



2022 ANNUAL SHAREHOLDERS' MEETING

PARIS, MAI 11th, 2022

AGENDA

01 2021 HIGHLIGHTS AND MAIN ACHIEVEMENTS
Christopher Guérin, CEO

02 2021 FINANCIALS
Jean-Christophe Juillard, Deputy CEO and CFO

03 NEXANS SA FINANCIAL STATEMENTS
Jean-Christophe Juillard, Deputy CEO and CFO

04 Q1 2022 SALES AND 2022 GUIDANCE
Jean-Christophe Juillard, CFO

**05 ZOOM ON ELECTRIFICATION,
A CATALYST FOR SUSTAINABLE TRANSITION**
Vincent Dessale, COO & SEVP Building & Territories Northern
Business Group

06 PAVING THE WAY TO NEXANS' FULL POTENTIAL
Christopher Guérin, CEO

**07 AMPLIFYING INNOVATION
FROM PRODUCTS TO SOLUTIONS FOR CUSTOMERS**
Elyette Roux, Corporate Vice President and Chief Sales &
Marketing Communications Officer

08 ADDRESSING THE CLIMATE ISSUE AT NEXANS
Marc Grynberg, Climate Director

09 CORPORATE GOVERNANCE AND COMPENSATION
Anne Lebel, Lead Independent Director
Chairwoman of the Appointments & Corporate Governance Committee
Chairwoman of the Compensation Committee

10 REPORT OF STATUTORY AUDITORS
Juliette Decoux-Guillemot, Mazars
Edouard Demarcq, Pricewaterhousecoopers Audit

11 PRESENTATION OF RESOLUTIONS AND VOTE
Nino Cusimano, SCVP, General Counsel & Secretary General

2021 HIGHLIGHTS AND MAIN ACHIEVEMENTS

CHRISTOPHER GUÉRIN
CEO

UKRAINE ENSURING THE SECURITY OF OUR PEOPLE AND THE CONTINUITY OF AUTO-HARNESS OPERATIONS IN UKRAINE

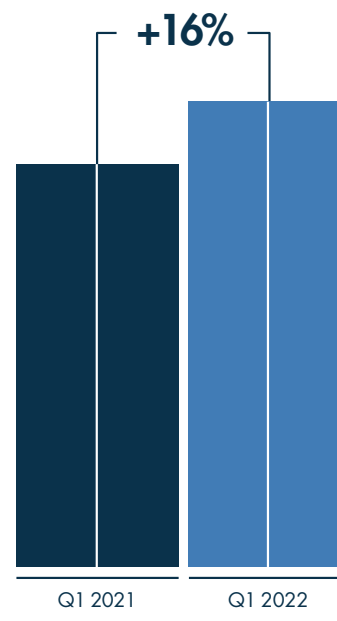
UKRAINE

- **Three Auto-harness plants** located in **Western Ukraine**
- **2,700 employees** health and safety top priority
- Units output and delivery capacities maintained at **85%** in the first quarter and at **100%** since April

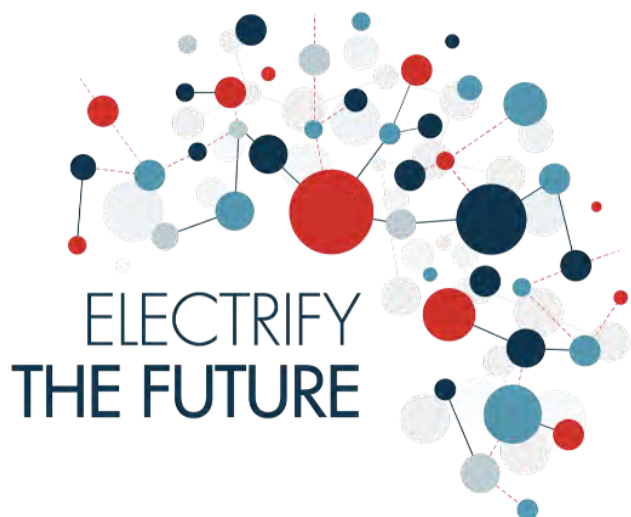
GROUP

- **No major disruption** in raw materials supply
- **No exposure** to Russia

TOTAL AUTO-HARNESS ORG. SALES GROWTH



FY 2021: SUCCESSFUL TURNAROUND. POWERING AHEAD TO FULL-FLEDGED ELECTRIFICATION PURE PLAYER



#01

OUTSTANDING 2021 PERFORMANCE

- **Outperformance** of Group EBITDA, Free Cash Flow and ROCE
- **Steady margin improvement (+157 bps)** driven by selectivity, value growth focus and supply chain effectiveness
- **S&P rating** upgraded to BB+

#02

2019-2021 "NEW NEXANS" TRANSFORMATION ACHIEVED

- **SHIFT Performance program** and **costs optimization** exceeding profitability and cash generation targets
- **Strategic Capex:** Nexans Aurora vessel and Charleston US plant fully operational in Q4 2021
- **High quality adjusted Subsea High Voltage backlog⁽¹⁾** (+59%) evidencing solid track record, unique risk-reward model, margin yield improvement and limited contractual terms exposure

#03

2022-2024 "WINDS OF CHANGE": POWERING AHEAD TO ELECTRIFICATION

- **Simplify to Amplify:** acquisition of Centelsa in Colombia and disposal process underway
- **Transform and Innovate:** SHIFT Prime methodology implementation supported by new Design Labs and Marketing organizations; 3 global innovations roll-out

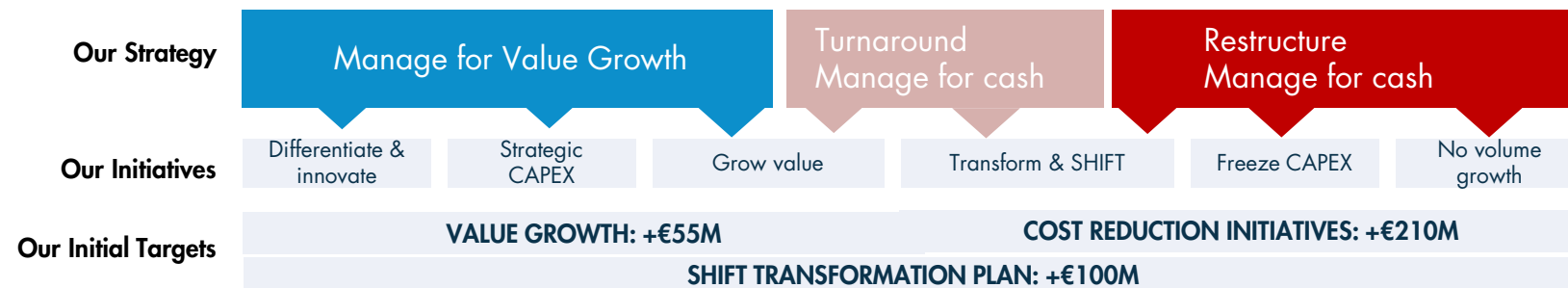
FY 2021: OUTSTANDING 2021 PERFORMANCE

OBJECTIVES	2021 GUIDANCE	2021 PERFORMANCE
EBITDA	Between €430m & €460m	€463m OUTSTANDING 
ROCE ⁽¹⁾	Between 13% & 15%	16.4% OUTSTANDING 
FREE CASH FLOW ⁽²⁾	Between €100m & €150m	€179m OUTSTANDING 
ESG COMMITMENTS	2021 ESG Scorecard targets	89% sites ISO 14001 certified ON TRACK   24.5% women in management position

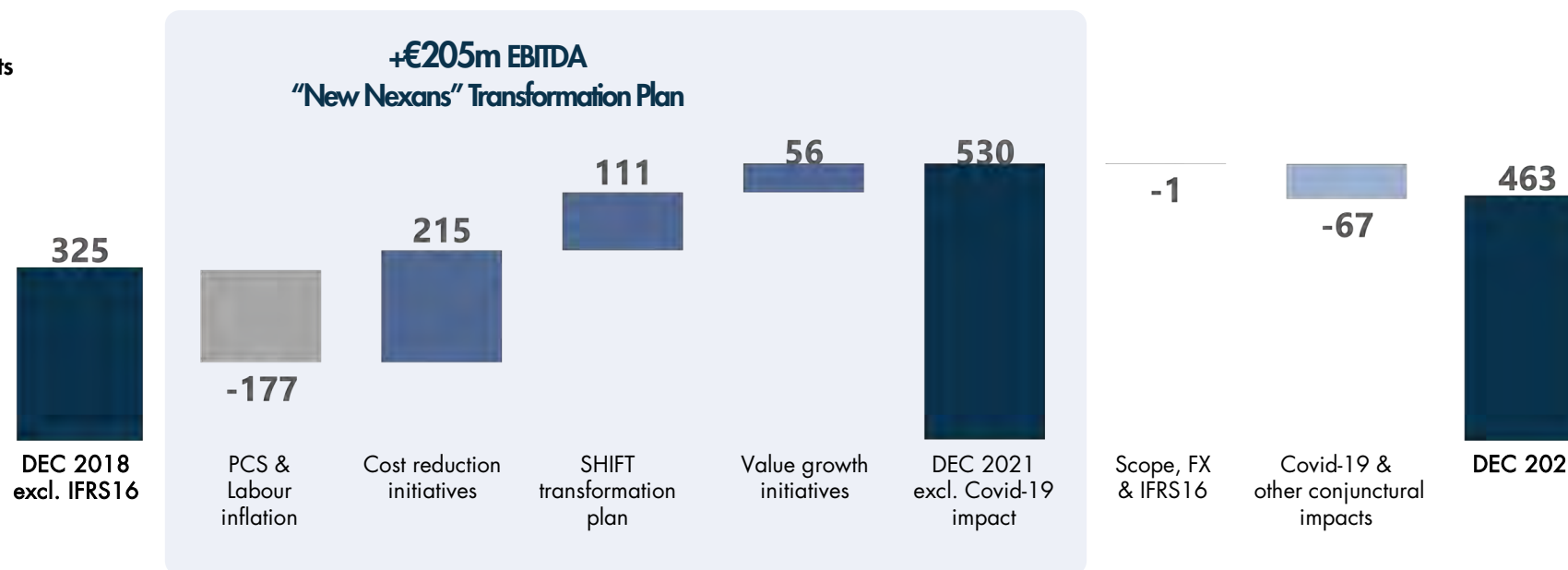
(1) 12 months Operating Margin on end of period Capital Employed, excluding antitrust provision

