to this, particularly in view of the closure of meeting rooms, the obligation to respect physical distance measures and the number of people usually present at previous General Meetings.

We invite you to regularly consult the section dedicated to the 2021 Annual Shareholders' Meeting on the company's website www.nexans.com (Finance / Shareholders / 2021 Annual Shareholders' Meeting section).

The General Meeting will be broadcast live and be made available on the website www.nexans.com.

We encourage you to cast your vote remotely or by proxy. Nexans offers you the possibility, prior to the Shareholders' Meeting, to transmit your voting instructions, or to appoint or revoke a proxy, by internet, on the Votaccess secure voting platform, under the conditions described below.

The secure Votaccess platform will be open from Friday 23 April 2021 at 9 a.m., Paris time. The possibility to vote, give a proxy or revoke a proxy by internet or by mail before the General Meeting will end on Tuesday 11 May 2021 at 3 p.m., Paris time.

You are advised not to wait until the last days before the General Meeting to enter your instructions. If you have already cast a postal vote or sent a proxy, you may choose another method of participation in the Meeting, subject to compliance with the terms and conditions below:

- ✓ If you are a registered shareholder, send your new participation mode instruction using the single form, duly filled out and signed, to Société Générale, by e-mail to the following address: ag2021.fr@socgen.com (any other instruction sent to this address will not be taken into account). The form must have your identifier, your name, first name and address, the words "New instruction - cancels and replaces", the date and your signature. Please attach a copy of your ID and, if applicable, a power of attorney if you are a legal entity. To be taken into account, the electronic message must reach Société Générale no later than 3:00 p.m. on Tuesday, May 11th, 2021.
- ✓ If you are a bearer shareholder, you must contact your bank or broker, who will send the new instruction to Société Générale, together with a certificate of participation proving you indeed are a shareholder. Postal voting forms will only be taken into account if they are received by Société Générale no later than 3:00 p.m. on Tuesday, May 11th, 2021.

You cannot vote for part of your shares and, at the same time, appoint a proxy to vote for the remainder of your shares; if you participate to the Meeting, you cannot use any other voting technique than voting for all of your shares yourself.

If you have already cast a postal vote or sent in a proxy, you may transfer all or part of your 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 amend the remote vote or the proxy accordingly. To this end, the bank or broker 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 the second business day preceding the Meeting at 00:00 a.m., Paris time, regardless of the means used, shall be notified by the bank or broker or taken into consideration by the Company, notwithstanding any agreement to the contrary.

You will find below the relevant information and instructions on each of the possible ways to participate in the Shareholders Meeting.

1. Voting or giving proxy online

If you wish to vote or give proxy to the Chairman of the Meeting or to any other person of your choice, you can do it online before the Shareholders' Meeting on the Votaccess website. This website will be open from **Friday 23rd, April 2021 at 9 a.m. until Tuesday May 11th, 2021 at 3 p.m.**, Paris time.

- ✓ 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 and follow the instructions on the screen;
- ✓ If you are a bearer shareholder, you should log in to your bank or broker 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.

If your bank or broker is not connected to Votaccess, notification of the appointment and revocation of a proxy may be made electronically, in accordance with the provisions of Article R.22-10-24 of the French Commercial Code, by sending an e-mail bearing an electronic signature (obtained by you from an authorised third party certifier in accordance with the legal and regulatory conditions in force) to the address mandataireAG@nexans.com, containing the following information Nexans Meeting of May 12, 2021, your full name and address, full bank details and the name and address of the appointed or revoked proxy; you must also ask your bank or broker to send written confirmation to Société Générale - Service Assemblées Générales (CS 30812, 32 rue du Champ de Tir, 44308 Nantes Cedex 3).

Only electronically signed and completed proxy appointments or revocations received by **Saturday May 8th, 2021** at the latest will be taken into account. Furthermore, the electronic address mandataireAG@nexans.com may only be used for the notification of the appointment or revocation of a proxy, to the exclusion of any other use.

The proxy holder shall send his or her voting instructions for the exercise of his mandates in the form of a scanned copy of the single form to Société Générale, by e-mail to the following address: assemblees.generales@sgss.socgen.com. The form must bear the surname, first name and address of the proxy holder, the words "In the capacity of proxy holder", and must be dated and signed. The voting directions are entered in the "I vote by post" box on the form. The proxy must attach a copy of his or her identity card and, if applicable, a power of attorney from the legal entity he or she represents. To be taken into account, the electronic message must reach Société Générale by **Saturday May 8th, 2021** at the latest. In addition, for his or her own voting rights, the proxy sends his or her voting instruction according to the usual procedures.

2. 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 or to your financial intermediary, no later than 6 days before the date of this Meeting.

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 Tuesday May 11th, 2021 **at 3 p.m.** (Paris time), at the latest.

How to fill out the voting form?

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 ■ ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form

JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire / I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form



4 allée de l'Arche
92400 Courbevoie - France

S.A. au capital de 43 755 627 €
393 525 852 RCS NANTERRE

ASSEMBLÉE GÉNÉRALE MIXTE
convoquée le mercredi 12 mai 2021 à 14h30 (heure de Paris)
4 allée de l'Arche
92400 Courbevoie - France
Tenue hors présence physique des actionnaires

COMBINED SHAREHOLDERS' MEETING
convened on Wednesday, May 12th, 2021 at 2:30 pm (Paris time)
4 allée de l'Arche
92400 Courbevoie - France
Held without physical presence of shareholders

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

Identifiant - Account

Vote simple / Single vote

Vote double / Double vote

Nominatif / Registered

Porteur / Bearer

Nombre d'actions / Number of shares

Nombre de voix - Number of voting rights

<p>1 VOTE PAR CORRESPONDANCE / I VOTE BY POST</p> <p>au verso (2) - See reverse (2)</p> <p>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.</p> <table border="1"> <tr> <td>1</td><td>2</td><td>3</td><td>4</td><td>5</td><td>6</td><td>7</td><td>8</td><td>9</td><td>10</td><td>A</td><td>B</td> </tr> <tr> <td>Non / No</td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td>Oui / Yes</td><td><input type="checkbox"/></td> </tr> <tr> <td>Abs.</td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input 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appoint the Chairman of the general meeting: <input type="checkbox"/></p> <p>- Je m'abstiens. / I abstain from voting: <input type="checkbox"/></p> <p>- 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: <input type="checkbox"/></p> <p>Pour être pris en considération, tout formulaire doit parvenir au plus tard : / To be considered, this completed form must be returned no later than:</p> <p>à la banque / to the bank 11 Mai 2021 15h / May 11th, 2021 at 3 pm</p> <p>Whatever your choice, date and sign here</p> <p>Write your name, surname(s) and address or check them</p> <p>DATE & SIGNATURE</p>	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 / 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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.</p> <p>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)</p>	<p>3 DONNE POUVOIR À</p> <p>au verso (4) pour me représenter à l'Assemblée / See reverse (4) to represent me at the above mentioned Meeting</p> <p>M. / Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name</p> <p>Adresse / Address</p>
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If you wish to vote by mail:
tick box 1 and follow the instructions.

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

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

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, 2020 - 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 for the fiscal year ended December 31st, 2020 (**2nd Resolution**), which reveal profits of EUR 14,069,734.45 and a net profit, Group share, of EUR 78,098 thousand, respectively.

The purpose of the **3rd Resolution** is to determine the distribution of income of Nexans for 2020. It is proposed to distribute a dividend per share of EUR 0.70. If this proposition is approved, the dividend will be detached on May 19th, 2021 (ex-date) and paid starting on May 21th, 2021.

RENEWAL AND APPOINTMENTS OF DIRECTORS (RESOLUTIONS 4 TO 7 AND A)

The purpose of the **4th resolution** is to renew the term of office of Marc Grynberg , independent Director, 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, 2024.

Marc Grynberg is Chief executive Officer of Umicore. The Board of Directors held on January 21st, 2021 confirmed his qualification as an independent director in light of the independence criteria defined of the Afep-Medef Code given the absence of significant relationship between Nexans and Umicore in 2020. Marc Grynberg is also a member of the Strategy and Sustainable Development Committee.

The **5th resolution**, aims to renew the term of office of Andrónico Luksic Craig as director, proposed by the main shareholder, Invexans Limited (UK) for a four-year term of office, expiring at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the fiscal year ending December 31st, 2024.

The **6th resolution**, aims to renew the term of office of Francisco Pérez Mackenna as director, proposed by the main shareholder, Invexans Limited (UK) for a four-year term of office, expiring at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the fiscal year ending December 31st, 2024. Francisco Pérez Mackenna is member of the Accounts, Audit and Risk Committee, of Strategy and Sustainable Development Committee, of the Appointment and Corporate Governance Committee and of the Compensation Committee.

The purpose of **resolutions 7 and A** concern the election of the Director representing employee shareholders. Pursuant to the terms of Article 12 bis of the Company bylaws, in its version amended by the Shareholders' Meeting held on May 13th, 2020, employee shareholders and members of the Supervisory Boards of Nexans FCPE mutual funds units respectively appointed Selma Alami, North West Africa Deputy Chief Executive Officer and Selim Yetkin, UK Sales Manager for ISP Power as candidates for this position. After having considered these two excellent candidates, and upon the recommendation of the Appointments and Corporate Governance Committee, the Board of Directors has approved Selma Alami's application on the basis of her experience. In accordance with Article 12bis of the Company bylaws, as only one seat on the Board of Directors representing employee shareholders is available, the candidate with the highest number of votes will be appointed.

The **7th resolution**, aims to appoint Selma Alami as director representing employee shareholders for a four-year term of office, expiring at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the fiscal year ending December 31st, 2024.

Resolution A is not approved by the Board of Directors. It aims to appoint Selim Yetkin as director representing employee shareholders for a four-year term of office, expiring at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the fiscal year ending December 31st, 2024.

A presentation of these five candidates can be found in the Appendix of this Report. If the Shareholders' Meeting resolves in favor of these renewals and appointment, the Board would thus be composed of 14 directors at the end of the Shareholders' Meeting.

Among these Directors, seven were qualified as independent by the Board of directors meetings held on January 21st, 2021 (1) Jean Mouton, (2) Jane Basson, (3) Marc Grynberg, (4) Sylvie Jéhanno (5) Anne Lebel, (6) Hubert Porte, and (7) Kathleen Wantz-O'Rourke, representing an independence rate of over 63.6%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 41,7%².

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

2022 AGM	Anne Lebel
2023 AGM	Bpifrance Participations, Oscar Hasbún Martinez ⁽¹⁾ , Jean Mouton, Hubert Porte
2024 AGM	Jane Basson, Sylvie Jéhanno, Kathleen Wantz-O'Rourke
2025 AGM	Marc Grynberg, Francisco Pérez Mackenna ⁽¹⁾ , Andrónico Luksic Craig ⁽¹⁾ , Selma Alami ⁽²⁾

¹ Director proposed by main shareholder Invexans Limited (UK)

² Director representing employee shareholders

The term of office of Angéline Afanoukoé, the Director representing employees appointed by the France Group Works Council, expires at the end of the 2021 AGM.

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.

RENEWAL OF A CO-STATUTORY AUDITOR (RESOLUTION 8)

The mandates of Mazars as Statutory Auditor and Gilles Rainaut as Alternate Auditor expire at the end of this General Meeting. They were appointed for an initial term of six years by the Shareholders' Meeting of May 5th, 2015.

In accordance with the provisions of Article L.823-19 of the French Commercial Code and the Internal Regulations of the Board of Directors, the procedure for appointing the Statutory Auditor and Alternate Auditor was steered by the Accounts, Audit, and Risk Committee, which presented its recommendations to the Board of Directors on December 17th, 2020.

Upon the recommendation of the Accounts, Audit and Risk Committee, the Board of Directors proposes to renew the appointments of Mazars as Statutory Auditor and appoint the firm CBA as Alternate Auditor for a period of six financial years ending at the end of the General Meeting called to approve the financial statements for the year ending December 31st, 2026.

1. Independence rate calculated without taking into account the employee director and the director representing employee shareholders, in accordance with recommendation 9.3 of the revised AFEP-MEDEF Code of January 2020

2. Independence rate calculated without taking into account the employee director, in accordance with the provisions of Article L.22-10-6 §2of the French Commercial Code.

APPROVAL OF REGULATED AGREEMENTS WITH BPIFRANCE FINANCEMENT (RESOLUTION 9) AND NATIXIS (RESOLUTION 10)

On April 23rd, 2020, the Board of Directors authorized the sale by Nexans to Bpifrance Financement of receivables held under the Research Tax Credit (CIR) and the Competitiveness and Employment Tax Credit (CICE) for the years 2018 and 2019 for an amount of up to EUR 15 million of receivables sold at a very limited cost (**resolution 9**).

Bpifrance Financement is a subsidiary of Bpifrance SA. Bpifrance Participations, which holds 7.71% of Nexans's share capital and is a member of the Company Board of Directors, is a wholly-owned subsidiary of Bpifrance SA. Consequently, in accordance with Articles L.225-38 et seq. of the French Commercial Code, this transaction was subject to the prior authorization of the Board of Directors. The principle, content and terms and conditions of this contract were reviewed by the Board of Directors in the absence of Anne-Sophie Hérelle. The Board of Directors noted the interest for the Company to execute the receivables assignment contract with Bpifrance Financement before authorising its execution.

During fiscal year 2020, the Company paid an aggregate amount of EUR 52,618 to Bpifrance Financement under this receivables assignment agreement.

The Board of Directors' meetings held on March 31st and May 13th, 2020 authorized the Company to contract a loan of EUR 280 M with Crédit Agricole CIB, BNP Paribas, CIC, Crédit Agricole Ile de France, Natixis and Société Générale. This loan benefits from a 80% guarantee from the French State and has twelve-month repayment period including an extension option for a further 5 years.

The agreement (**resolution 10**) was entered into when Anne Lebel, a Nexans member of the Board of directors, was Chief Human Resources and Corporate Culture and member of Natixis Management Board. She left her position at Natixis on July 20th, 2020. From that date, this agreement no longer qualifies as related-party agreements.

The objectives, nature, terms and conditions of this agreement were reviewed by the Board of Directors without Anne Lebel being present. Before authorising its conclusion, the Board of Directors noted the interest for the Company to enter into the loan guaranteed by the French State, particularly with regard to financial terms and conditions from which the Company benefits.

During the financial year 2020, the Company paid the total amount of EUR 197,761.91 to Natixis under this loan agreement. The amount of interests accrued but not paid due to Natixis under this agreement amounted to 265,416.64 Euro as at December 31st, 2020. The loan was finally reimbursed on February 25th, 2021.

In accordance with the provisions of Article R.225-30 of the French Commercial Code, the aforementioned agreements were communicated to Nexans statutory auditors within the regulatory timeframe and were published on the Company's website as soon as they were entered into.

APPROVAL OF THE INFORMATION RELATING TO THE ELEMENTS OF COMPENSATION PAID DURING FISCAL YEAR 2020 OR ALLOCATED IN RESPECT OF FISCAL YEAR 2020 TO CORPORATE OFFICERS (RESOLUTION 11)

In accordance with the provisions of Article L.22-10-34 I of the French Commercial Code, the purpose of the **11th resolution** is to submit to the vote of the Shareholders' Meeting the elements of compensation paid during the fiscal year 2020 or allocated for the fiscal year 2020 to the corporate officers, in accordance with the information mentioned in Article L.22-10-9 I of the French Commercial Code.

These elements comply with the recommendations of the AFEP-MEDEF Code, and are detailed in the 2020 Universal Registration Document of the Company, sections 2.5.2 to 2.5.4. 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 12 to 14.

The compensation of the 14 members of the Board of Directors and the censors¹, for a total amount of EUR 650,000, is shown in the following table:

Director / Censor	Amount of compensation allocated for 2020 and paid in 2020
Jean Mouton	€ 0
Angéline Afanouké	€ 0
Jane Basson	€ 54,372
Bpifrance Participations	€ 69,731
Marie-Cécile de Fougères	€ 0
Marc Grynberg	€ 47,711
Oscar Hasbún Martínez	€ 64,226
Sylvie Jehanno	€ 45,593
Anne Lebel	€ 75,236
Fanny Letier ⁽²⁾	€ 31,860
Colette Lewiner ⁽³⁾	€ 45,655
Andrónico Luksic Craig	€ 28,443
Bjørn Erik Nyborg	€ 0
Francisco Pérez Mackenna	€ 83,494
Hubert Porte	€ 44,958
Kathleen Wantz-O'Rourke	€ 58,721

¹ Nexans has no censor as of December 31st, 2020.

² Director who resigned effective May 12th 2020

³ Director whose term of office expired on May 13th 2020

As a sign of solidarity and social cohesion, the compensation of the members of the Board of Directors has been reduced by 30% in April and May 2020. The compensation awarded and paid in 2020, however, reaches the ceiling of EUR 650,000, because of the significant number of Boards and Committees held during the year, as detailed in the 2020 Universal Registration Document in sections 2.3.2.2 (*Board meetings in 2020*) and 2.3.2.3 (*The Board Committees*).

Approval of the compensation elements paid during fiscal year 2020 or allocated in respect of fiscal year 2020 to Jean Mouton as Chairman of the Board of Directors (Resolution 12)

In accordance with the provisions of Article L. 22-10-34 II of the French Commercial Code, the **12th resolution** is intended to submit to the vote of the Shareholders' Meeting the elements of compensation paid during fiscal year 2020 or allocated in respect of fiscal year 2020 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 2020 Universal Registration Document, in section 2.5.3 (2020 Compensation of Jean Mouton, Chairman of the Board of Directors), and are reiterated in the following summary table:

Compensation items paid during fiscal year 2020 or allocated in respect of fiscal year 2020	Amounts or book value of the compensation items paid during fiscal year 2020 or allocated in respect of fiscal year 2020	Comments and explanations
Fixed compensation	EUR 237,500	Gross amount, pre-tax and social security charges. As a sign of solidarity and social cohesion, the remuneration of the members of the Board of Directors has been reduced by 30% in April and May 2020.

In accordance with the compensation policy for the Chairman of the Board of Directors approved by the Shareholders' Meeting of May 13th, 2020 under the 13th 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 2020. He did not receive any other benefits. The fixed annual compensation of the Chairman of the Board of Directors, for an amount of EUR 250,000, has remained unchanged since his appointment on May 15th, 2019.

Approval of the compensation items paid during fiscal year 2020 or allocated in respect of fiscal year 2020 to Christopher Guérin as Chief Executive Officer (Resolution 13)

In accordance with the provisions of Article L.22-10-34 II of the French Commercial Code, the purpose of the **13th 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 2020 or allocated in respect of financial year 2020 to Christopher Guérin, Chief Executive Officer.

Shareholders are therefore being asked to vote on the following compensation items paid in fiscal year 2020 or allocated in respect of 2020: fixed compensation for 2020, annual variable compensation for 2019 paid in 2020, annual variable compensation for 2020 allocated in respect of 2020, performance shares allocated in 2020, and benefits in kind.