(2) Excluding M&A and equity operations

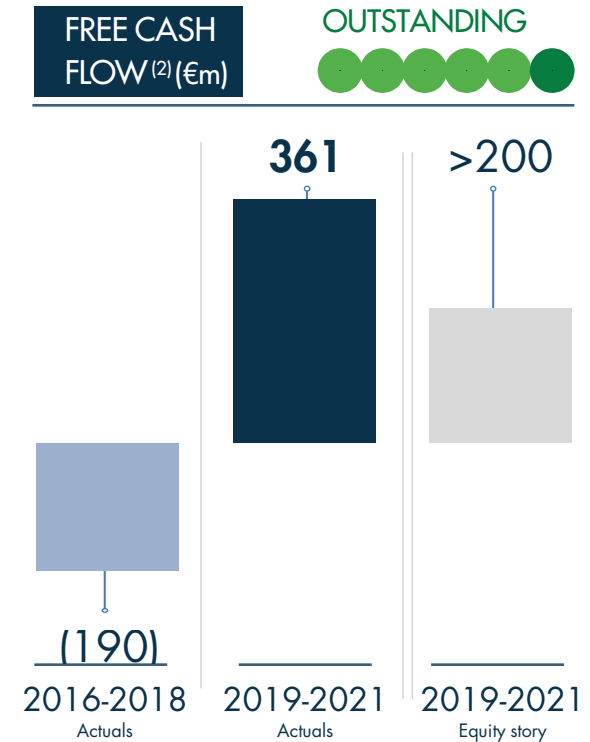
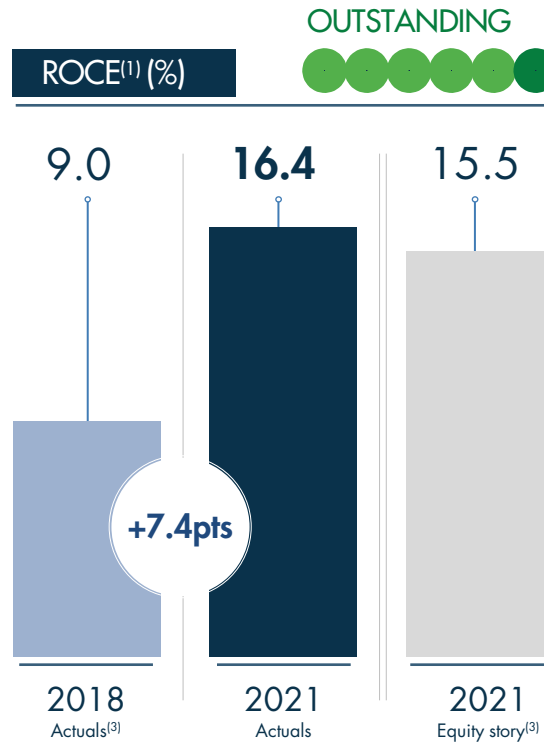
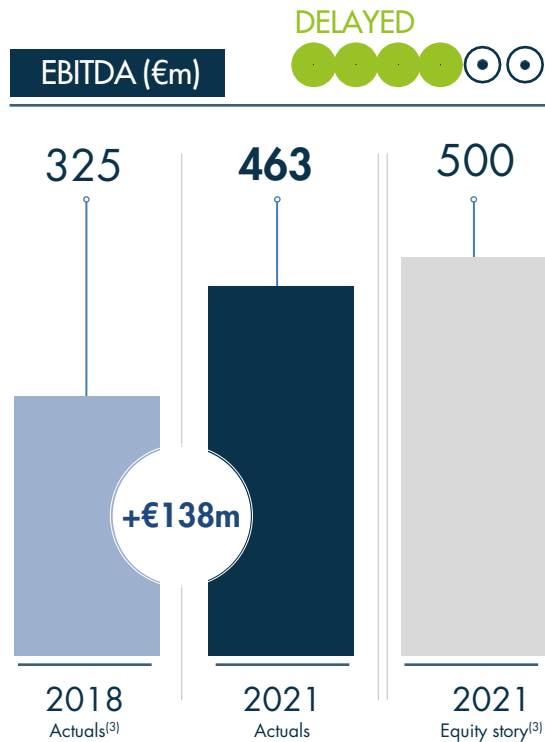
2019-2021 "NEW NEXANS" TRANSFORMATION PLAN COMPLETION OUTPERFORMING 2019 TARGETS



Our Results



COMPLETING 2019-2021 “NEW NEXANS” TRANSFORMATION PLAN EXCEEDING ROCE AND FCF INITIAL TARGETS, EBITDA TO BE ACHIEVED IN 2022 DUE TO COVID-19



(1) 12 months Operating Margin on end of period Capital Employed, excluding antitrust provision

(2) Before M&A and equity operations as published in financial statements

(3) Before IFRS 16 impact

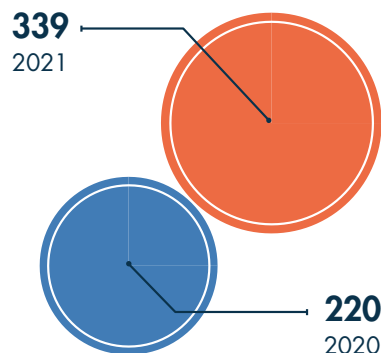
COMPLETION OF CENTELSA ACQUISITION IN COLOMBIA

COMBINED PRESENCE IN SOUTH AMERICA

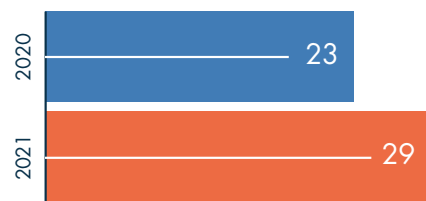
- Relocation of Andean headquarters in Cali, Colombia
- Creation of a Design Lab
- 8 sites in Colombia, Chile, Peru, Brazil and Ecuador
- ~2,200 people
- ~ \$800m combined current sales in 2021

CENTELSA STANDALONE

CURRENT SALES (USDm)



EBITDA PRE SYNERGIES (USDm)



EXPECTED RECURRING SYNERGIES WITHIN 3 YEARS (PER YEAR)

USD12 million

REVENUE SYNERGIES

- SHIFT Prime program
- Industrial optimization
- Copper and polymer recycling capabilities

COSTS SYNERGIES

- Deployment of Nexans' best practices
- Procurement scale effects

SHIFT PERFORMANCE PROGRAM



An experienced team of ~20 Nexans professionals to oversee the integration, success and achievement of these synergies



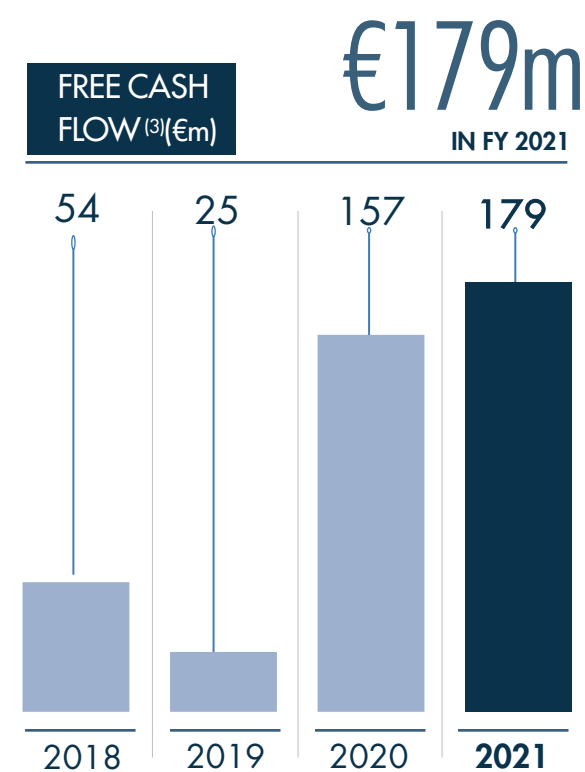
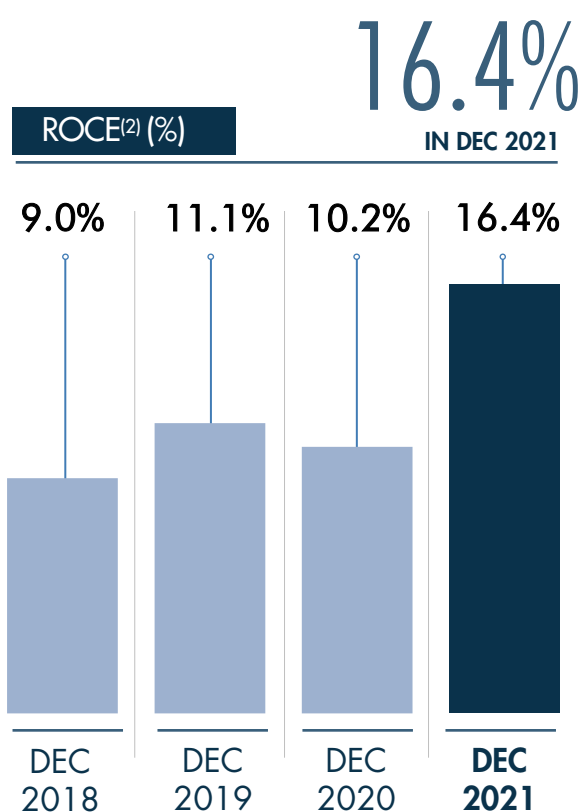
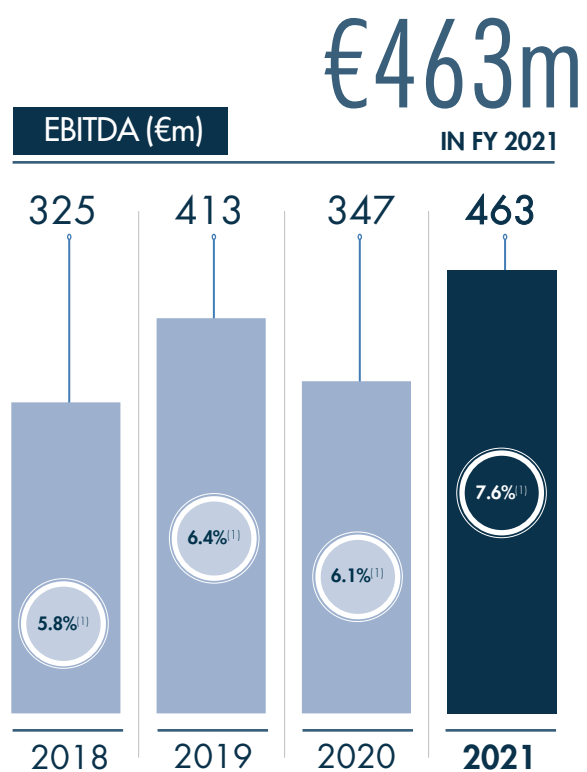
2021 FINANCIALS

JEAN-CHRISTOPHE JUILLARD

DEPUTY CEO AND CFO

FY 2021: FINANCIAL HIGHLIGHTS

CONTINUOUS IMPROVEMENT OVER THE LAST 3 YEARS



(1) EBITDA margin on standard sales ; 2018 data restated from new copper standard price and IFRS16 impact

(2) 12 months Operating Margin on end of period Capital Employed, excluding antitrust provision

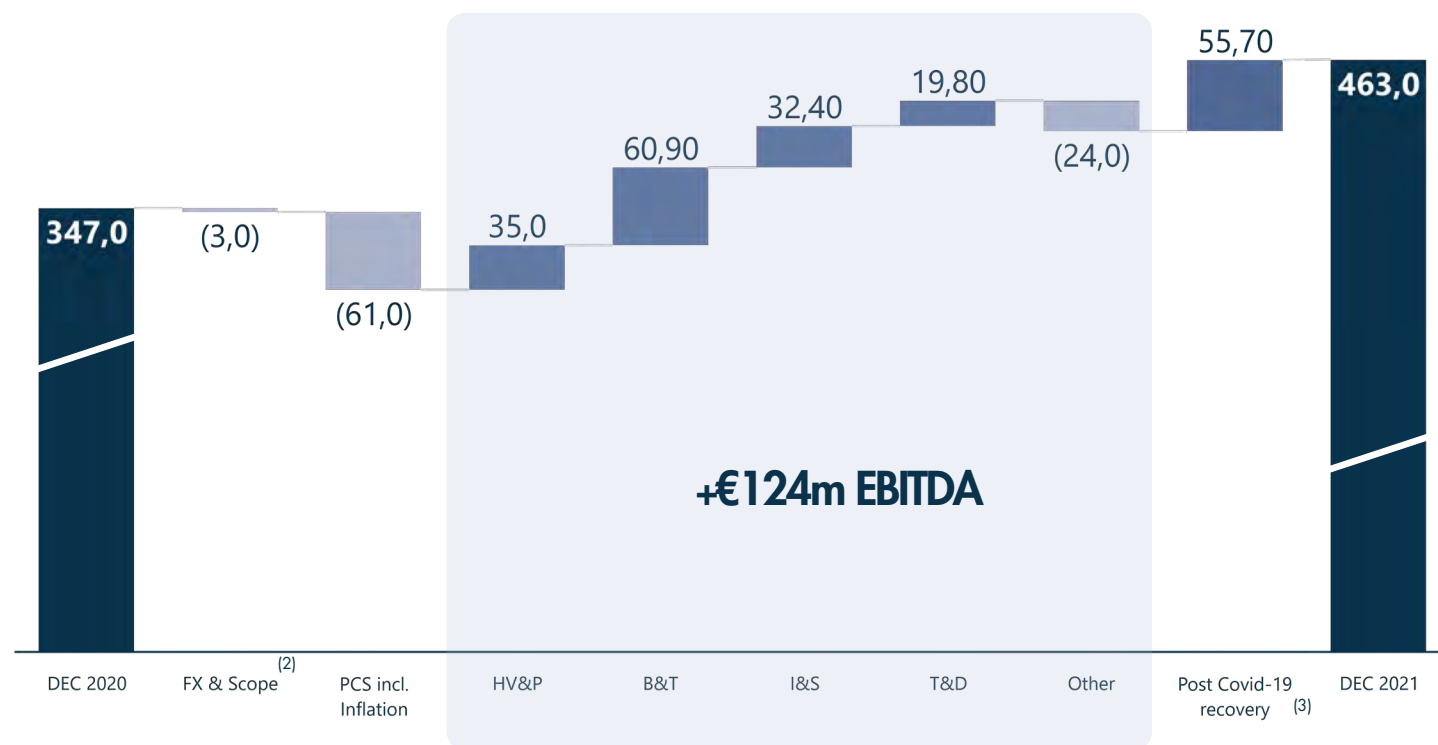
(3) Before M&A and equity operations as published in financial statements

+33% EBITDA PERFORMANCE IN 2021 VERSUS 2020

KEY FIGURES

In million euros	2020	2021
Sales at Current Metal Prices	5,979	7,374
Sales at Standard Metal Prices	5,713	6,054
Organic Growth	-8.6%	+8.3%
EBITDA	347	463
EBITDA Rate ⁽¹⁾	6.1%	7.6%
Operating Margin	193	299
Operating Margin Rate ⁽¹⁾	3.4%	4.9%
Reorganization costs	(107)	(58)
Other operating items	160	96
Operating income	246	338
Net financial expense	(54)	(101)
Income before tax	192	237
Income tax	(111)	(72)
Net income from operations	80	164

EBITDA EVOLUTION (€m)

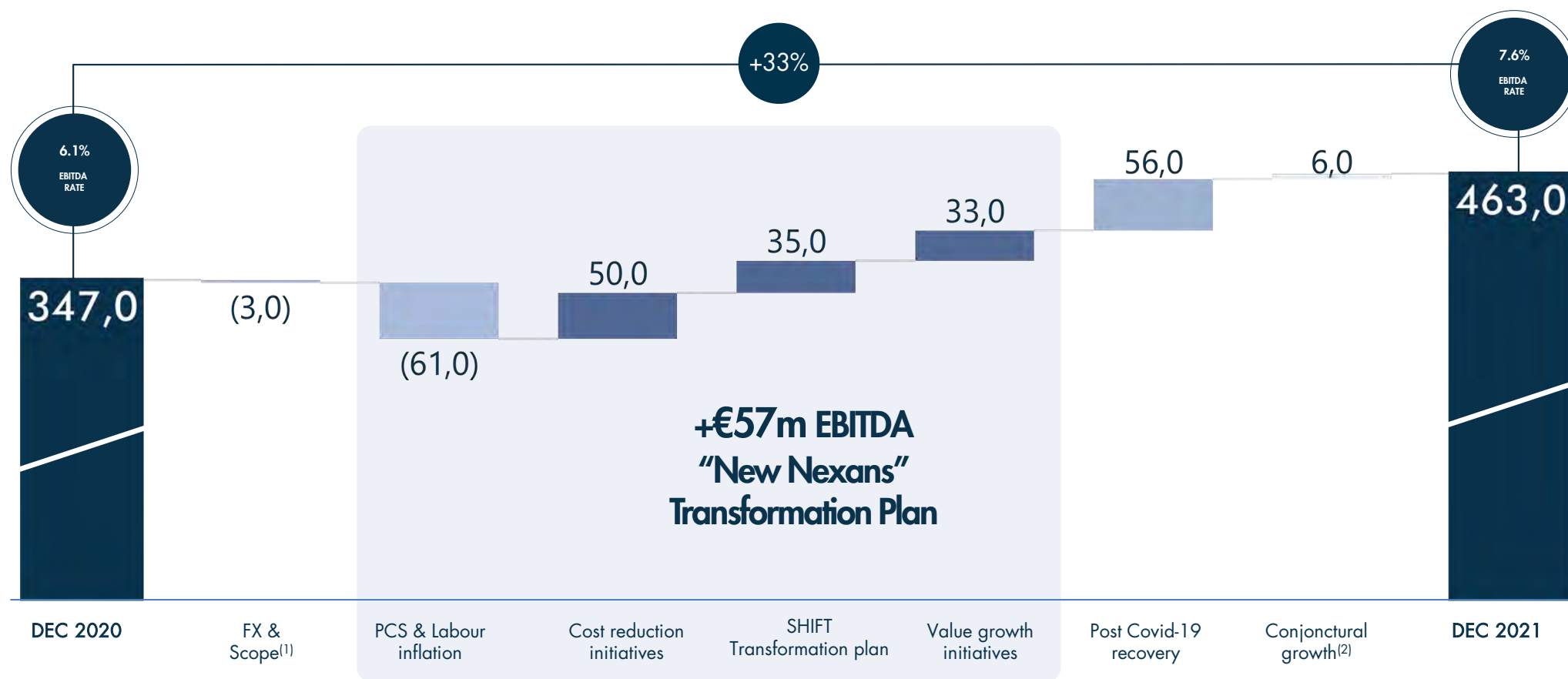


(1) Margin on Sales at standard metal prices

(2) Scope impact mainly including 9 months EBITDA of Berk-Tek disposed of in third quarter 2020 for €(12)m

(3) Rebound after Covid-19 estimated impact in EBITDA is computed by netting 1) the impact on the margin of higher sales volumes in HY 2021 versus 2020 HY, in countries and regions impacted with lock-downs, plants closure, and/or reduced level of commercial activity and 2) increase in fixed costs due to government subsidies and premium to workers perceived in 2020

EBITDA MARGIN UP +157 BPS TO REACH 7.6% IN 2021

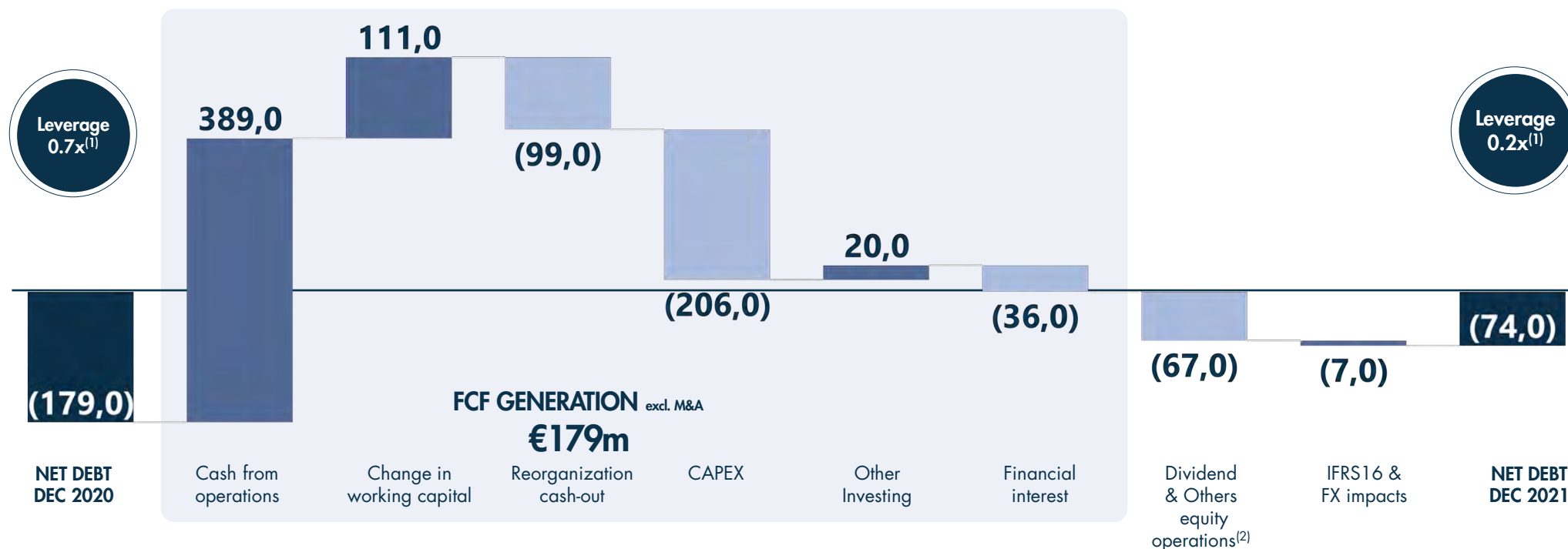


(1) Scope impact mainly including 9 months EBITDA of Berk-Tek disposed of in third quarter 2020 for €(12)m

(2) Rebound after Covid-19 estimated impact in EBITDA is computed by netting i) the impact on the margin of higher sales volumes in H1 2021 versus H1 2020, in countries and regions impacted with lock-downs, plants closure, and/or reduced level of commercial activity and ii) increase in fixed costs due to government subsidies and premium to workers perceived in 2020 and iii) the impact on the margin of higher sales volume in H2 2021 versus H2 2020 for businesses with limited recovery

NET DEBT AT 10-YEAR LOW THANKS TO CONTINUED FREE CASH FLOW CONVERSION

NET DEBT LAST 12 MONTHS EVOLUTION (€m)

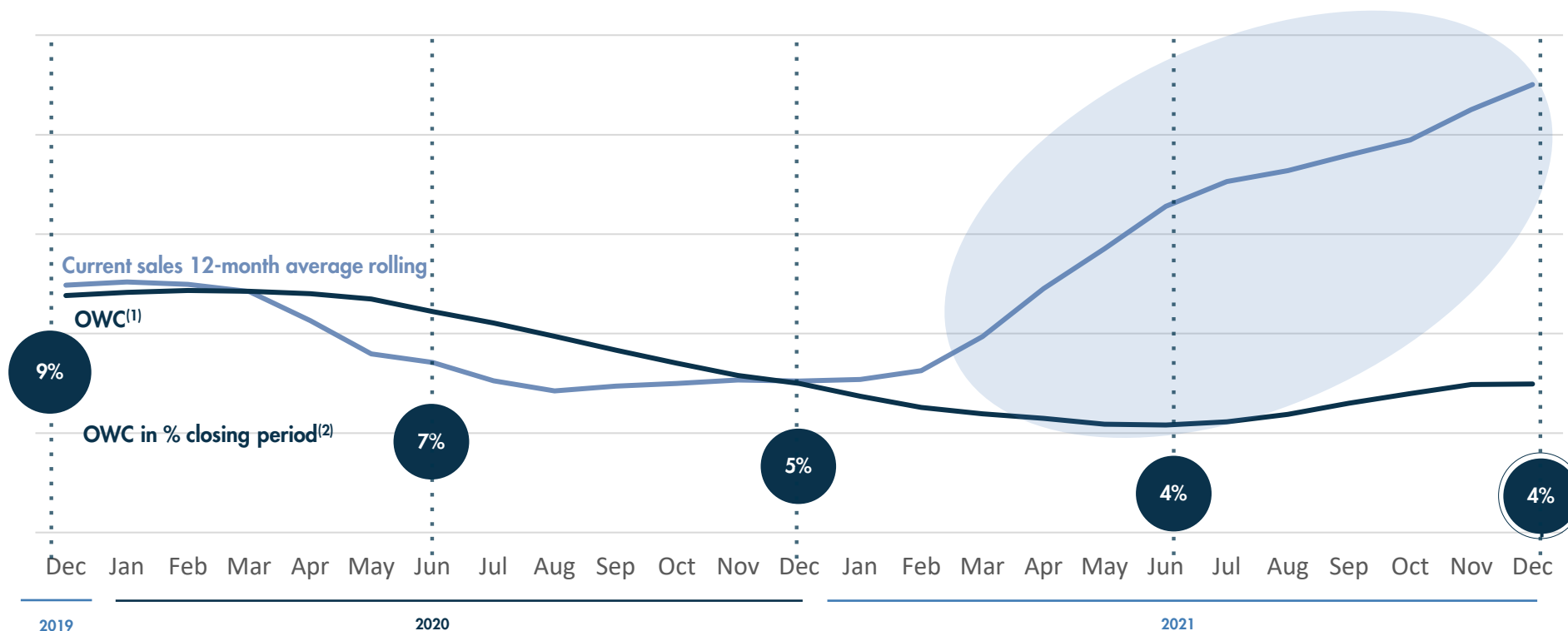


(1) Average of last two published net debt / LTM EBITDA

(2) Others including M&A fees

BEST-IN-CLASS OPERATING WORKING CAPITAL REFLECTING SUCCESSFUL TRANSFORMATION

OPERATING WORKING CAPITAL AND CURRENT SALES EVOLUTION – 12-MONTH ROLLING AVERAGE (€m)