These elements comply with the recommendations of the AFEP-MEDEF Code, detailed in the 2020 Universal Registration Document, section 2.5.4 (2020 Compensation of Christopher Guérin, Chief Executive Officer), and reiterated in the following summary table:

Items of Compensation paid in 2020 or allocated	Amounts or book value of the items of compensation paid in fiscal year 2020 or granted in respect of fiscal year 2020	Comments and explanations
2020 fixed compensation	EUR 570,000	Gross amount, pre-tax and social security charges. The amount of the fixed compensation is EUR 600,000. It has not changed since Christopher Guérin's appointment as Chief Executive Officer on July 4th, 2018. As a sign of solidarity and for social cohesion, the Chief Executive Officer has undertaken to reduce his remuneration by 30% in April and May 2020.
2019 annual variable compensation paid in 2020	EUR 776,400	<p>The variable portion of compensation for 2019 could vary between 0% and 150% of the fixed portion of compensation.</p> <p>The proportion of collective objectives, which were the same as those shared by the Group's executive managers, was 60% and was based on two financial objectives whose relative weighting was: (1) return on capital employed (ROCE): 50%, (2) EBITDA/sales ratio: 50%,</p> <ul style="list-style-type: none"> - The achievement rate observed of the ROCE is 81.2% of the maximum which represents an improvement of this indicator compared with 2018, - The achievement rate of the EBITDA is 82.8% of the maximum, which also represents an improvement of this indicator compared with 2018, <p>On these grounds, the Board of Directors noted that the collective portion of variable compensation amounted to EUR 442,800, for a maximum potential of EUR 540,000, i.e 82% of this amount.</p> <p>The portion relating to individual objectives is 40% and is based on precise and pre-established objectives. 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 rallying the new team and driving a new dynamic with investors is 100% of the maximum amount. New Executive Committee and new dynamic were implemented day one, thanks to a succession plan readiness. Some internal promotion at Executive Committee level has been demonstrated. The new organization was launched in September 2019; - The achievement rate of deploying and overseeing projects to boost operating efficiency, and tracking and controlling the related cost is 86.7% of the maximum amount. 1,200 initiatives running on weekly routines are managed by an Executive Committee member directly, restructuring management and the reduction of indirect expenses are on time and in line with expectations; - The achievement rate of transformation initiatives is 100% of the maximum amount. SHIFT program shows the quality of the methods with positive results in South America and is running in South Korea, China and Morocco; - The achievement rate of the Company profile improvement regarding CSR is 66.7% of the maximum amount, given the investment made in renewable energies for our factories and consumption reduction in Metallurgy through sensors to reduce electricity consumption. <p>On this basis, the Board of Directors noted that the individual portion amounted to EUR 333,600 (for a potential maximum of EUR 360,000, i.e. 92.7% of this amount).</p> <p>The total variable portion as determined by the Board of Directors for 2019 therefore amounts to EUR 776,400, i.e. 86.3% of the maximum. The payment of the annual variable compensation to Christopher Guérin for 2019 was made after the approval of the 10th resolution by the Annual Ordinary Shareholders' Meeting of May 13, 2020.</p>
2020 annual variable compensation	EUR 882,360	The annual variable compensation for 2020 of Christopher Guérin represents 100% of his annual fixed compensation and may vary between 0% and 150% of the 2020 fixed compensation as Chief Executive Officer. It is determined 60% based on the

<p>allocated for 2020</p>		<p>fulfillment of collective objectives and 40% based on the achievement of specific pre-determined individual objectives.</p> <p>In order to take into account the health crisis and its financial and economic consequences for the Group, the Board of Directors of July, 28th 2020 resolved that :</p> <ul style="list-style-type: none"> - if the weighted average achievement rate of the financial objectives of the collective portion is less than 100%, then the collective part of the 2020 variable compensation will not be due; and - if the amount of EBITDA at the end of 2020 is below the minimum defined by the Board of Directors on July 28th 2020, then the individual part will not be due. <p>The target amounts of the retained objectives are those of the 2020 budget, the latter having been revised in July 2020 so that the EBITDA target amount has been reduced and the Free Cash Flow target amount has been almost doubled to make it more demanding.</p> <p>Under strict application of the level of achievement of the objectives set for 2020 (ROCE for 25%, EBITDA for 50 % and OFCF for 25%):</p> <ul style="list-style-type: none"> - The achievement rate for ROCE is 100% of the maximum amount, reflecting a significant achievement compared to the revised budget approved by the Board of Directors in July 2020, - The achievement rate for EBITDA is 93.3% of the maximum amount, this indicator having overachieved compared to the 2020 revised budget, - The achievement rate for OFCF is 100% of the maximum amount, this indicator having also over achieved compared to the 2020 revised budget. <p>On this basis, the Board of Directors noted that the collective portion amounted to EUR 522,360 (for a potential maximum amount of EUR 540,000, i.e. 96.7% of this amount).</p> <p>The portion relating to individual objectives is 40% and is based on precise and pre-established objectives. 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 “Anchoring the transformation change internally, delivering against the transformation plan targets (including Land High Voltage) and achieving the Net Income at EUR 80 million adjusted from CORE exposure impact and FX results, below EUR 40 million achievement” will be 0”, is 100% of the maximum amount. Net income for 2020 (adjusted from COREX and FX) is EUR 59 million in spite of Covid effect. Regarding internal transformation, SHIFT has been launched in 2020 mainly in Europe Area, Australia and New Zealand. SHIFT transformation has been redesigned to safeguard Nexans liquidity (with a result above expectations with a FCF generation of EUR 200 million for the first semester). Covid crisis management was in place the first week of March and forced Nexans to rethink the entire management cash model. - The achievement rate of “Deploying and overseeing projects to boost operating efficiency and tracking and controlling the related cost (All workstreams and Charleston Capex deployment project) is 100% of the maximum amount. The Board noted that Game Changers projects were launched and implemented (Brazil, Switzerland, and closure of Chester in US). A bimonthly follow up of Charleston Capex deployment (strongly complexity follow up and implementation due to Covid) was implemented. Enhanced fixed cost reduction program due to Covid impact was launched in April (indirect expenses). - The achievement rate of “Strategic plan update beyond 2021, to prepare the next sequence to be introduce to the market through an Investor day to be held in Q3 2020” is 100% of the maximum amount. Due to Covid crisis, Investor Day has been postponed in February 2021; however, an ESG event was organized and 35 investors interviewed for a 2020 perception survey and thanks to Nexans re-rating, Nexans increased its market capitalization. The virtual strategic seminar of the Board validated structural strategic decisions and the next Equity Story will be presented on the February 17th, 2021.
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		<ul style="list-style-type: none"> - The achievement rate of “CSR deployment, continue the deployment of the CSR scorecard” is 100% of the maximum amount given that the New ESG scorecard was launched and communicated through a dedicated event on November 18th, 2021 and webcasted. Nexans integrated RE100 Club. - The achievement rate of “Finalize the assessment Business Unit leaders and prepare development accordingly. Strengthen the succession plan for the Top Executives. Define a new mission statement, culture and values for the group” is 100% of the maximum amount. 16 Business Unit leaders have been assessed and 9 potential successors were found. Based on the results, specific actions such as training, job rotation or special projects have been designed and implemented. Purpose and mission have been defined and communicated in November 2020 and Values will be disclosed in February 2021. <p>On this basis, the Board of Directors noted that the individual portion amounted to EUR 360,000 (for a potential maximum of EUR 360,000, i.e. 100% of this amount).</p> <p>The total variable portion as determined by the Board of Directors for 2020 therefore amounts to EUR 882,360, i.e. 98.04% of the maximum.</p> <p>The payment of the annual variable compensation to Christopher Guérin for 2020 is subject to the approval of the 13th resolution by the Annual Ordinary Shareholders' Meeting.</p>
<p>Stock options, performance shares, or any other long-term compensation component</p>	<p>A maximum number of 20,000 performance shares valued at EUR 299,800</p>	<p>At its meeting dated March 17th, 2020, the Board of Directors used the 27th Resolution approved by the Shareholders' Meeting dated May 15th, 2019 and decided to grant the Chief Executive Officer 20,000 performance shares, the effective vesting of which depends on the level of achievement of the plan's performance conditions.</p> <p>The definitive vesting of the performance shares granted under Plan No. 20 dated March 17th, 2020 is subject to continued employment within the Company as well as 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 CSR:</p> <ol style="list-style-type: none"> 1) A stock market performance condition, applicable to 40% of the allocated shares, 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. 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. 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. 2) An economic performance condition, applicable to 40% of the allocated shares, consisting in measuring le Free Cash Flow by the end of year 2022 3) A CSR performance condition, applicable to 20% of the allocated shares, consisting in measuring Group CSR ambitions as specified in the 2018-2022 scorecard:

		KPI		Target 2022
PEOPLE	Workplace safety	Workplace accident frequency rate		<1
	Human capital	Managers with an individual Development Plan		100%
		Women in management positions		25%
PLANET	Environmental management	Industrial sites certified EHP and/or ISO 14001		97%
	Energy	Energy intensity (268 in 2018)		-3%
	Climate	Reduction of GHG emissions (scopes 1,2 and 3) (versus n-1)		-5%
PRODUCT	Sustainable Products	Total waste recycled		>50%
PARTNERS	Business ethics	Managers having signed the Compliance Certificate		100%
		OTIF - 1C		94%
	Stakeholders	Employee engagement index (74% in 2018)		+3

Depending on performance levels at the end of the vesting period expiring on March 17th, 2024, the number of shares that will be definitively acquired by the Chief Executive Officer may vary between 0 and a maximum of 20,000 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%
6th in the ranking	40%
Below 6 th in the ranking	0%

Group Free Cash Flow Level du Groupe by the end of year 2022	Percentage of definitively vested shares with respect to this condition
≥ EUR 215 M	100%
≥ EUR 205 M et < EUR 215 M	90%
≥ EUR 195 M et < EUR 205 M	80%
≥ EUR 185 M et < EUR 195 M	70%
≥ EUR 175 M et < EUR 185 M	60%
≥ EUR 165 M et < EUR 175 M	50%
< EUR 165 M	0%

Level of the CSR indicator reached by the end of year 2022	Percentage of definitively vested shares with respect to this condition
≥ 90%	100%
≥ 70% et < 90%	70%
< 70%	0%

The performance shares granted to Christopher Guérin under Plan No 20 of March 17th, 2020 represent approximately 0.05% of Nexans share capital at December 31st, 2020. The portion reserved for him represents approximately 7% of the total allocation of the performance share plan No 20.

Valuation of the benefits of all kinds	EUR 5,804	Christopher Guérin uses a company car.
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Christopher Guérin did not receive deferred variable compensation or exceptional compensation for 2020.

During its meeting of July 25th, 2018, the Board of Directors resolved to grant him a total number of 7,461 free shares without performance conditions or presence conditions as partial compensation for the rights he had accumulated under the defined benefit pension plan from which he benefited as an employee member of the former Management Board. 25% of the number of shares thus granted became definitively vested for Christopher Guérin on July 27th 2020, i.e. 1,866 shares valued at EUR 84,231.

In addition, the following compensation items were decided by the Board of Directors on July 3rd, 2018 and approved by the Shareholders' Meeting of May 15th, 2019, which were in effect as of December 31st, 2020.