Operating Working Capital Improvement:

- SHIFT program
- Amplified focus on cash conversion

(1) Average of last 12 months Operating Working Capital closing position
(2) Operating Working Capital / (Last quarter sales at current metal price x 4)

SOLID BALANCE SHEET

KEY FIGURES

In million euros

	DEC 20	DEC 21
Fixed assets	1,827	1,942
Other non-current assets	115	112
Non-current assets	1,942	2,053
Working Capital	176	77
Total to finance	2,118	2,130
Net financial debt	179	74
Reserves	550	469
Other non-current liabilities	133	122
Shareholders' equity and minority interests	1,256	1,465
Total financing	2,118	2,130

(1) 12 months Operating Margin on end of period Capital Employed, excluding antitrust provision

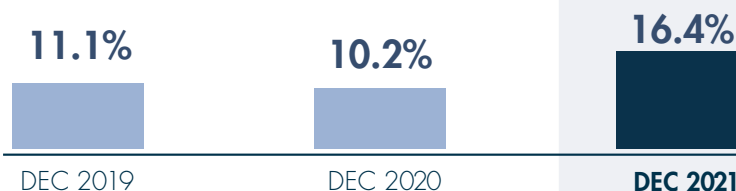
(2) Closing Net Debt / Net equity

(3) Average of last two published net debt / LTM EBITDA

S&P Global

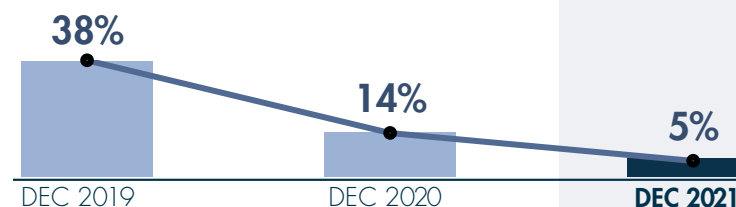
S&P rating upgraded BB+

ROCE

ROCE⁽¹⁾


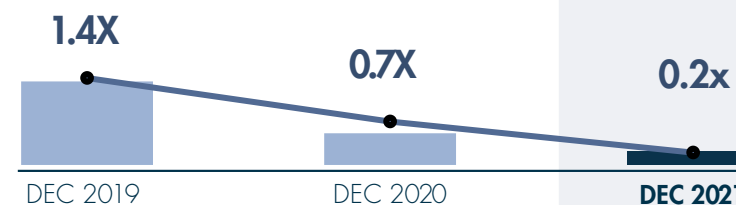
GEARING RATIOS

Covenant @120%

Net Debt
Gearing⁽²⁾


LEVERAGE RATIOS

Covenant @3.2 x EBITDA

Net Debt
Leverage⁽³⁾


03

NEXANS SA FINANCIAL STATEMENTS

JEAN-CHRISTOPHE JUILLARD

DEPUTY CEO AND CFO

NEXANS SA FINANCIAL STATEMENTS

KEY FIGURES

In million €	2020	2021
Operating Income / (loss)	(34)	(21)
Non operating	48	51
o/w Financial income /(loss)	40	49
o/w Non-recurring income / (loss)	8	2
Net income	14	51
Share capital	44	44
Total Equity	1 863	1 883
Financial Debt	1 079	884
Total consolidated assets	3 095	2 891

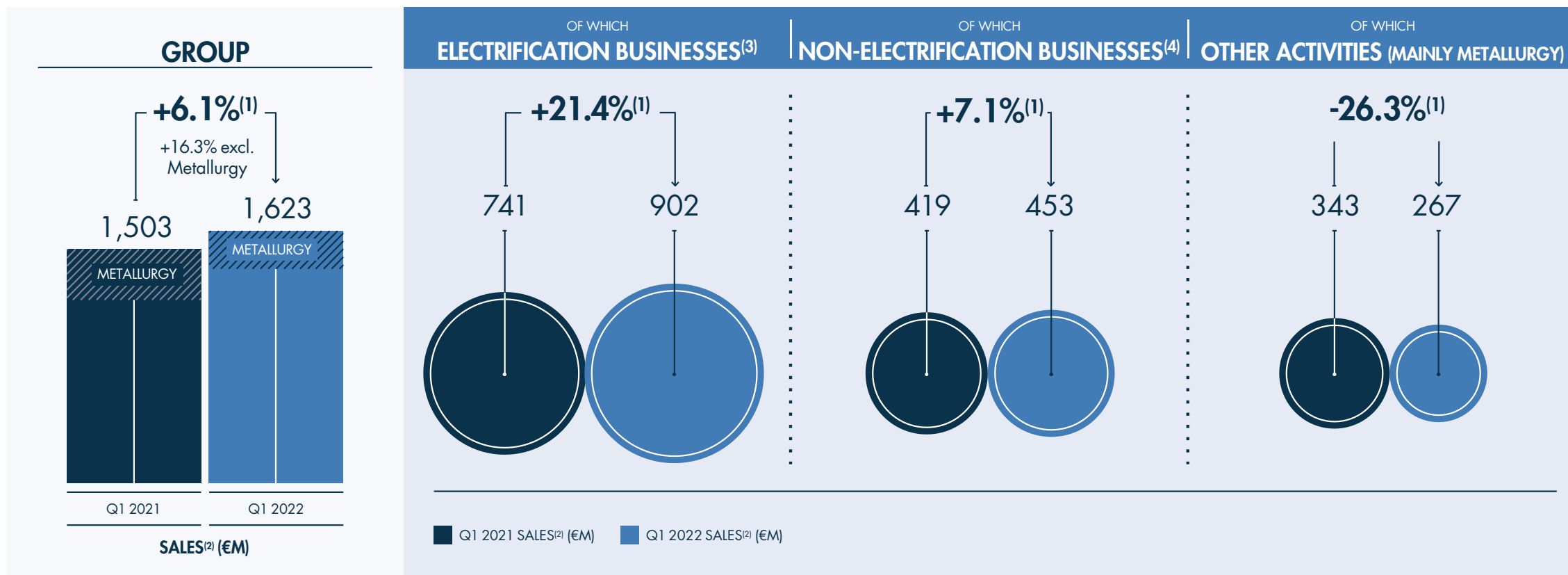
Q1 2022 SALES AND 2022 GUIDANCE

JEAN-CHRISTOPHE JUILLARD

DEPUTY CEO AND CFO

Q1 2022 STRONG VALUE GROWTH: +16.3% (EXCL. METALLURGY)

RESIZING OF METALLURGY ASSETS



(1) Organic growth

(2) Standard sales at constant metal price and scope

(3) Electrification includes Generation & Transmission (High Voltage & Projects), Distribution (Utilities) and Usages (Building) segments

(4) Non electrification includes Industry & Solutions and Telecom & Data segments

2022 GUIDANCE CONFIRMED

OVERALL GROUP (EXCLUDING ACQUISITIONS AND DIVESTMENTS)

EBITDA

BETWEEN **€500M** AND **€540M**

NORMALIZED FREE CASH FLOW⁽¹⁾

BETWEEN **€150M** AND **€200M**

(1) Normalized Free Cash Flow is calculated as Free Cash-Flow excluding Strategic Capex, disposal proceeds of tangible assets, impact of material activity closures and assuming project tax cash-out based on completion rate rather than termination

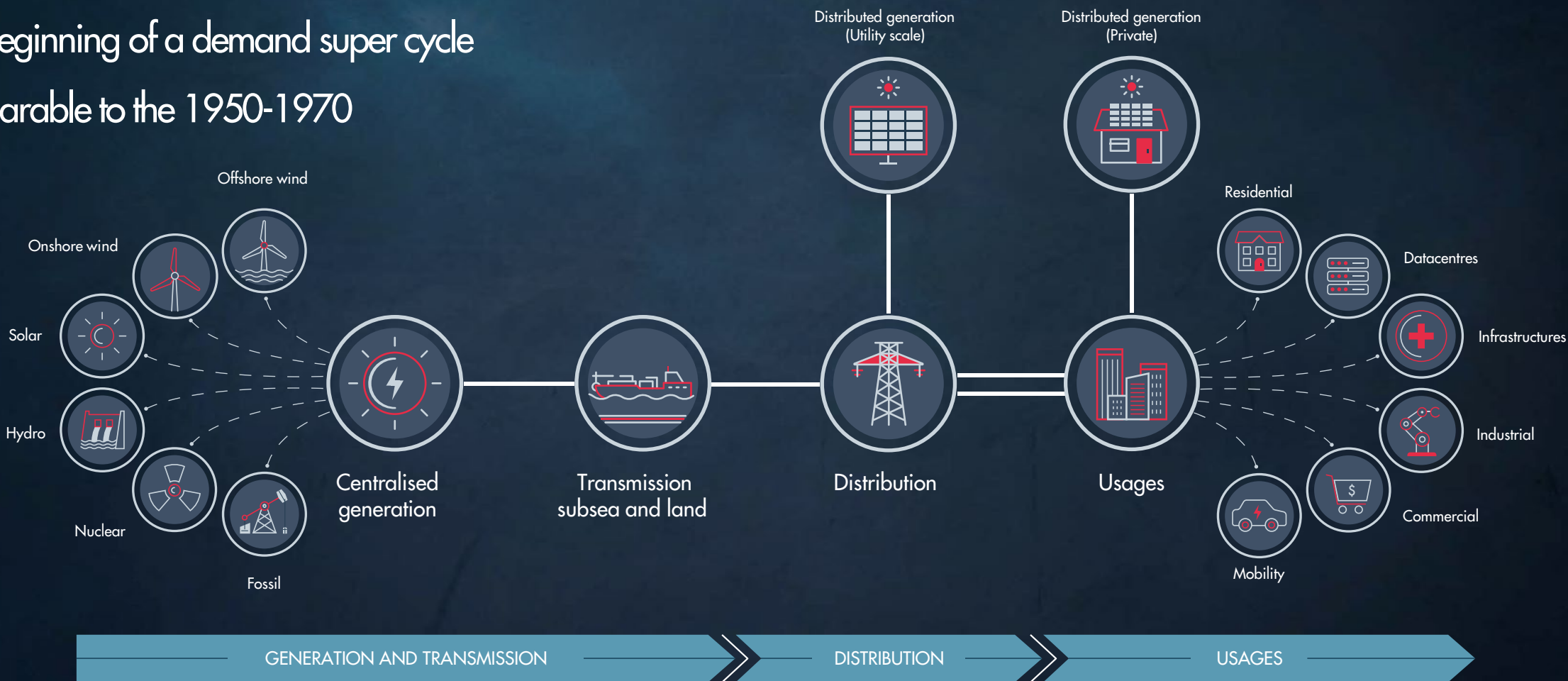
ZOOM ON ELECTRIFICATION, A CATALYST FOR SUSTAINABLE TRANSITION

VINCENT DESSALE

COO & SEVP BUILDING & TERRITORIES
NORTHERN BUSINESS GROUP

THE URGENCY OF ELECTRIFICATION

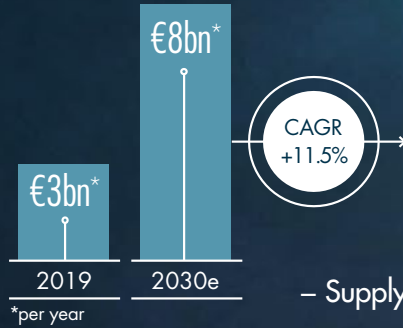
The beginning of a demand super cycle comparable to the 1950-1970



OFFSHORE WIND FARMS 2.5X CABLE MARKET GROWTH NEXT DECADE



OFFSHORE
WIND FARMS
CENTRALISED
GENERATION



NET-ZERO TRANSITION

Shift from fossil fuel to
renewables

- Supply renovation wave and smart buildings
- Ensure customer safety and contain spread of fire

DISTRIBUTION €4.4tn to be invested from 2020 to 2030 for electrification, renewables & network replacement



DISTRIBUTION
DISTRIBUTION & UTILITY
SCALE DISTRIBUTED
GENERATION



GRID RENEWAL & STRENGTHENING

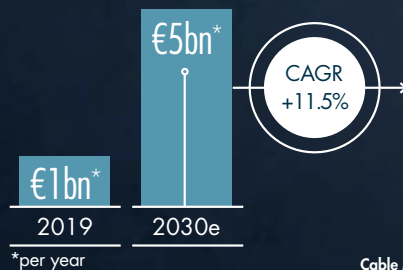
Replace and monitor ageing
grids to avoid blackouts

Cope with demand through
smart grids, digital asset
management and
superconducting cables

INTERCONNECTIONS 72,000 KM High Voltage Cables INSTALLED from 2020 to 2030



INTERCONNECTIONS
TRANSMISSION



NET-ZERO TRANSITION

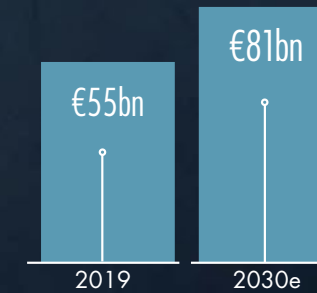
Bring energy from
generation area to
consumption area

Cable Market Forecast
Source: Roland Berger studies

USAGES 1 FIRE EVERY 2 MINUTES IN EUROPE



USAGES
BUILDINGS,
INFRASTRUCTURES,
MOBILITY, DATACENTERS



SMART & SAFE BUILDINGS

Supply renovation wave
and smart buildings

Ensure customer safety
and contain spread of fire

Predicted Sales

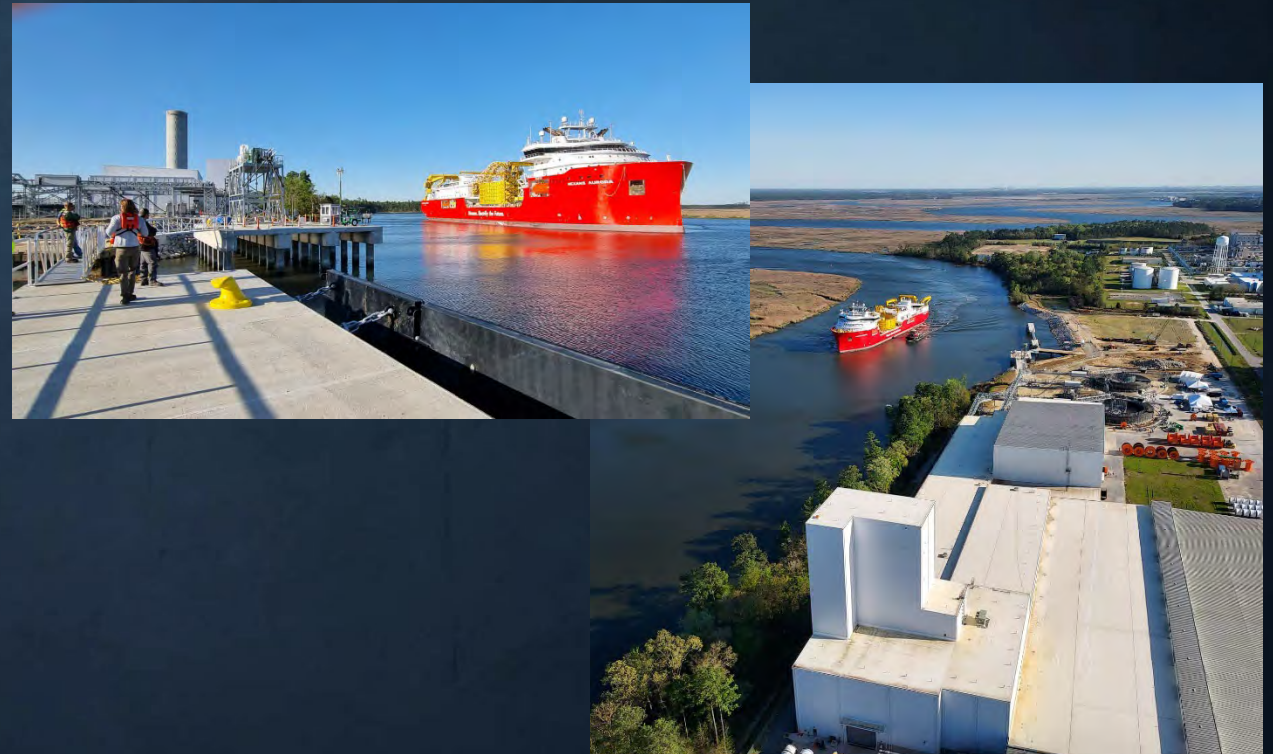
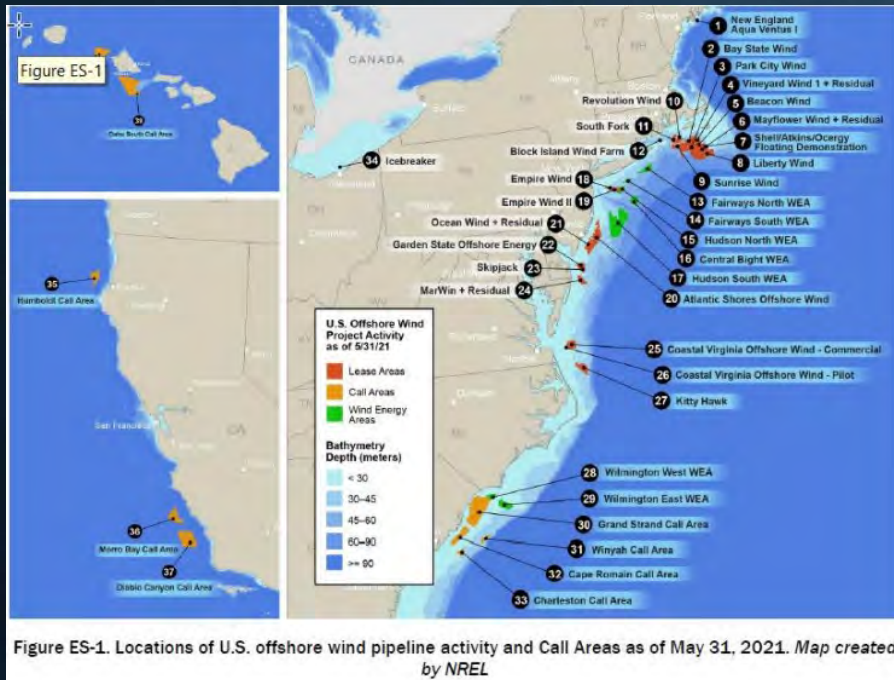


OFFSHORE WIND FARMS in USA

BOOMING ON EAST COAST, FIRST FLOATING
OFFSHORE WIND FARMS LAUNCHED ON
WEST COAST

NEXANS NEW ASSET in CHARLESTON, USA

ARE RUNNING WITH FIRST LOAD OUT MADE IN APRIL ON AURORA LAYING
VESSEL



GENERATION AND TRANSMISSION

DISTRIBUTION

USAGES

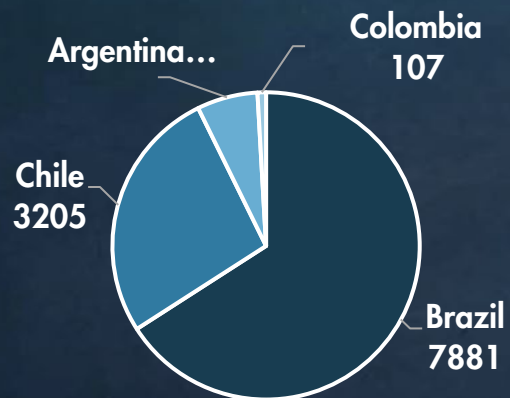


Distributed generation
(Utility scale)



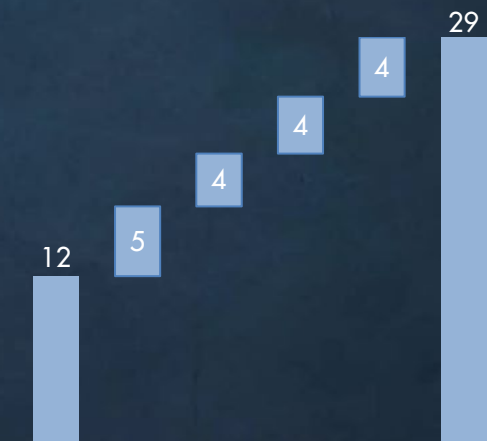
SOLAR in SOUTH AMERICA

BOOMING MARKET WITH GENERATION AND DISTRIBUTED GENERATION



2021 installed solar capacity in MW

Source: Visual Capitalist 2022



Planned additional solar capacity in GW
2022 to 2025

Source: EIA 2022

NEXANS ENHANCED FOOTPRINT in SOUTH AMERICA WITH CENTELSA

Recent Award of Colbún's Horizonte wind farm pOne of the world's highest installed capacity
840 km of cables produces at the Nexans plants in Chile and Peru



GENERATION AND TRANSMISSION

DISTRIBUTION

USAGES

NEW CHALLENGES LEADING TO NON FERROUS METAL SCARCITY



S&P Copper supply faces struggle to keep up with growing demand
Goldman sees copper price “breakout”, risk of “extreme scarcity episode”

Copper demand will grow with electrification businesses: Green energy production, network renewal, mobility...

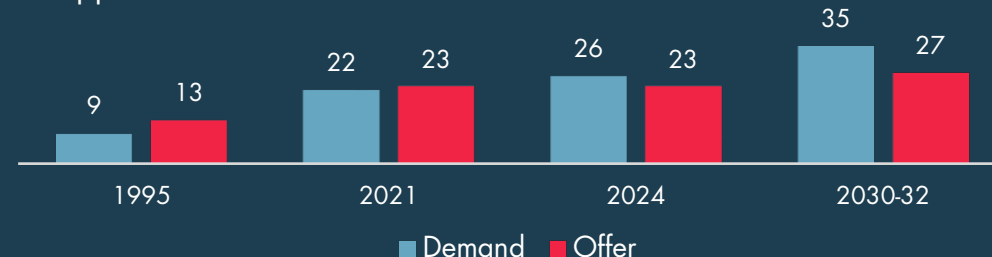
At the same time, **market offer is structurally under pressure:**

- Time-to-market leadtime — 5y to open a new mine
- Strong Investment are needed
- New governmental taxes (Chile & Peru)

50-75%

COPPER DEMAND INCREASE IN THE NEXT 10Y

Copper demand in million metric tons



NEXANS
VERTICALIZATION OF
METALLURGY

1 PLANT IN EUROPE
1 PLANT IN NORTH AMERICA
1 PLANT IN SOUTH AMERICA

DIRECCT ACCESS
TO COPPER MINING
PRODUCERS



06

PAVING THE WAY TO NEXANS' FULL POTENTIAL

CHRISTOPHER GUÉRIN
CEO



E3 LICENCE TO OPERATE BALANCING THE 3 PILLARS OF NEXANS' PERFORMANCE

Emission Tons (CO2)

Capex Euro	Savings Euro	2030 BAU w. Levers	2030 BAU	2030 Target
1.85K	1.85K	27.100K	435.66K	225.40K