A detailed description of these items is set forth in the 2020 Universal Registration Document in section 2.5.4 (*Compensation 2020 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>Since July 4th, 2018, Christopher Guérin, as Chief Executive Officer, is eligible for a severance payment. The payment of this indemnity may only take place in the event of a forced departure related to a change in control or corporate strategy (the latter of which is always assumed as applicable unless the Board of Directors decides otherwise, particularly in the case of serious misconduct), and before the Board assesses compliance with the performance conditions.</p> <p>The severance payment would be equal to two years of total compensation, which represents 24 times the amount of the last monthly base compensation plus an amount equal to the par bonus rate times the last monthly base compensation.</p> <p>The payment of the indemnity will be conditional on the achievement of an overall rate of achievement of the objectives of the annual variable compensation target of at least 60% on average over the three fiscal years preceding the date of forced departure. On February 21th, 2021, the Board of directors changed this characteristic of the severance payment. The payment of the indemnity will be conditional on the achievement of an overall rate of achievement of the objectives of the annual variable compensation target of at least 80% on average over the three fiscal years preceding the date of forced departure. The Compensation Committee will officially acknowledge the level of achievement of these conditions, for decision by the Board.</p> <p>The level of achievement of the performance conditions will be noted by the Appointments, Compensation and Corporate Governance Committee</p> <p>In the event that the forced departure takes place without three fiscal years having elapsed since taking office, the indemnity would be equal to one year of the total compensation (fixed and variable portions) and the performance conditions would be assessed solely on the basis of the fiscal years actually completed (one or two years).</p> <p>The sum payable with respect to the severance payment is to be paid as a single lump sum no later than one month following the Board of Directors' assessment of compliance with the conditions governing severance payments.</p>
Non-compete indemnity	EUR 0	<p>In consideration of the commitment to refrain from engaging in a business activity that directly or indirectly competes with that of the Company for a two-year period following the termination of his term in office as Chief Executive Officer, regardless of the reason for said termination, Christopher Guérin will be eligible to receive a non-compete indemnity equal to one year of total compensation, in other words, 12 times the amount of the last monthly compensation (the fixed portion) plus an amount equal to the par bonus rate times his last base monthly compensation paid in the form of 24 equal consecutive monthly payments.</p> <p>The Board of Directors will decide, in the case of a departure, whether or not to enforce the non-compete agreement and can waive it (in which case, the indemnity is not due).</p> <p>In accordance with the provisions of the Board of Directors' Internal Rules, both termination indemnities — in other words, the severance payment and the non-compete indemnity — cannot exceed two years of actual compensation (fixed and variable).</p>
Occupational Insurance Schemes and Healthcare	EUR 0	<p>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.</p>
Unemployment insurance plan	EUR 0	<p>Christopher Guérin has coverage for loss of employment, acquired from an insurance agency, guaranteeing him, in case of an involuntary loss of</p>

		<p>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.</p> <p>The annual amount paid by the Company in 2020 is EUR 11,261.</p>
Supplemental pension plan	EUR 0	<p>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.</p> <p>The annual amount paid by the Company in 2020 is EUR 240,000.</p>

APPROVAL OF THE COMPENSATION POLICY FOR DIRECTORS AND EXECUTIVE DIRECTORS FOR 2021 (RESOLUTIONS 14 TO 16)

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 2021.

The **14th resolution** deals with the compensation policy for members of the Board of Directors, which includes a fixed portion and a predominantly variable portion, which depends on the directors' attendance at Board meetings and their participation in Committees. The compensation policy for corporate officers for the financial year 2021 was established by the Board of Directors on February 16th, 2021 on the proposal of the Compensation Committee. The annual amount of compensation allocated to Directors, of an amount of EUR 650,000, has remained unchanged since January 1st, 2012. The rules for allocating this compensation have remained unchanged since January 1st, 2017. The compensation policy for the members of the Board of Directors is detailed in the report presented in paragraph 2.5.1.1 of the 2020 Universal Registration Document.

The **15th 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 by external consultants indicating market practices for comparable companies. It also takes into account the specific missions 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 detailed in the report presented in paragraph 2.5.1.2 of the 2020 Universal Registration Document.

The **16th 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 commitments authorized by the Board of Directors and approved by the Shareholders' Meeting of May 15th, 2019: severance pay, non-competition indemnity, supplementary pension plan, healthcare plan and coverage against the risk of job loss, as well as a possible exceptional remuneration which would be capped at 100% of the fixed remuneration (on this point, see proposed resolution 29 below).

The Compensation Committee gives its opinion to the Board of Directors regarding the compensation to be paid to the Chief Executive Officer, while ensuring consistency between the rules for deciding said compensation and the Company performance. It takes into account all business issues (strategic, financial, social, societal and environmental), the interests of shareholders and other stakeholders and the changes in the AFEP-MEDEF Code of governance.

In order to establish the structure of this compensation, the Committee relies on the examination of the positioning of the Chief Executive Officer's compensation 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, Groupe SEB, Somfy, SPIE, Valeo and Vallourec).

On February 16, 2021, the Board of Directors, in light of the work of the Compensation Committee noted that the Chief Executive Officer's fixed compensation was below the first quartile of the benchmark panel.

Over the past three years, under Christopher Guérin's leadership, significant frame agreements, were signed, such as the exclusive contract signed with Ørsted in the USA to supply wind offshore cables for the period from 2021 to 2027 (over EUR 1 billion in contract value). Both backlog and revenues from strategic customers have steadily increased steadily, while overall risk exposure mitigated.

Notwithstanding the pandemic outbreak, in 2020 Free Cash Flow has reached a record since Nexans inception in 2001, and is now at more than EUR 1.8 billion. The Group, in the 1st Quarter 2020, has anticipated the pandemic waves by early deployment of a series of initiatives including, ensuring of early availability of employees protection equipment, securing customers supplies and safeguarding liquidity.

Deployment of SHIFT, a management business turnaround method that Christopher Guérin designed, has allowed the turnaround of about 98% of the less performing Group activities in less than 2 years. In spite of the severity of the COVID pandemic, Christopher Guérin has taken bold decisions to enhance the transformation of the Group by bringing a new long term perspective around Electrification, a new corporate purpose (Electrify the Future), an altogether new corporate ambition, and by introducing new methodologies to accelerate Nexans carbon neutrality commitment.

Finally, as of December 31st 2020 Nexans Stock Price stands at EUR 60 from EUR 29.77 on the day of his appointment. Market capitalization has roughly doubled to EUR 2.8 billion as of the end of 2020.

Taking into account all these considerations, the Board of Directors, on the proposal of the Compensation Committee, resolved to increase the CEO fixed annual compensation to EUR 750,000 in order to reach 94% of the panel median (median being at EUR 800,000).

The Committee ensures that none of the elements of the compensation is disproportionate and analyzes the compensation as a whole, taking into account all of its elements: fixed compensation, annual variable compensation, long-term share based compensation plan, additional pension plan and benefits of any kind. It also takes into account shareholders' negative votes at previous Shareholders' Meetings as well as comments received from shareholders during the governance roadshows organized each year prior to the Shareholders' Meeting. For 2021, upon the recommendation of the Compensation Committee, the Board of Directors has therefore decided to strengthen the performance criteria for the Chief Executive Officer's termination benefit, and to amend the vesting conditions of the Chief Executive Officer's performance shares in the event of retirement.

Pursuant to Article L. 22-10-8 III of the French Commercial Code, in exceptional circumstances, the Board of Directors, upon the recommendation of the Compensation Committee, may adapt certain provisions of the compensation policy provided that this deviation from standard policy is temporary, in the corporate interest and necessary to guarantee the sustainability or viability of the Company.

The compensation policy for the Chief Executive Officer is detailed in the report presented in paragraph 2.5.1.2 of the 2020 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 13th, 2020 (Resolution 14), 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.

During its meeting on March 17th, 2020, the Board of Directors resolved to implement a share buyback program in accordance with the conditions set out in Article 5 of Regulation (EU) No. 596/2014 of 16 April 2014 on market abuse (MAR) for a maximum number of 500,000 shares and a maximum total amount of EUR 30 million.

In 2020, the Company repurchased 350,314 shares for at a weighted average price of EUR 27.4023 per share i.e a total cost of EUR 9.6 million, allocated to cancellation. The Company did not use derivatives.

These 350,314 shares were cancelled by a decision of the Board of Directors on December 17th, 2020.

As of December 31st, 2020, the Company directly held 107,155 shares with a nominal value of 1 euro (representing approximately 0.24% of the share capital, the value of which was estimated at the purchase price of EUR 3.9 million).

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.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 buybacks could relate to 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 repurchase) shall not exceed 10% of the total number of shares making up the Company's share capital on that date, it being specified that whenever the purpose of the buyback is to improve liquidity under the conditions defined in the AMF's General Regulation, the number of shares taken into account for the calculation of the aforementioned 10% limit will 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 given time shall not exceed 10% of the total number of shares making up the share capital of the Company on 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, with the exception of financial derivatives, whether via a regulated market or off-market (including by acquiring or selling blocks of shares). The maximum purchase price for the shares of the Company would be equal to EUR 100 per share (excluding acquisition costs). The total amount allocated for the purpose of the share buyback plan cannot exceed EUR 100 million.

However, in the event that a third party initiates a takeover for the securities of the Company, the Board of Directors would not be authorized to decide to implement this resolution during the offer period unless the Shareholders' Meeting grants its prior approval.

EXTRAORDINARY SHAREHOLDERS' MEETING

It should be noted that the Company completed the following transactions in 2020 by using the delegations granted by the Shareholders' Meetings held on May 15th, 2019 and May 13th, 2020:

November 26th, 2019	<p>ACT 2020 International Share Ownership Plan On November 26th, 2019, the Board of Directors authorized the launch of an international employee shareholding transaction through a share capital increase reserved for Group employees of up to 400,000 new shares and an issue of 100,000 additional new shares reserved for a structuring bank. The share capital increase took place on November 13th, 2020 with the issue of 399,996 shares reserved for members of the Company savings plan and 99,625 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>
March 17th, 2020	<p>Long-Term Compensation plan: grants of performance shares and free shares The Board of Directors implemented the Group's long-term compensation policy by adopting Long-term Compensation Plan No. 20, providing for the grant of 291,350 performance shares of the 300,000 performance shares authorized by the May 15th, 2019 General Shareholders' Meeting, and 50,000 free shares of the 50,000 authorized by the General Shareholders' Meeting of May 15, 2019.</p>
March 17th, 2020	<p>Share buyback program The Board of Directors implemented a Company share buyback program in accordance with the conditions set out in Article 5 of Regulation (EU) No. 596/2014 of 16 April 2014 on market abuse (MAR). The Company repurchase 350,314 shares for at a weighted average price of EUR 27.4023 per share i.e a total cost of EUR 9.6 million, allocated to cancellation.</p>
December 17th, 2020	<p>Cancellation of treasury shares The Board of Directors authorized the cancellation of 350,314 treasury shares.</p>

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 13th, 2020 (Resolution 15) 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 2020, 350, 314 shares of the Company were cancelled by decision of the Board of Directors on December 17th, 2020.