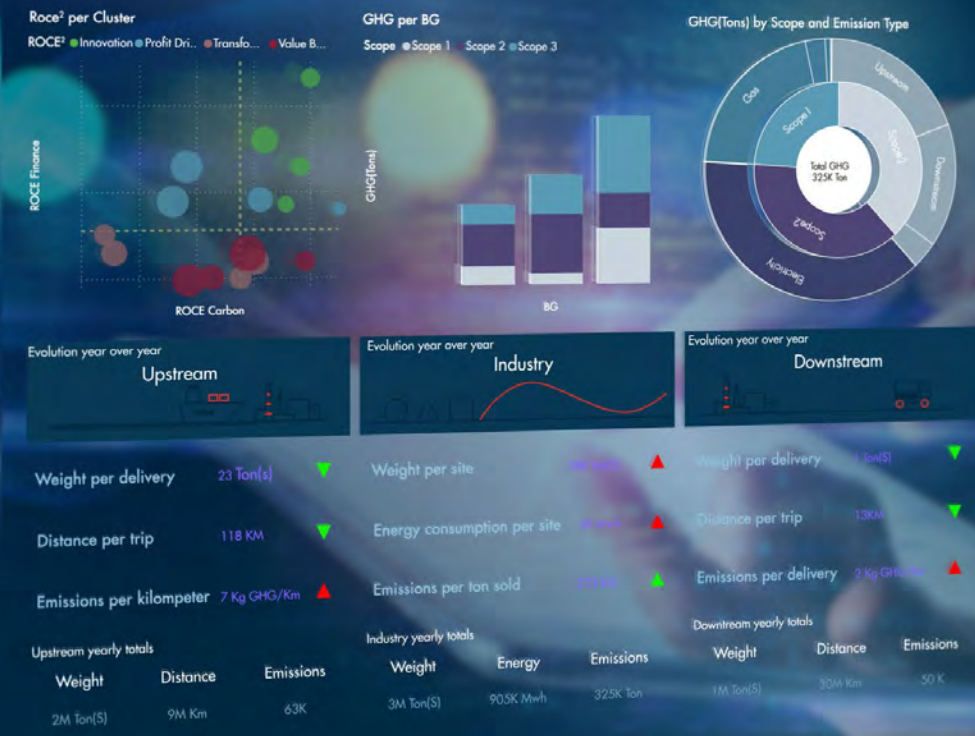
Building unique decision support tools to optimize Environment, Economics & Engagement



NEW ANALYTICS AND
DECISION-MAKING TOOLS



A FIRST SOLUTION TOWARDS
PROFITABLE AND
SUSTAINABLE NEXANS

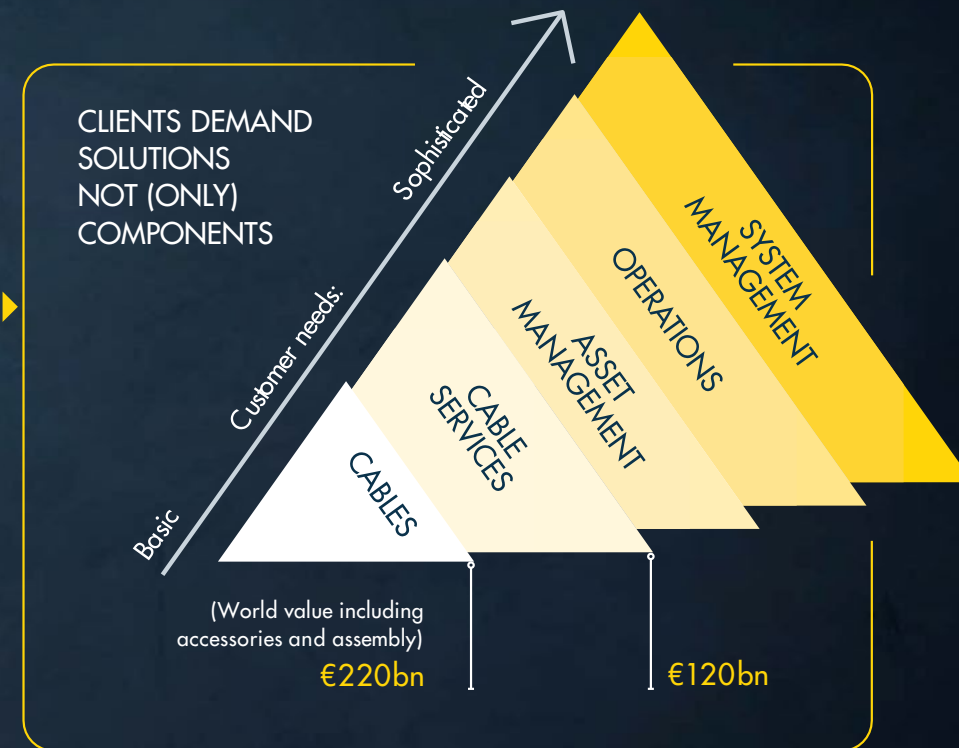
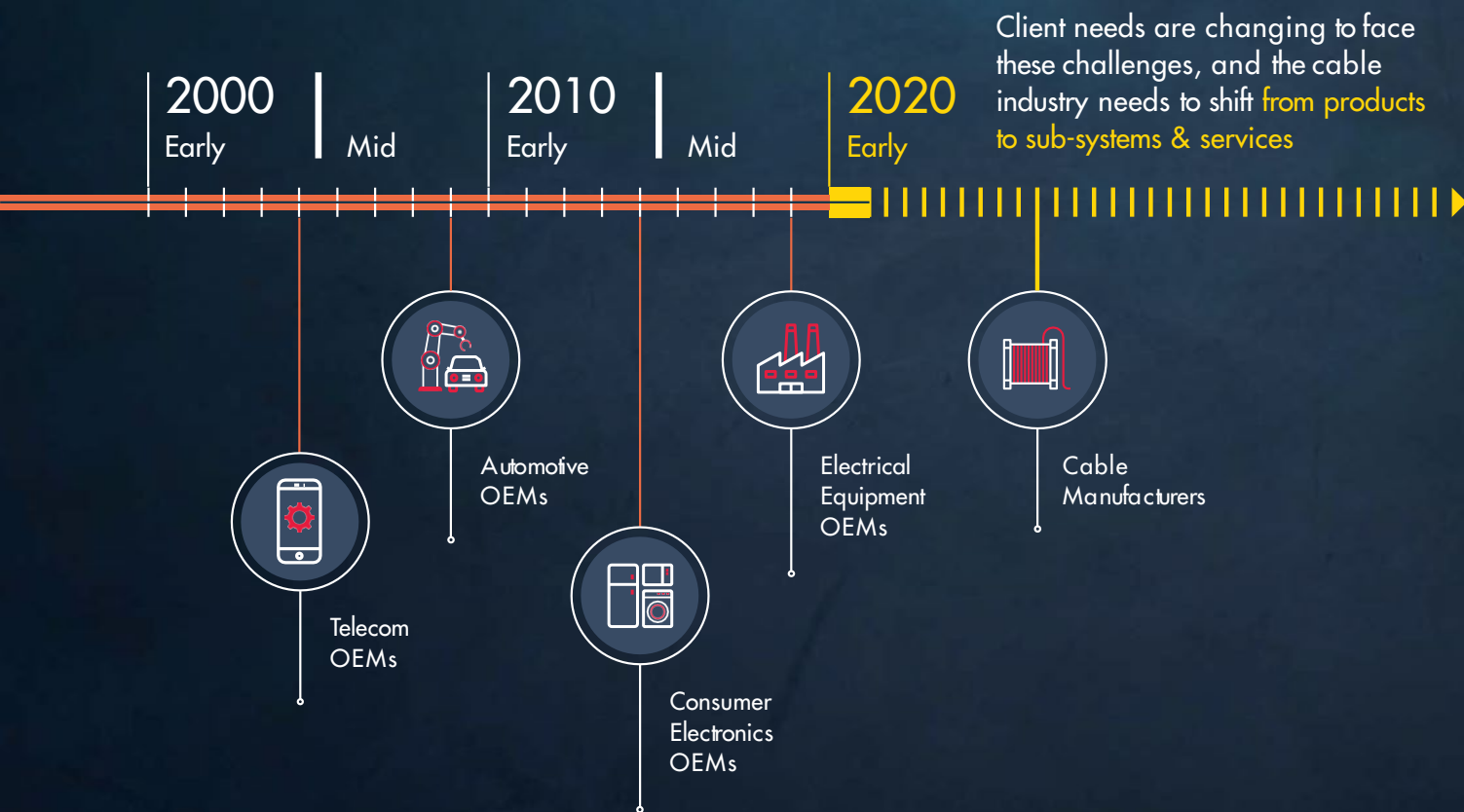


AMPLIFYING INNOVATION FROM PRODUCTS TO SOLUTIONS FOR CUSTOMERS

ELYETTE ROUX

CORPORATE VICE PRESIDENT AND CHIEF SALES &
MARKETING COMMUNICATIONS OFFICER

NEW CHALLENGES LEADING TO NEW CLIENT NEEDS



NEXANS: AMPLIFY INNOVATION FOCUSING ON CUSTOMER NEEDS IN AN INNOVATIVE WAY



ULTRACKER

End-to-end augmented supply chain

#01



ULTRACKER

VENDOR-MANAGED INVENTORY

EXTERNALIZE STOCK HISTORICS AND
FORECAST LEVEL MANAGEMENT

- Simplify purchase order processes
- Secure product availability

#02



ULTRACKER

SMART INVENTORY MANAGEMENT

MONITOR, MANAGE AND OPTIMIZE
INVENTORIES WITH RFID TECHNOLOGY

- Leaner and reliable supply chains
- React faster to fluctuating demand

#04



ULTRACKER

DRUMS

GEOLOCALIZATION SOLUTION
LEVERAGING IoT TECHNOLOGIES

- Track drums in real time
- Reduce rotation cycle time by 25%
- Cut theft and loss by 90%

#03

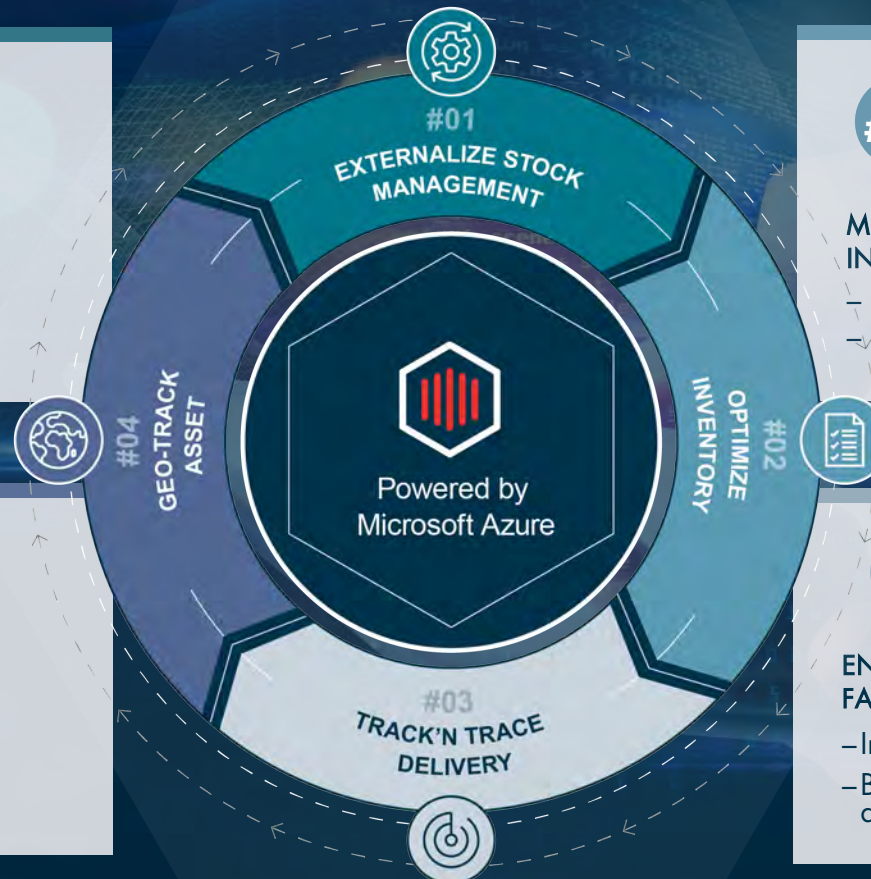


ULTRACKER

TRACK'N TRACE

END-TO-END VISIBILITY ON DELIVERY FROM
FACTORY TO CUSTOMER

- Increase delivery transparency and traceability
- Boost reliance and agility of delivery ecosystem



08

ADDRESSING THE CLIMATE ISSUE AT NEXANS

MARC GRYNBERG
CLIMATE DIRECTOR

DIRECTOR RESPONSIBLE FOR MONITORING CLIMATE AND ENVIRONMENTAL ISSUES

(CLIMATE DIRECTOR) - MARC GRYNBERG



The Climate Director assists the Strategy and Sustainable Development Committee and the Board of Directors, in promoting, facilitating and stewarding the pursuit of climate and environmental considerations in the implementation of the Company strategy.

The Climate Director, in the exercise of duties, promotes, facilitates and stewards: process

- ☒ the consideration by the Board of the climate and environmental implications of its decision-making;
- ☒ the climate and environmental roadmap and action plan as defined by the Group's management;
- ☒ the Company communication strategy on climate and environmental related subjects;
- ☒ the engagement with the Company stakeholders on climate and environmental related subjects.

The Climate Director may:

- ☒ propose additional climate and environmental related items to the Chairman of the Board for its inclusion in the Board of Directors meeting agenda;
- ☒ be entrusted with additional climate and environmental related missions, as the Board of Directors may decide, from time to time;
- ☒ in the exercise of his duties, benefit from the services of the Secretary of the Board, and, after informing the Chief Executive Officer, contact the relevant managers of the Company on climate related and environmental subjects.

09

CORPORATE GOVERNANCE AND COMPENSATION

ANNE LEBEL

LEAD INDEPENDENT DIRECTOR, CHAIRWOMAN OF THE
APPOINTMENTS & CORPORATE GOVERNANCE COMMITTEE
CHAIRWOMAN OF THE COMPENSATION COMMITTEE

ROBUST CORPORATE GOVERNANCE AND BOARD PRACTICES



JEAN MOUTON
Chairman



MARC GRYNBERG
Independent Director
Climate Director



JANE BASSON
Independent Director



SELMA ALAMI
Employee Shareholder
Representative Director



ANGÉLINE AFANOUKÉ
Director representing
employee



HUBERT PORTE
Independent Director



**KATHLEEN WANTZ-
O'ROURKE**
Independent Director



SYLVIE JÉHANNO
Independent Director



ANNE LEBEL
Lead Independent
Director



**FRANCISCO PÉREZ
MACKENNA**
Director proposed by
shareholder Inxvans
Limited (UK)
Quiñenco Group



BJØRN ERIKENYBORG
Director representing
employee



**ANDRÓNICO LUKSIC
CRAIG**
Director proposed
by shareholder
Inxvans Limited (UK),
Quiñenco Group



**OSCAR HASBÚN
MARTÍNEZ**
Director proposed
by shareholder
Inxvans Limited (UK)
Quiñenco Group



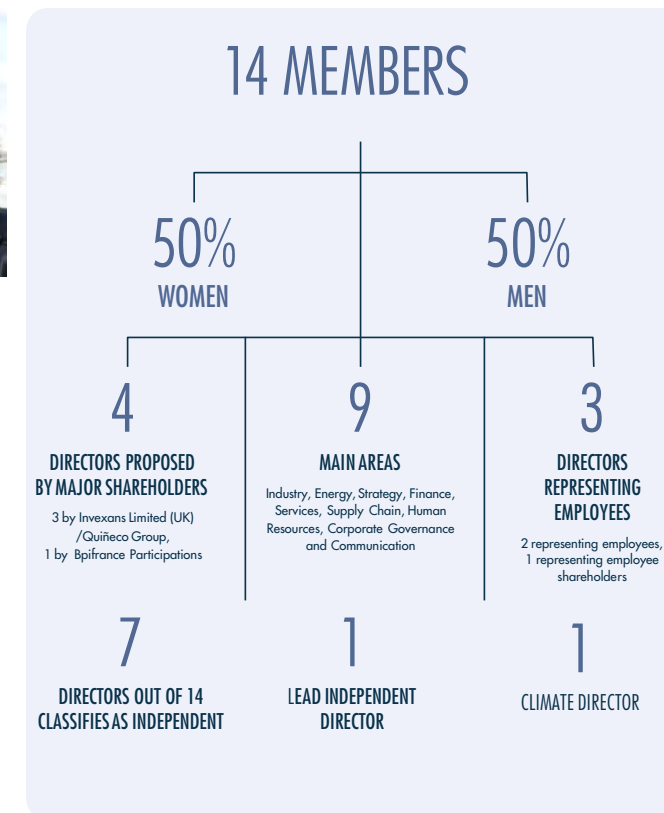
**ANNE-SOPHIE
HÉRELLE**
Permanent
representative
of Bpifrance
Participations



LAURA BERNARDELLI
Censor

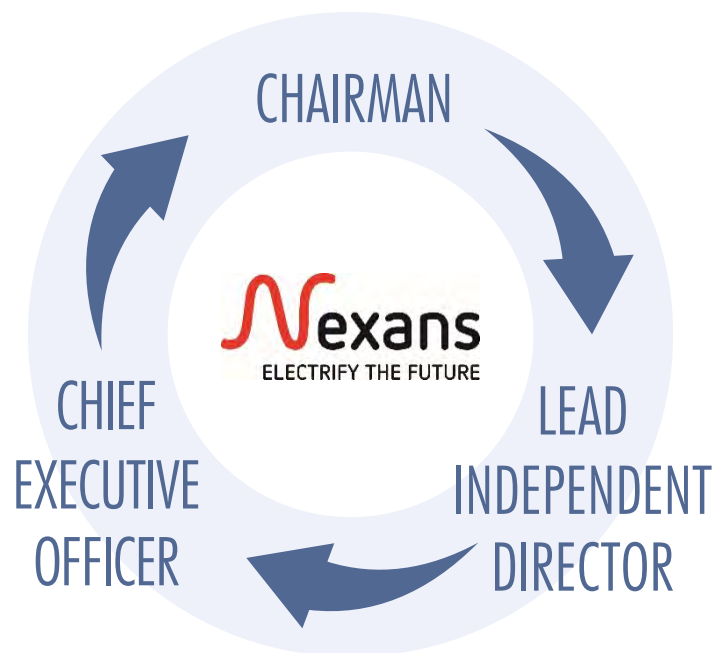
RENEWAL

NEW



DIRECTORS' INDEPENDENCE

- ❑ 63.6% of independent directors
- ❑ Transparency on criteria
- ❑ Independent Chairman
- ❑ Lead Independent Director
- ❑ Well-balanced powers within the Board



LEAD INDEPENDENT DIRECTOR

- ❑ Independent Directors' contact point
- ❑ Meetings of independent directors
- ❑ Review Board meeting agendas
- ❑ May request the Chairman to convene a Board meeting and preside over meetings in his absence

VERY ACTIVE COMMITTEES OF THE BOARD

ACCOUNTS, AUDIT AND RISK COMMITTEE

Présidente: K. Wantz-O'Rourke → Laura Bernardelli*

5 MEMBERS
60% INDEPENDENT
60% WOMEN
4 MEETINGS
95% PARTICIPATION

Mains activities in 2021

- Annual and half-year financial statements and financial press releases
- Investments, reorganisation costs, Group's liquidity and financing
- Presentations by Statutory Auditors, Statutory Auditors' assignments
- Internal audit and internal control, risk management, information system risks, cybersecurity and insurance
- Compliance programme, presentation of the Ethics Correspondent on alerts and warnings and f the Data Protection Officer

APPOINTMENTS AND CORPORATE GOVERNANCE COMMITTEE

Chair: A. Lebel

5 MEMBERS
60% INDEPENDENT
80% WOMEN
7 MEETINGS
100% PARTICIPATION

Mains activities in 2021

- Work on the composition of the Board and its Committees, proposals for the appointment of Directors
- Succession plan for the Executive Committee
- Succession plan for the Executive Officer
- Diversity policy within the Board of Directors and management bodies
- Qualification of the independence of Board members
- Results of the Board Assessment and actions to be implemented as a result of this assessment

COMPENSATION COMMITTEE

Chair: A. Lebel

6 MEMBERS
60% INDEPENDENT
80% WOMEN
1 EMPLOYEE REPRESENTATIVE
6 MEETINGS
100% PARTICIPATION

Mains activities in 2021

- Compensation policy for executive directors and corporate officers
- Compensation of the members of the Board of Directors
- Compensation of the Chairman of the Board and the CEO
- Review of publications on the compensation of executive directors
- Long Term Incentive Plans
- Review of the Board's Reports on Corporate Governance and on AGM resolutions
- International employee share ownership plan "Act 2022"

STRATEGY AND SUSTAINABLE DEVELOPMENT COMMITTEE

Chair: O. Hasbún

5 MEMBERS
40% INDEPENDENT
40% WOMEN
6 MEETINGS
100% PARTICIPATION

Mains activities in 2021

- Review of the strategic plan and its timetable, the business portfolio, several strategic options and external growth projects
- Review of the industrial strategy
- Review of he Nexans Foundation activities
- Group's policies, priorities, actions, risks and performance in the areas of Social and Environmental Responsibility, the CSR scorecard, the extra-financial performance statement and the duty of care plan

* Subject to her appointment as Director by the Shareholders' Meeting

RESOLUTIONS 4 AND 5

CANDIDATES TO THE BOARD OF DIRECTORS

RENEWAL

Anne Lebel, Lead Independent Director
Chairwoman of the Appointments and Corporate Governance Committee
Chairwoman of the Compensation Committee

Chief Human Resources Officer and Member of the Group Executive Board at Capgemini

First elected as a Director: May 17, 2018

Number of shares held: 500

56 years old, French nationality

Review of independence by the Board: no significant business relationship between Nexans and Capgemini in 2021



She brings global executive expertise to the Board in addition to her experience in human resources and corporate culture. She is a significant contributor to the effective work of the Board and she Chairs 2 of the 4 Board Committees. As Lead Independent Director, she chairs 2 yearly executives sessions of the Board and a yearly meeting of independent directors.

2021 attendance: 7 Board meetings, 7 Appointments and Corporate Governance Committee meetings and 6 Compensation Committee meetings

NEW MEMBER

Laura Bernardelli, Censeur depuis le 30 septembre 2021

Chief Financial Officer at Group Coesia since April 2022 and previously Chief Financial Officer of the Datalogic Group from July 2019 to March 2022

Appointed as Censor: September 30, 2021

Number of shares held: 510

52 years old, Italian nationality

Review of independence by the Board: no significant business relationship between Nexans and Datalogic in 2021.



She will bring global executive expertise to the Board in addition to her experience in finance, digital strategy, transformation and in the industry sector. If appointed, she will chair the Accounts, Audit and Risk Committee.