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, 28 and 29**), to provide for a return to 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 and the 29th resolution proposed for a period of seven 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 (27th and 29th resolutions) and free shares (28th resolution) 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 12th, 2021:

Resolutions proposed to General Shareholders' Meeting dated May 12th, 2021 ²	Ceilings per resolution (par value) ³	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)	€ 4,375,000, or 4,375,000 shares (< 10 % of the share capital) Debt securities = € 350,000,000	€ 4,375,000, or 4,375,000 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)	€ 4,375,000, or 4,375,000 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 (<i>stock appreciation right</i>) 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 2022 - LTIP n°22 – Authorization granted for a twelve-month period as from January 1 st , 2022 (R27)	€ 300,000 or 300,000 shares	-	-	-
Grant of free shares to certain high-potential executives and/or exceptional contributors without performance conditions in 2022 - LTIP n°22 – Authorization to be granted for a twelve-month period as from January 1 st , 2022 (R28)	€ 50,000 or 50,000 shares	-		
Grant of performance shares to corporate officers and key managers in 2021 - LTIP n°21A linked to the new strategic plan 2021-2024 – Authorization granted for a seven-month period as from May 12 th , 2021 (R29)	€ 100,000 or 100,000 shares	-		

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 million overall (i.e. less than 32% of the share capital as at February 28th, 2021).

² The abbreviation "R..." indicates the number of the resolution submitted to the General Shareholders' Meeting dated May 12th, 2021

³ 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

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 4,375,000 (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 AND 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 15th, 2019 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 November 13th, 2020.

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 employees⁴, 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.

GRANTS OF PERFORMANCE SHARES AND FREE SHARES IN 2022 (RESOLUTIONS 27 AND 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.

⁴ 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 Article L. 22-10-59 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. 225-180 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 2022 would amount to 0.8% of the share capital as of February 28th, 2021. 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. Therefore, the performance conditions of the previous performance share plans gave rise to:

Performance share plan	Final vesting rate of the shares initially granted under the plan
Plan n°10 of 15/11/2011	0.00% of the maximum
Plan n°11 of 20/11/2012	38.23% of the maximum
Plan n°12 of 24/07/2013	47.50% of the maximum
Plan n°13 of 24/07/2014	65.00% of the maximum
Plan n°14 of 28/07/2015	50.00% of the maximum
Plan n°15 du 01/01/2016	50.00% of the maximum
Plan n°16 du 12/05/2016	0.00% of the maximum
Plan n°16bis du 23/11/2016	0.00% of the maximum
Plan n°17 du 14/03/2017	50.00% 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, 2020.

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 18th, 2021^o pursuant to the authorizations granted by the Shareholders' Meeting dated May 13th, 2020:

Perimeter	496 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"> - 283,665 performance shares of the 300,000 performance shares authorized by the Shareholders' Meeting dated May 13th, 2020, representing approximately 0.65% of the share capital at year-end 2020, 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 283,665 shares assume maximum performance with respect to the three performance conditions retained, as described below. 20,000 shares were allocated to Christopher Guérin, as Chief Executive Officer. - 49,480 free shares (not subject to performance conditions) of the 50,000 shares authorized by the Shareholders' Meeting dated May 13th, 2020, representing approximately 0.11% of the share capital at year-end 2020, 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 0.76% on the basis of the share capital as of December 31 st , 2020, without taking into account the potential use of existing shares. ⁵
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 .

⁵Furthermore, the average three-year unadjusted burn rate is 0.71%.

Performance Conditions

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 two segments: stock market performance and economic performance.

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.

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.

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.

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%
6th in the ranking	40%
Below 6 th in the ranking	0%

40% of the granted performance shares shall be subject to an economic performance condition consisting in measuring the Free Cash Flow⁶ at 2023 year end.

Group Free Cash Flow Level du Groupe by the end of year 2023	Percentage of definitively vested shares with respect to this condition
≥ EUR 200 M	100%
≥ EUR 190 M et < EUR 200 M	90%
≥ EUR 180 M et < EUR 190 M	80%
≥ EUR 170 M et < EUR 180 M	70%
≥ EUR 160 M et < EUR 170 M	60%
≥ EUR 150 M et < EUR 160 M	50%
< EUR 150 M	0%

20% of the granted performance shares shall be subject to a Corporate Social Responsibility performance condition consisting in achieving the Group's CSR ambitions as defined in the 2021-2023 roadmap as follows:

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		HUMAN CAPITAL		CSR AWARENESS		ENVIRONMENTAL MANAGEMENT		CIRCULAR ECONOMY		CLIMATE		BUSINESS ETHICS		STAKEHOLDERS		NEXANS FOUNDATION	
Workplace accident rate	Safety rate	Gender parity index ratio	Women in top management positions	Women in top management positions	Employees eligible to long term incentive plan	ISO 14001 certified sites	Total production waste recycled	Value generated from products and services that contribute to energy transition and efficiency	Proportion of Recycled content in products	Reduction of GHG emissions (scope 1+2)	Proportion of renewable or decarbonated energy	Managers training completed for Compliance Awareness course	Number of high CSR risk and high social impact and high ESG risk reported issues	Employee engagement score	Amount allocated by the Nexans Foundation		
2020	1.87	0.15	58%	24%	14.7%	100%	86%	92%	57%	17%	-12.12%	65%	98%	136		300.000€	
Target 2021	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 2023	0.90	<0.10	60%	26%	18-20%	100%	93%	95%	70-80%	80%	-16.8%	72%	100%	500	78%	300.000€	

⁶ Free Cash Flow = total Cash Flow before dividend & M&A as per 2023 Financial Statements published externally in 2024 (on a Net Debt basis).

The number of shares that are definitively vested will be determined based on the following scale:

Level of CSR targets reached at year-end 2023	Percentage of definitively vested shares with respect to this condition
≥ 90%	100%
≥ 70% and < 90%	70%
< 70%	0%

GRANTS OF PERFORMANCE SHARES LINKED TO THE NEW STRATEGIC PLAN (RESOLUTIONS 29)

Nexans presented its new Equity Story in mid-February 2021 at the Capital Markets Day (CMD). This plan is ambitious and foresees a significant rotation of the portfolio.

In order to motivate and retain the members of the Executive Committee and certain key people to carry out this ambitious plan until the end of 2024, the Board of Directors wishes to set up a special long-term incentive plan.

This long-term remuneration would be linked to the Group's economic indicators, in line with the new strategic plan, and the acquisition of performance shares would be linked to the satisfaction of a stock market condition consisting of measuring Nexans TSR (Total Shareholder Return) and comparing it to the TSR of a reference panel.

In accordance with Article L. 22-10-59 of the French Commercial Code, the Board of Directors requests that the Shareholders' Meeting authorise it to grant a maximum number of 100,000 performance shares to the employees it will choose from among the employees and, if applicable, to the corporate officers of the Company and of the companies or groups of companies related to it under the conditions set out in Article L. 225-180 of the French Commercial Code (**Resolution 29**).

The maximum dilutive impact of the grants that would be made under Resolution 29 in 2021 would amount to less than 0.23% of the share capital as of 28 February 2021. The shares definitively granted will come either from the issuance of new shares or from the repurchase by the Company of existing shares under a share buyback programme in order to limit the dilution of shareholders.

The proposed authorisations are limited to the needs of the envisaged plans. The Board of Directors will set demanding performance conditions on the recommendation of the Remuneration Committee, each of which will be assessed over a period of 3 years.

The performance conditions to be set by the Board of Directors, upon recommendation of the Compensation Committee, for the performance share plan envisaged for this plan would be the following:

- 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,
- two economic performance condition based on internal financial criterion linked to the strategic plan,
- deployment of the rotation portfolio.

Performance share grants to executive directors

Any potential grants to the Chief Executive Officer under this plan will be subject to prior review by the Compensation Committee and resolution by the Board of Directors. They will form part of the exceptional compensation provided for under the terms of the compensation policy for 2021 as set out in section 2.5.1 of the 2020 Universal Registration Document. These awards will be capped at 100% of the Chief Executive Officer's fixed compensation, in accordance with the 2021 compensation policy for which approval is sought under the 16th resolution set out above.

It is also proposed to cap any performance share grants to executive directors at a number of shares representing a maximum of 20% of the total grant package of the performance share plan, i.e. less than 0.23% of the share capital as of 31 December 2020.

Past grants complied and potential future grants will comply with the recommendations of the Afep-Medef Code and the characteristics described in the compensation policy for executive directors, including the following:

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.

ORDINARY SHAREHOLDERS' MEETING

POWERS TO CARRY OUT FORMALITIES (RESOLUTION 30)

The **30th 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.

Draft resolutions

ORDINARY SHAREHOLDERS' MEETING

First Resolution – Approval of the Company's financial statements and transactions for the fiscal year ended on December 31st, 2020 - 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, 2020, 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, 2020 as submitted, showing a profit of EUR 14,069,734.45, 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 2020 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, 2020

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, 2020, 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, 2020 as submitted, showing a net income (group share) of EUR 78,098 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, 2020 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 14,069,734.45 as follows:

Distributable profit totals:

- retained earnings	EUR 103,825,791.26
- income for the fiscal year	EUR 14,069,734.45

Total distributable profit **EUR 117,895,525.71**

Profit Distribution

(Based on the number of shares comprising the share capital as of December 31st, 2020, or 43,755,627 shares)

EUR 0.70 per share

or a distributed dividend equal to EUR 30,628,938.90

Balance carried forward post distribution EUR 87,266,586.81

A dividend of 0.70 euro will be distributed to each of the Company's shares entitled to dividends, bringing the total dividend amount to 30,628,938.90 euros, based on the number of shares making up the share capital at December 31st, 2020.