2021 attendance: 1 Board meeting and 1 Accounts, Audit and Risk Committee meeting

RESOLUTION 6

2021 COMPENSATION OF BOARD MEMBERS AND CORPORATE OFFICERS

Comprehensive presentation of compensation elements: in the Universal Registration Document (p. 271 to 285)

ITEM PAID IN FISCAL YEAR 2021 OR GRANTED IN RESPECT OF FISCAL YEAR 2021 TO BOARD MEMBERS AND CORPORATE OFFICERS:

Chairman of the Board of Directors	Resolution 7
Chief Executive Officer	Resolution 8
Directors	€ 628,312
J. Mouton	€ 0
A. Afanoukoé	€ 0
S. Alami	€ 0
J. Basson	€ 70,000
M. Grynberg	€ 52,000
O. Hasbún	€ 70,000
A-S. Hérelle	€ 79,000
S. Jéhanno	€ 64,000
A. Lebel	€ 70,000
A. Luksic Craig	€ 28,000
B.E. Nyborg	€ 0
F. Pérez Mackenna	€ 82,000
H. Porte	€ 46,000
K. Wantz-O'Rourke	€ 58,000
Laura Bernardelli, Censor	€ 9,312

8 BOARD OF DIRECTORS MEETINGS
23 COMMITTEE MEETINGS

*Censor since September 30, 2021

RESOLUTION 7

2021 COMPENSATION OF JEAN MOUTON, CHAIRMAN OF THE BOARD

ITEMS PAID IN FISCAL YEAR 2021 OR GRANTED IN RESPECT OF FISCAL YEAR 2021 TO JEAN MOUTON, CHAIRMAN OF THE BOARD OF DIRECTORS, UNCHANGED SINCE 2016 :

Fixed compensation	€ 250,000
Compensation as Director	€ 0
Benefits-in-kind	€ 0

**As a reminder, the
Chairman of the Board of
Directors does not receive
any short-term or long-
term variable
compensation, or any
other benefit**

RESOLUTION 8

2021 COMPENSATION OF CHRISTOPHER GUÉRIN, CHIEF EXECUTIVE OFFICER

ITEMS PAID IN FISCAL YEAR 2021 OR GRANTED IN RESPECT OF FISCAL YEAR 2021 TO CHRISTOPHER GUÉRIN, CHIEF EXECUTIVE OFFICER

Fixed compensation for 2021	€ 750,000
Annual variable compensation for 2021 to be paid in 2022 (60% collective objectives and 40% individual objectives)	€ 1,048,050
Annual variable compensation for 2020 to be paid in 2021 (60% collective objectives and 40% individual objectives)	€ 882,360
Performance shares granted in 2021 (valued at the time of grant in 2021)	20,000 shares valued at € 1,034,080
Performance shares granted in 2021 linked to the strategic plan (valued at the time of grant in 2021)	11,000 shares valued at € 693,382
Benefits-in-kind	5 762 €

Other commitments given:

- Contribution pension plan: premium of € 300,000
- Termination indemnity and non- compete indemnity (threshold of 2 years of fixed and variable compensation)
- Welfare plan
- Unemployment insurance plan: premium of € 11,261

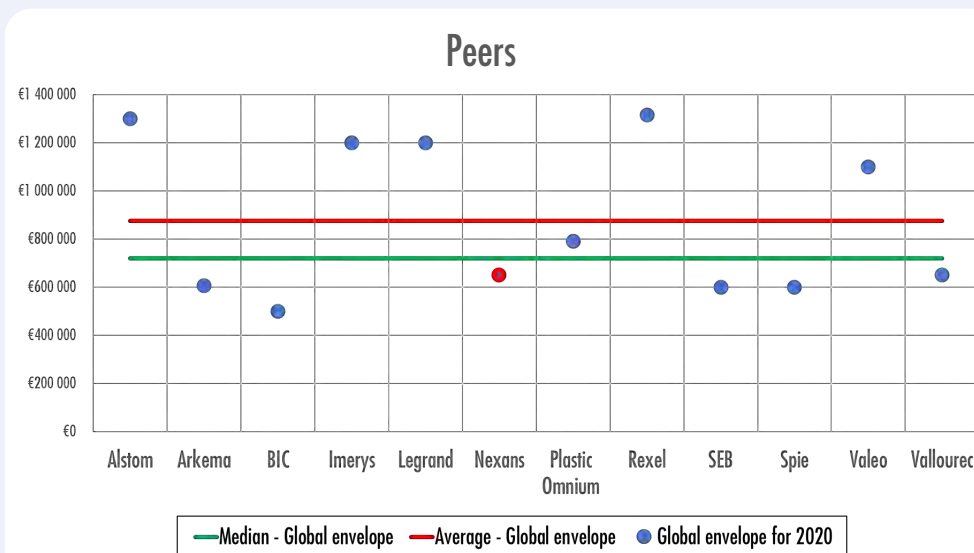
RESOLUTIONS 9 AND 10

2022 COMPENSATION POLICY FOR DIRECTORS AND THE CHAIRMAN OF THE BOARD

Comprehensive presentation of the compensation policy in the Universal Registration Document (p. 266 to 271)

Proposal to increase the total annual compensation of Board members from € 650,000 to € 750,000

- According to a benchmark of 12 comparable companies, the overall compensation of the members of the Board of Directors is below the average and median of the compensation of the members of the Board of Directors of the panel
- The number of Board and Committee meetings has increased significantly in recent years



Proposal to increase the fixed annual compensation of the Chairman of the Board of Directors from € 250,000 to € 320,000

The Board of Directors has taken into account the following elements:

- A study performed by the independent consultancy firm Willis Towers on compensation of non-executive chairs for comparable SBF 120-level companies supported by an additional benchmark carried out by Korn Ferry
- Jean Mouton's commitment
- The increased number of Board and Committee meetings in recent years
- His regular attendance to Committee meetings, the two yearly executive sessions, the meetings of independent directors, and participates in ESG roadshows
- The Board assessment performed early 2022 shows that "the role of the Chairman is praised by the Directors and his personal investment in the Board is seen as very positive"
- The Chairman's fixed compensation at Nexans has not been modified since 2016

RESOLUTION 11

COMPENSATION POLICY FOR THE CHIEF EXECUTIVE OFFICER IN 2022

UNCHANGED POLICY

Compliance

Fixed compensation reviewed at multi-year intervals
Short-term variable compensation capped at 150% of fixed compensation
Long-term compensation (performance shares) capped at 130% of fixed compensation
Commitments: termination indemnity and non-compete indemnity, supplementary scheme and unemployment insurance

Comparability

With a selection of comparable companies of the SBF 120

Performance

Link between compensation and performance
Financial and non-financial criteria, including stock market, economic and ESG criteria
Collective and individual objectives

RESOLUTIONS 15 AND 16

LONG TERM COMPENSATION POLICY FOR 2023

2023

RESOLUTION 15: UNCHANGED

- **300,000 performance shares for the Group’s senior managers, including the Chief Executive Officer**
- **Vesting period of 4 years**
- **Three performance conditions to be set by the Board of Directors:**
 - Stock market performance condition (TSR) → From now on no vesting possible below the median
 - Economic
 - CSR

RESOLUTION 16: UNCHANGED

- **50,000 free shares for high-potential employees or those who have made an exceptional contribution**
- **Vesting period of 4 years**

REPORT OF STATUTORY AUDITORS

JULIETTE DECOUX-GUILLEMOT, MAZARS

EDOUARD DEMARCQ, PRICEWATERHOUSECOOPERS AUDIT

REPORTS OF STATUTORY AUDITORS

3 REPORTS FOR THE ORDINARY SHAREHOLDERS' MEETING

- Reports on the **consolidated financial statements**
(pages 353 to 357 of the Universal Registration Document)
- Report on the **corporate financial statements**
(pages 374 to 377 of the Universal Registration Document)
- Reports on **related-party agreements**
(page 287 of the Universal Registration Document)

3 REPORTS FOR THE EXTRAORDINARY SHAREHOLDERS' MEETING

- On the **capital reduction**
(resolution 14)
- On **authorization for the grant of performance shares** (resolution 15)
- On **authorization for the grant of free shares**
(resolution 16)

REPORTS OF STATUTORY AUDITORS

ORDINARY SHAREHOLDERS' MEETING

ON THE 2021 CONSOLIDATED FINANCIAL STATEMENTS

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group.

We have identified the following key audit matters:

- Accounting of contracts for goods and services
- Antitrust investigations and disputes
- Measurement of goodwill, property, plant, equipment and intangible assets
- Measurement of deferred tax assets

- ☒ We have no comments on the information presented in the Group management report.
- ☒ We have no matters to report on the information given in the Group's management report.
- ☒ We certify the presence of the non-financial performance statement.

REPORTS OF STATUTORY AUDITORS

ORDINARY SHAREHOLDERS' MEETING

ON THE 2021 CORPORATE FINANCIAL STATEMENTS

We certify that the annual financial statements give a true and fair view of the assets and liabilities and of the financial position of the company as at the end of the year and of the results of its operations for the year ended in accordance with French accounting principles.

We have identified the following key audit matters:

- Valuation of shares in subsidiaries and affiliates
- Antitrust investigations and disputes

- ☒ We have no comments to make on the management report, on the information on payment terms and on the corporate governance report.
- ☒ We certify the accuracy and fairness of the information provided in accordance with the provisions of the French Commercial Code on the compensation and benefits paid to corporate officers and on the commitments made in their favour.

REPORTS OF STATUTORY AUDITORS

ORDINARY SHAREHOLDERS' MEETING

ON RELATED-PARTY AGREEMENTS

No agreement authorized and executed during the year.

REPORTS OF STATUTORY AUDITORS

EXTRAORDINARY SHAREHOLDERS' MEETING

REPORTS FOR THE EXTRAORDINARY SHAREHOLDERS' MEETING

- **On the capital reduction**
(resolution 14)
 - **On authorization for the grant of performance shares**
(resolution 15)
 - **On authorization for the grant of free shares**
(resolution 16)
- ☒ We have no comments to make on the terms and conditions of the proposed transactions.
 - ☒ We will issue additional reports in case of using these delegations.



QUESTIONS & ANSWERS

PRESENTATION OF RESOLUTIONS AND VOTE

NINO CUSIMANO

SCVP, GENERAL COUNSEL &
SECRETARY GENERAL

ORDINARY SHAREHOLDERS' MEETING

RESOLUTION

#01

Approval of the Company's financial statements and transactions for the fiscal year ended on December 31st, 2021 -
Management Report

ORDINARY SHAREHOLDERS' MEETING

RESOLUTION

#02

Approval of the consolidated financial statements for the fiscal year ended on December 31st, 2021

ORDINARY SHAREHOLDERS' MEETING

RESOLUTION

#03

Allocation of income for the fiscal year ended on December 31st, 2021 and setting of the dividend

ORDINARY SHAREHOLDERS' MEETING

RESOLUTION

#04

Renewal of the term of office of Anne Lebel as Director

ORDINARY SHAREHOLDERS' MEETING

RESOLUTION

#05

Appointment of Laura Bernardelli as Director

ORDINARY SHAREHOLDERS' MEETING

RESOLUTION

#06

Approval of the information relating to the compensation items paid during the fiscal year ended on December 31st, 2021 or granted for the same fiscal year to Nexans corporate officers

ORDINARY SHAREHOLDERS' MEETING

RESOLUTION

#07

Approval of the items of compensation paid during the fiscal year ended on December 31st, 2021, or granted for the same fiscal year to Jean Mouton, Chairman of the Board of Directors

ORDINARY SHAREHOLDERS' MEETING

RESOLUTION

#08

Approval of the items of compensation paid during the fiscal year ended on December 31st, 2021, or granted for the same fiscal year to Christopher Guérin, Chief Executive Officer

ORDINARY SHAREHOLDERS' MEETING

RESOLUTION

#09

Determination of the maximum amount of annual compensation to be paid to the members of the Board of Directors

ORDINARY SHAREHOLDERS' MEETING

RESOLUTION

#10

Approval of the compensation policy of the members of the Board of Directors for the fiscal year 2022

ORDINARY SHAREHOLDERS' MEETING

RESOLUTION

#11

Approval of the compensation policy of the Chairman of the Board of Directors for the fiscal year 2022

ORDINARY SHAREHOLDERS' MEETING

RESOLUTION

#12

Approval of the compensation policy of the Chief Executive Officer for the fiscal year 2022

ORDINARY SHAREHOLDERS' MEETING

RESOLUTION

#13

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

EXTRAORDINARY SHAREHOLDERS' MEETING

RESOLUTION

#14

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

EXTRAORDINARY SHAREHOLDERS' MEETING

RESOLUTION

#15

Authorization to be granted to the Board of Directors for the purpose of granting in 2023 existing or newly issued free shares to employees and corporate officers of the Group or to some of them without shareholders' preferential subscription rights within the limit of a nominal value of EUR 300,000, subject to the satisfaction of the performance conditions set by the Board of Directors and for a 12 month-period beginning on January 1, 2023

EXTRAORDINARY SHAREHOLDERS' MEETING

RESOLUTION

#16

Authorization to be granted to the Board of Directors for the purpose of granting in 2023 existing or newly issued free shares to employees or to some of them, without shareholders' preferential subscription rights, within the limit of a nominal value of EUR 50,000, not subject to performance conditions, for a 12 month-period beginning on January 1st, 2023

ORDINARY SHAREHOLDERS' MEETING

RESOLUTION

#16

Power to carry out formalities



THANK YOU