The dividend coupon will be detached on May 19th, 2021 and paid out as from May 21th, 2021.

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 2017 (paid in 2018)	Fiscal Year 2018 (paid in 2019)	Fiscal Year 2019 (paid in 2020)
Dividend per share	EUR 0.70	EUR 0.30	-
Number of shares eligible for dividends	43,224,012	43,371,996	-
Total amount	EUR 30,256,808.40	EUR 13,011,598.80	-

Fourth Resolution – Renewal of the term of office of Marc Grynberg 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 Marc Grynberg's 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, 2024.

Fifth Resolution – Renewal of the term of office of Andrónico Luksic Craig 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 Andrónico Luksic Craig's 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, 2024.

Sixth Resolution – Renewal of the term of office of Francisco Pérez Mackenna 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 Francisco Pérez Mackenna's 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, 2024.

Seventh Resolution (*) – Appointment of Selma Alami as Director representing employee shareholders

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the Board of Directors' Report, pursuant to the terms of Article 12 bis of the Company's bylaws, appoints Selma Alami as Director representing employee shareholders 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, 2024.

Resolution A (*) – Appointment of Selim Yetkin as Director representing employee shareholders

Resolution not approved by the Board of Directors

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the Board of Directors' Report, pursuant to the terms of Article 12bis of the Articles of Association of the Company, appoints Selim Yetkin as Director representing employee shareholders 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, 2024.

(*) Resolutions 7 and A: in accordance with Article 12bis of the Company Bylaws, as only one seat on the Board of Directors representing employee shareholders is available, the candidate who receives the highest number of votes shall be appointed.

Eighth Resolution - Renewal of a Statutory Auditor and appointment of an alternate Statutory Auditor

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meeting, renews the term of office of Mazars (Compagnie Régionale des Commissaires aux Comptes de Versailles et du Centre), located at Tour Exaltis, 61, rue Henri Regnault 92075 Paris-La Défense Cédex, as statutory Auditor, for a six fiscal year legal 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 31, 2026.

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meeting appoints the firm CBA, located at Tour Exaltis, 61, rue Henri Regnault 92075 Paris-La Défense Cédex, as alternate Statutory Auditor, for a legal period of six (6) fiscal years, set to expire at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the fiscal year ending on December 31, 2026.

Ninth Resolution - Approval of a regulated agreement entered into between the Company and Bpifrance Financement

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 and L22-10-13 of the French Commercial Code, approves the new agreement entered into between the Company and Bpifrance Financement, authorized by the Board of Directors' on April 23rd, 2020 and which is mentioned in these reports.

Tenth Resolution - Approval of a regulated agreement entered into between the Company and Natixis

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 and L22-10-13 of the French Commercial Code, approves the new agreement entered into between the Company and Natixis, authorized by the Board of Directors' on March 31st and May 13th, 2020 and which is mentioned in these reports.

Eleventh Resolution – Approval of the information relating to the compensation items paid during the fiscal year ended on December 31st, 2020 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 2020 Nexans Universal Registration Document, sections 2.5.2 to 2.5.4.

Twelfth Resolution – Approval of the items of compensation paid during the fiscal year ended on December 31st, 2020, 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, 2020 or allocated for the same fiscal year to Jean Mouton, Chairman of the Board of Directors, as set out in the 2020 Nexans Universal Registration Document, section 2.5.3.

Thirteenth Resolution – Approval of the items of compensation paid during the fiscal year ended on December 31st, 2020, 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, 2020 or allocated for the same fiscal year to Christopher Guérin, Chief Executive Officer, as set out in the 2020 Nexans Universal Registration Document, section 2.5.4.

Fourteenth Resolution – Approval of the compensation policy of the members of the Board of Directors for the fiscal year 2021

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 2020 Nexans Universal Registration Document, section 2.5.1.1.

Fifteenth Resolution – Approval of the compensation policy of the Chairman of the Board of Directors for the fiscal year 2021

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 2020 Nexans Universal Registration Document, section 2.5.1.2.

Sixteenth Resolution – Approval of the compensation policy of the Chief Executive Officer for the fiscal year 2021

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 2020 Nexans Universal Registration Document, section 2.5.1.2.

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. 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. 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 18th, 2021, a share capital comprised of 43,755,627 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 100 (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 14th resolution granted to the Board of Directors by the Combined Ordinary and Extraordinary Shareholders' Meeting dated May 13th, 2020, 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 4,375,562 shares as of December 31st, 2020.

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 15th resolution granted to the Board of Directors by the Combined Ordinary and Extraordinary Shareholders' Meeting dated May 13th, 2020, 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 and 24th 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, 23rd and 24th 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:
 - limit the issuance to the amount of subscriptions, provided this number reaches at least three quarters of the decided issuance;
 - freely distribute all or part of the shares decided to be issued but still unsubscribed securities;
 - 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 15, 2019, 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 15th, 2019, 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 4,375,000, 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 4,375,000, a sub ceiling shared by the 21st, 22nd, 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 24th 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, 2019, 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 4,375,000, 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 4,375,000, a sub-ceiling shared by the 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 and 24th 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 15, 2019, 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 4,375,000 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;

1. 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;
2. 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 15th, 2019, 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, within the limit of a par value of EUR 4,375,000, 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 4,375,000, 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, 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 4,375,000 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 15th, 2019, 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 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 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;

9. acknowledges that this authorization cancels, effective on the date hereof, as the case may be, any unused portion of the 25th resolution adopted by the Combined Shareholders' Meeting dated May 15th, 2019 in relation to the issuance, without preferential subscription rights to shares or equity securities granting rights to equity securities, reserved for members of company savings plans.

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 2022 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 1st, 2022

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. 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. 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;

2. 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);

3. 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;

4. 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 , 2020, consisting of 43,755, 627 shares

5. 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, 2022.

Twenty-eighth Resolution – Authorization to be granted to the Board of Directors for the purpose of granting in 2022 existing or newly issued free shares to employees or to some of them, without shareholders' preferential subscription rights, within the limit of EUR 50,000, not subject to performance conditions, for a 12 month-period beginning on January 1st, 2022 without shareholders' preferential subscription rights

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. 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;

2. 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);

3. 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;

4. 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 Bylaws and, generally, do all that is necessary and complete all necessary formalities.
5. 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;
6. 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;
7. 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 -1 to L. 225-197-3 of the French Commercial Code, under the conditions set forth in Article L. 225-197-4 of said Code;
8. decides that this authorization is granted for twelve months as from January 1st, 2022.

Twenty-ninth Resolution – Authorization to be granted to the Board of Directors for the purpose of granting in 2021 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 100,000, subject to the satisfaction of the performance conditions set by the Board of Directors and for a 7 month-period

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. 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 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;

2. decides that the number of existing or newly issued shares allocated pursuant to this authorization cannot be higher than EUR 100,000 (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);

3. 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;

4. 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 20% of the total granted envelope i.e. less than 0.05% of the share capital as of December 31st, 2020, consisting of 43,755,627 shares

5. 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 seven months as from the date of this Meeting.

ORDINARY SHAREHOLDERS' MEETING

Thirtieth 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.

Candidates for Directors

Marc Grynberg

Age 55

Belgian

Chief Executive Officer de Umicore

Number of Nexans shares	500
Date of appointment as Director	May 11th, 2017
Expertise/ Experience	Marc Grynberg was appointed Chief Executive Officer of Umicore in November 2008. He was head of the Group's Automotive Catalysts business unit from 2006 to 2008 and served as Umicore's CFO from 2000 until 2006. He joined Umicore in 1996 as Group Controller. Marc holds a Commercial Engineering degree from the University of Brussels (École de Commerce Solvay) and, prior to joining Umicore, worked for DuPont de Nemours in Brussels and Geneva.
Corporate mandates as and functions of December 31, 2020	<ul style="list-style-type: none"> -Chief Executive Officer of Umicore* -Other positions held within the Umicore* group -Chairman of the Supervisory Board of Umicore Management AG (Germany)* -Chairman of the board of directors of Umicore Poland Sp. z.o.o. *, Umicore Japan KK*, Umicore Marketing Services Korea Co., Ltd* -Director of Umicore Marketing Services (Hong Kong) Ltd* -Chief Executive Officer of Umicore Korea Ltd*
Independence qualification	<ul style="list-style-type: none"> - Independent Director - See section 2.1.1.2 of the Universal Registration Document 2020.
Committee involvement	Member of the Strategy and Sustainable Development Committee

(*) Mandates held in foreign companies or institutions.

(in **bold**) Mandates held in French or foreign listed companies.

Andrónico Luksic Craig

Age 66

Chilean Nationality

Chairman of the Board of Directors of Quiñenco

Number of Nexans shares	6,740
Date of appointment as Director	May 14th, 2013
Expertise/ Experience	<p>Andrónico Luksic Craig is Chairman of the Board of Directors of Quiñenco, one of the main conglomerates in Chile, and has been a member of the Board of Directors since 1978. He holds several offices within the companies of the Quiñenco group, including Banco de Chile, one of the main financial institutions in Chile, where he has served as Vice Chairman of the Board of Directors since 2002. Also, within the Quiñenco group, he is Chairman of the Board of Directors of LQ Inversiones Financieras, Chairman of the Management Board of Compañía Cervecerías Unidas (CCU), Vice Chairman of the Board of Directors of Compañía Sudamericana de Vapores (CSAV) and a member of the Board of Directors of Antofagasta Minerals, Antofagasta Plc and Invexans.</p> <p>Outside the Quiñenco group, Andrónico Luksic Craig has non-executive duties within Barrick Gold as a member of the International Advisory Board. He is also an active member of several leading organizations and advisory boards, both in Chile and internationally, including the International Business Leaders' Advisory Council of the municipality of Shanghai, the International Advisory Councils of the Brookings Institution and the China Investment Corporation (CIC), as well as the Advisory Board of the Panama Canal Authority. Andrónico Luksic Craig is extremely committed to education. He is involved in managing the educational foundation that he helped to create and takes part in advisory committees for Columbia and Harvard Universities, MIT, the University of Oxford, Tsinghua University, Fudan University and Babson College.</p>
Corporate mandates and functions as of December 31, 2020	<ul style="list-style-type: none"> ▪ Chairman of the Board of Directors of Quiñenco S.A.* ▪ Positions held within Quiñenco group companies: <ul style="list-style-type: none"> - Vice-Chairman of the Board of Directors of Banco de Chile* and CSAV* (Compañía Sudamericana de Vapores S.A.) - Chairman of the Board of Directors of LQ Inversiones Financieras* and CCU* (Compañía Cervecerías Unidas S.A.) (and its wholly-owned subsidiaries CCU Chile*, CCU Argentina*, ECUSA*, Central Cervecera Colombia SAS* and Zona Franca Central Cervecera SAS*) - Director of Invexans SA*, - Advisor to the Board of Directors of Inversiones Rio Argenta* (parent company of Enex*) ▪ Positions held in other companies <ul style="list-style-type: none"> - Chairman of the Board of Directors of the Impulso Initial Foundation* - Vice-Chairman of the Board of Directors of the Amparo y Justicia Foundation* and the Luksic Scholars Foundation* - Director of Antofagasta Minerals SA*and Antofagasta Plc* ▪ Member of the International Business Leaders' Advisory Council of the municipality of Shanghai* ▪ Member of the International Advisory Board of Barrick Gold*, the International Advisory Council of the Brookings Institution*, the International Advisory Council of the China Investment Corporation* (CIC), the Advisory Board of the Panama Canal Authority* and the Chairman's International Advisory Council in the Council of the Americas* ▪ Member of the Global Advisory Council of Harvard University*, the Latin American

	<p>Advisory Board of Harvard Business School*, the World Projects Council of Columbia University*, the International Advisory Board of the Blavatnik School of Government* at the University of Oxford, and the Advisory Boards of the School of Economics and Management at Tsinghua University* in Beijing and of the School of Management at Fudan University* in Shanghai</p> <ul style="list-style-type: none"> ▪ Member of the Americas Executive Board at the MIT Sloan School of Management* ▪ Emeritus Trustee of Babson College*
Independence qualification	<p>Director proposed by the main shareholder Invexans Limited (UK) (Quiñenco group) See section 2.1.1.2 of the Universal Registration Document 2020.</p>
Committee involvement	-

() Mandates held in foreign companies or institutions.*

***(in bold)** Mandates held in French or foreign listed companies.*

Francisco Pérez Mackenna

Age 66
Chilean Nationality
Chief Executive Officer of Quiñenco

Number of Nexans shares	500
Date of appointment as Director	May 31th, 2011
Expertise /Experience	Francisco Pérez Mackenna has served as Chief Executive Officer of the Chilean company Quiñenco S.A since 1998. He is also a director of a number of Quiñenco group companies, including Banco de Chile, Tech Pack, CCU (Compañía Cervecerías Unidas S.A.), CSAV (Compañía Sud Americana de Vapores), SM SAAM (Sociedad Matriz SAAM S.A.) and Enex (Empresa Nacional de Energía Enex S.A.). Before joining Quiñenco, between 1991 and 1998, Francisco Pérez Mackenna was Chief Executive Officer of CCU. He is also on the advisory boards of the Booth School of Business at the University of Chicago (United States). Francisco Pérez Mackenna teaches at the Catholic University of Chile.
Corporate mandates as of December 31, 2020	<ul style="list-style-type: none"> - Chief Executive Officer of Quiñenco S.A.* - Chairman of the Boards of Directors of the following Quiñenco group companies: CSAV* (Compañía Sud Americana de Vapores S.A.), ENEX* (Empresa Nacional de Energía Enex S.A.), Invexans S.A.*, Invexans Ltd* and Tech Pack S.A.* - Director of the following Quiñenco group companies: Banco de Chile*, CCU* (Compañía Cervecerías Unidas S.A.) (and various wholly-owned subsidiaries) and SM SAAM* (Sociedad Matriz Sudamericana Agencias Aéreas y Marítimas S.A.) (and various subsidiaries) - Member of the Supervisory Board of Hapag-Lloyd AG*, a Quiñenco group company
Independence qualification	<ul style="list-style-type: none"> - Director proposed by the main shareholder Invexans Limited (UK) (Quiñenco group) - See section 2.1.1.2 of the Universal Registration Document 2020.
Committee involvement	<ul style="list-style-type: none"> - Member of the Accounts, Audit and Risk Committee - Member of the Appointments and Corporate Governance Committee - Member of the Compensation Committee - Member of the Strategy and Sustainable Development Committee

(*) Mandates held in foreign companies or institutions.

(in bold) Mandates held in French or foreign listed companies.

Selma Alami

Age 45

Moroccan nationality

Deputy Chief Executive Officer of North West Africa Business Unit at Nexans

Number of Nexans shares	734
Number of corporate mutual fund units invested in Nexans shares	97
Date of appointment as Director	-
Expertise/ Experience	Selma has a cumulative experience of 17 years within the Nexans Group . She has held various management positions in Morocco and in the Middle East Russia Africa (MERA).
Corporate mandates as of December 31, 2020	- Member of the Board of Directors of the following Nexans subsidiaries: Sirmel Maroc*, Sirmel Sénégal* and Nexans cote d'Ivoire* - Member of Nexans North West Africa Committee
Independence qualification	Director representing the employee shareholders
Committee involvement	-

() Mandates held in foreign companies or institutions.*

(in bold) *Mandates held in French or foreign listed companies.*

Selim Yetkin

Age 40

Turkish nationality

ISP Power Sales Manager at Nexans UK

Number of Nexans shares	-
Number of corporate mutual funds units invested in Nexans shares	60
Date of appointment as director	-
Expertise/Experience	<p>Selim is B2B commercial manager specialized in business development, pricing, CRM and sales team management with further expertise in content marketing and profit optimization.</p> <p>He started his career in Nexans Turkey sales back office and moved to business development in Central Asia region. Then, he took over the Turkish Export Sales Team supporting Nexans field sales all over the world, followed by a marketing role as Market segment manager which drags him into the world of factories, technical teams and product managers.</p> <p>Currently in UK, he is working as ISP Power Sales Manager.</p>
Corporate mandates as of December 31, 2020	-
Independence	Non independent director
Committee involvement	-

() Mandates held in foreign companies or institutions.*

(in bold) Mandates held in French or foreign listed companies.

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, including 7 independent directors. Directors hold office for a four-year term at most, which may be renewed.

Jean Mouton*

Chairman of the Board of Directors

Angéline Afanoukoé⁽¹⁾

Head of Institutional Relations at Nexans

Jane Basson*

Chief of Staff to the Chief Operating Officer and Head of People Empowerment in Operations at Airbus

Bpifrance Participations represented by Anne-Sophie Hérell

Managing director and member of Bpifrance Capital Développement Executive Committee

Anne Lebel*

Lead Independent Director
Chief Human Resources Director at Capgemini

Marie-Cécile de Fougères⁽²⁾

Industry & Solutions Europe Customer Service Manager
EPC's (Engineering, Procurement and Consulting) and Operators

Marc Grynberg*

Chief Executive Officer of Umicore

Sylvie Jéhanno*

Chief Executive Officer of Dalkia

Andrónico Luksic Craig⁽³⁾

Chairman of the Board of Directors of Quiñenco

Oscar Hasbún Martínez⁽³⁾

Chief Executive Officer of CSAV (Compañía Sud Americana de Vapores S.A.), Quiñenco group

Francisco Pérez Mackenna⁽³⁾

Chief Executive Officer of Quiñenco

Bjørn Erik Nyborg⁽¹⁾

Responsible for Warehouse Consumables at the Halden plant in Norway

Hubert Porte*

Founding Partner and Chief Executive Officer of Ecus Capital

Kathleen Wantz-O'Rourke*

Group Executive Director Finance and Legal at Keolis

The terms of office of the directors are as follows:

2021 AGM	Marie-Cécile de Fougères ⁽²⁾ , Marc Grynberg*, Francisco Pérez Mackenna ⁽³⁾ , Andrónico Luksic Craig ⁽³⁾
2022 AGM	Anne Lebel*
2023 AGM	Jean Mouton*, Bpifrance Participations, Hubert Porte*, Oscar Hasbún Martínez ⁽³⁾ ,
2024 AGM	Jane Basson*, Sylvie Jéhanno*, Kathleen Wantz-O'Rourke*

The term of office of Angéline Afanoukoé⁽¹⁾ will expire at the end of the 2021 Shareholders' Meeting

The term of office of Bjørn Erik Nyborg⁽¹⁾ will expire at the end of the 2024 Shareholders' Meeting

* Independent directors

1. Director representing employees
2. Director representing the employee shareholders
3. Directors proposed by the main shareholder Invexans Limited (UK) (Quiñenco Group)

Presentation of the Committees of the Board of Directors

ACCOUNTS, AUDIT AND RISK COMMITTEE

- Kathleen Wantz-O'Rourke* (Chair)
- Bpifrance Participations (Anne-Sophie Hérelle)
- Sylvie Jéhanno*
- Hubert Porte*
- Francisco Pérez Mackenna⁽³⁾

Independence : 60%

Women : 60%

5 meetings in 2020

Attendance rate : 100%

APPOINTMENTS AND CORPORATE GOVERNANCE COMMITTEE

- Anne Lebel* (Chair)
- Jane Basson*
- Bpifrance Participations (Anne-Sophie Hérelle)
- Sylvie Jéhanno*
- Francisco Pérez Mackenna⁽³⁾

Independence : 60%

Women : 80%

6 meetings in 2020

Attendance rate : 92%

STRATEGY AND SUSTAINABLE DEVELOPMENT COMMITTEE

- Oscar Hasbún Martínez⁽³⁾ (Chair)
- Jane Basson*
- Bpifrance Participations (Anne-Sophie Hérelle)
- Marc Grynberg*
- Francisco Pérez Mackenna⁽³⁾

Independence : 40%

Women : 40%

9 meetings in 2020

Attendance rate : 94,4%

COMPENSATION COMMITTEE

- Anne Lebel* (Chair)
- Angéline Afanoukoé⁽¹⁾
- Jane Basson*
- Bpifrance Participations (Anne-Sophie Hérelle)
- Sylvie Jéhanno*
- Francisco Pérez Mackenna⁽³⁾

Independence : 60%

Women : 80%

8 meetings in 2020

Attendance rate : 92,7%

Comprises a directors representing employees

* Independent Directors

(1) Director representing employees

(2) Director representing employee shareholders

(3) Director proposed by main shareholder Invexans Limited (UK) (Quiñenco Group)

Overview of 2020 financial year

2020 Key figures

(in millions euros)	2019	2020
Sales at current metal prices	6,735	5,979
Sales at standard metal prices ¹	6,489	5,713
<i>Organic growth</i>	4.5%	(8.6%)
EBITDA²	413	347
<i>EBITDA en % du chiffre d'affaires standard</i>	6.4%	6.1%
Operating margin	249	193
Reorganization costs	(251)	(107)
Other operating items	(9)	160
Operating income (loss)	(11)	246
Net financial expense	(63)	(54)
Income taxes	(44)	(111)
Attributable Net Income (loss)	(118)	(80)
Net debt	471	179
Free Cash Flow	25	157

OVERVIEW OF THE FULL-YEAR 2020 AND GENERAL OPERATING CONTEXT IN AN UNPRECEDENTED CRISIS

In 2020, as the world was affected by the Covid-19 pandemic, the Group took action to adapt the organization to the new health and safety standards, mitigating financial impacts by focusing on financial liquidity preservation and accelerating the deployment of the “New Nexans” transformation plan while maintaining continuity of production. Nexans Executive Committee rapidly put in place a stringent mitigation plan, focused on 5 pillars: i) Workforce protection, ii) Supply chain and Production Continuity, iii) Customer engagement, iv) Liquidity preservation and financial modelling, and v) reinforced communication with External stakeholders and the Board of Directors. Across all units, mitigation measures were successfully deployed with strict internal control processes, preventive actions, employee engagement and trade union support.

As the pandemic spread and governments globally implemented lockdown measures, demand was down in the first half of 2020, impacting Nexans activities, with the exception of the High Voltage & Projects segment, and, then, gradually recovered in the second half of the year.

Despite these challenging times, the Group maintained production continuity throughout the crisis. Over 2020, no shortage in raw materials was experienced, neither in copper nor aluminum. Seizing the opportunity to accelerate the Transformation Plan, all teams reinforced cost reductions, margin improvements and cash conversion. First, 90 million euros in savings was achieved in 2020 as cost reduction initiatives were

¹ To neutralize the effect of variations in the price of non-ferrous metals and thus measure the effective evolution of its activity, Nexans also establishes its sales at constant copper (new reference price of 5000 €/t) and aluminum prices.

² Consolidated EBITDA is defined as the sum of the operating margin and depreciation on fixed assets.

accelerated and amplified. Second, 36 million euros was obtained thanks to the SHIFT program, which was reinforced and deployed across the Group. Stepping-up on selective growth, focus was placed on customer engagement, notably the Tier 1 customers generating 90% of the profitability, and on further improving margins while tightening working capital management to support the Group's liquidity. Over the last twelve months period, the Group outperformed expectations notwithstanding the pandemic outbreak. EBITDA ended up at 347 million euros and free cash flows at 157 million euros, of which +366 million euros working capital improvement. At the end of December 2020, net debt position reached ten-year low level at 179 million euros.

Over the period, the Group pursued its strategic investments and portfolio management to refocus on its core business, notably completing two divestments and discontinuing two operations. On the investment side, the construction of the Aurora installation vessel is progressing as planned and will be delivered in May 2021. The extension of the Charleston plant for which 40 million euros were pushed to 2021 will be finalized by the summer 2021. This sole American based subsea high voltage cable facility has already created 150 jobs in the US. On the portfolio management front, Nexans completed both the sale of Berk- Tek, a manufacturer of local area network cables to Leviton Inc., on September 30, 2020, and Nexans Metallurgie Deutschland GmbH, on October 31, 2020. The divestments made by the Group in 2020 generated a net gain of 142 million euros in asset disposals. Finally, in July, Nexans discontinued operations at the Chester and Wallkill operations in the US. The success of Nexans' Transformation and the impact of divestments contributed to the turnaround in net income at 80 million euros compared to -118 million euros in 2019.

Nexans strong crisis management culture, the acceleration of the Transformation Plan, its unrelenting customer satisfaction focus, have all been instrumental in maintaining profitability and liquidity, with a record low operating working capital in virtue of structural improvements.

Following the Covid-19 outbreak, Nexans took several measures such as:

- On June 11, 2020, Nexans was granted a 280 million euros French State backed loan guaranteed by the French State at 80%. This loan was early repaid early on February 25th, 2021.
- To sustain operations and demonstrate social cohesion, a premium of EUR 750 per month for frontline workers was set up for certain European plants and the top executives of the Group agreed for pay cuts of between 15% and 30%.
- In March, in the context of the breakout of the Covid-19 pandemic, as several governments were taking, or planning to take, restrictive measures resulting into a possible impact on the Group's supply chain and production schedule worldwide, given the overall uncertainty, and as it was too early to assess the impacts on the Group results, Nexans suspended its 2020 Guidance and withdrew the proposed dividend of 0.40 euro per share for the 2019 financial year, originally announced on February 20, 2020. At the end of July, as the global situation, dictated by the pandemic, marginally firmed up, the full year 2020 outlook was reinstated. On November 5, 2020, for third-quarter financial information, Nexans updated the 2020 guidance ranges: i) EBITDA was narrowed, ii) ROCE improved and iii) free cash flow enhanced. On February 17th, at the time of the annual publication of the 2020 results, the Group demonstrated that it had met or exceeded these financial targets.

The **Group's consolidated sales** for the twelve months ending December 31, 2020 closed at 5,713 million euros at standard metal prices, compared with 6,489 million euros in the same period of 2019, representing an organic decline of -8.6%. Sales improved in the fourth quarter, up +2.3% compared to third quarter 2020, and down -4.5% compared to fourth quarter 2019. In order to compensate for the general slowdown in demand and protect profitability, the Group accelerated its Transformation program, undertaking additional cost reductions while also rolling-out the SHIFT program across all units. As a result, Group profitability was maintained despite the drop in demand and EBITDA landed at 347 million euros in 2020 versus 413 million euros in 2019, representing 6.1% of sales at standard metal prices, comparable to 2019 by virtue of a cost reduction of 90 million euros, a 36 million euros gain from SHIFT and 11 million euros from growth initiatives, offset by a negative 55 million euros price cost squeeze effect, a 31 million euros decline in volumes considered unrelated to Covid-19, a 94 million euros estimated Covid-19 impact and a negative 23 million euros decrease linked to a scope effect related to the sale of Berk-Tek and foreign exchange impacts.

Operating margin totaled 193 million euros, representing 3.4% of sales at standard metal prices (against 3.8% in 2019).

Perspectives for 2021

In the current macro environment and incorporating no material change in the current view on the impact of the Covid-19 crisis, the Group expects to finalize the deployment of the New Nexans plan in 2021.

For 2021, Nexans therefore sets its targets as follows:

- EBITDA between 410 and 450 million euros;
- Free Cash Flow before M&A and equity operations between 100 and 150 million euros;
- Return on capital employed (ROCE) between 12.5% and 14.5%.

Company's financial results for the last 5 financial years

	2020	2019	2018	2017	2016
I- Share capital at the end of the fiscal year ⁽¹⁾					
a) Share capital (in thousands of euros)	43,756	43,606	43,606	43,495	43,411
b) Number of shares issued	43,755,627	43,606,320	43,606,320	43,494,691	43,411,421
II- Results of operations (in thousands of euros)					
a) Sales before taxes	25,996	27,902	31,596	27,422	21,917
b) Income before tax, employee profit-sharing, depreciation, amortization and provisions	16,252	21,236	9,749	29,429	(51,461)
c) Income taxes	462	686	944	894	815
d) Employee profit-sharing due for the fiscal year	(161)	(215)	(17)	(113)	(145)
e) Income after tax, employee profit-sharing, depreciation, amortization and provisions	14,070	23,441	6,217	25,333	7,013
f) Dividends	30,629 ⁽¹⁾	-	13,012	30,257	21,605
III- Income per share (in euros)					
a) Income after tax and employee profit-sharing but before depreciation, amortization and provisions	0,37	0,50	0,24	0,69	(1,17)
b) Income after tax, employee profit-sharing, depreciation, amortization and provisions	0,32	0,54	0,14	0,58	0,16
c) Dividend per share	0,70	-	0,30	0,70	0,50
IV- Personnel					
a) Average headcount during the year	7	8	6	8	6
b) Total fiscal year payroll (in thousands of euros)	6,868	6,098	6,980	4,860	3,945
c) Total amount paid for employee benefits during the fiscal year (in thousands of euros)	2,289	2,033	2,327	1,620	1,315

⁽¹⁾ Based on the number of shares at December 31, 2020, ie 43,755,627

Information request form

Mixed Shareholders' Meeting

Wednesday May 12th, 2021 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).
- **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:2021

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.



Nexans
Société anonyme au capital de 43 755 627 euros
Siège social : 4 Allée de l'Arche – 92400 Courbevoie – France
393 525 852 RCS Nanterre

Nexans is a global player in energy transition. Our purpose: electrify the future. For over a century, Nexans has played a crucial role in the electrification of the planet. With around 25,000 people in 38 countries, the Group is leading the charge to the new world of electrification: safer, sustainable, renewable, decarbonized and accessible to everyone. In 2020, Nexans generated 5.7 billion euros in standard sales.

The Group designs solutions and services along the entire value chain in three main business areas: Building & Territories (including utilities and emobility), High Voltage & Projects (covering offshore wind farms, subsea interconnections, land high voltage), and Industry & Solutions (including renewables, transportation, oil and gas, automation, and others).

Corporate Social Responsibility is a guiding principle of Nexans' business activities and internal practices. As a signatory of the Global Compact since 2008, Nexans is committed to contribute to a responsible global economy and strives to promote the ten principles defined by the UN to all its stakeholders. The Group pledged to contribute to carbon neutrality by 2030 and was the first cable provider to create a Foundation supporting sustainable initiatives bringing access to energy to disadvantaged communities worldwide. Nexans' commitment to developing ethical, sustainable and high-quality cables also drives its active involvement within leading industry associations, including Europacable, the NEMA, ICF and CIGRE.

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 43,755, 627 euros
Registered office: 4 Allée de l'Arche - 92400 Courbevoie - France
393 525 852 Trade and Companies' Register Nanterre