

2023 ANNUAL SHAREHOLDERS' MEETING

PARIS, MAY 11th, 2023

AGENDA

01

2022 HIGHLIGHTS AND MAIN ACHIEVEMENTS

Christopher Guérin, CEO

02

2022 FINANCIALS

Jean-Christophe Juillard, Deputy CEO and CFO

03

NEXANS SA FINANCIAL STATEMENTS

Jean-Christophe Juillard, Deputy CEO and CFO

04

Q1 2023 SALES AND 2023 GUIDANCE

Jean-Christophe Juillard, Deputy CEO and CFO

05

FIRE SAFETY

Jérôme Fournier, Corporate Vice President Innovation, Services & Growth

06

ZOOM ON E3, A UNIQUE OPERATING MODEL

Christopher Guérin, CEO

Maria Lorente Fraguas, Senior Corporate Vice President & Chief Human Resources Officer, also responsible for CSR

07

INTRODUCING NEXANS' CLIMATE STRATEGY AND INITIATIVES TO DATE

Marc Grynberg, Climate Director

08

CORPORATE GOVERNANCE AND COMPENSATION

Anne Lebel, Lead Independent Director

Chairwoman of the Appointments & Corporate Governance Committee

Chairwoman of the Compensation Committee

09

REPORTS OF STATUTORY AUDITORS

Juliette Decoux-Guillemot, Mazars

10

PRESENTATION OF RESOLUTIONS AND VOTE

Nino Cusimano, SCVP, General Counsel & Secretary General

2022 HIGHLIGHTS AND MAIN ACHIEVEMENTS

CHRISTOPHER GUÉRIN
CEO



2022 HIGHLIGHTS

#01

RECORD YEAR WITH STRONG PROFITABLE GROWTH

All-time high EBITDA, Normalized FCF and ROCE performance

Continued focus on growth driven by value and successful transformation platform

Enhanced liquidity and solid balance sheet maintained

Increased shareholder return with a proposed dividend of €2.10/share

#02

CONTINUED DEPLOYMENT OF STRATEGIC ROADMAP

Announced one new acquisition in Electrification markets and the divestment of Telecom Systems activity

Record and healthy Generation & Transmission backlog pulled by Celtic Interconnector award

Accelerated value growth focus through more Innovation, Digital and Services and deploying industry 4.0

#03

RAISING THE BAR ON SUSTAINABILITY

Accelerated decarbonation exceeding SBTi targets: -28% GHG emissions vs 2019

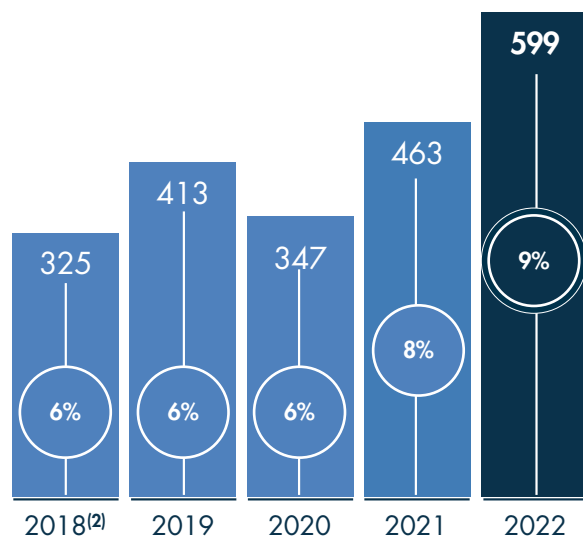
Photovoltaic power facility installed in Morocco

More than 2.2M people supported by the Nexans Foundation since 2013

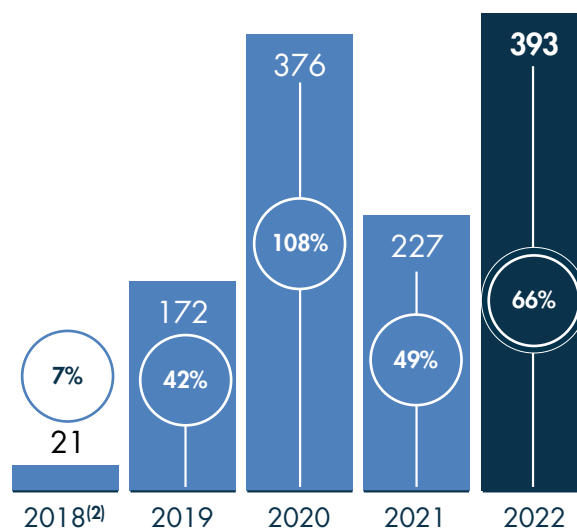
ALL-TIME HIGH FINANCIAL PERFORMANCE

EBITDA TARGET FULLY MET, CASH GENERATION EXCEEDING GUIDANCE

EBITDA (€M) & EBITDA MARGIN⁽¹⁾ (%)



NORMALIZED FREE CASH FLOW⁽³⁾ (€M) & NCCR⁽⁴⁾ (%)

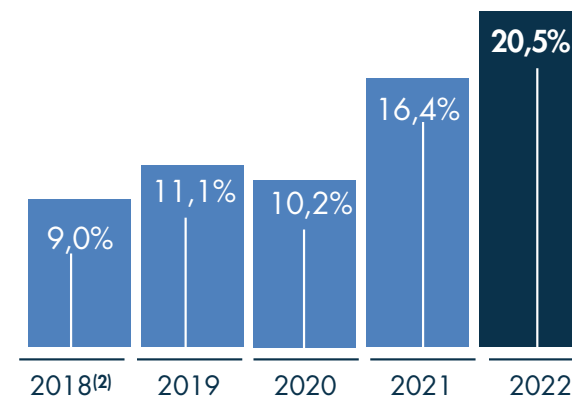


ROCE⁽⁵⁾ (%)

ELECTRIFICATION



GROUP



(1) EBITDA on standard sales

(2) 2018 data pre IFRS 16 and new copper standard price implementation

(3) 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.

(4) NCCR (Normalized cash conversion ratio) defined as Normalized Free Cash Flow / EBITDA – NCF excludes strategic capex, PP&E divestment, one off-change in working capital and material restructuring plans cash out.

(5) 12-month Operating Margin on end of period Capital Employed, excluding antitrust provision, including annual contribution from Centelsa.

DEPLOYING NEXANS' ELECTRIFICATION PURE PLAYER ROADMAP

TWO NEW TRANSACTIONS ANNOUNCED



COMPLETION OF THE ACQUISITION OF REKA CABLES IN THE NORDICS

- One of the leaders in Nordics countries
- Enlarge and strengthen Nexans' existing operations in the Nordics
- 1st carbon neutral cable manufacturer
- Operational synergies through SHIFT programs deployment



270 people



3 plants



€172m
2022 sales

Completion on April 26th

Equity price of €53M, Net financial debt of €6.5M
Financing through available cash and debt



EXCLUSIVE NEGOTIATIONS FOR THE SALE OF TELECOM SYSTEMS BUSINESS

- Exclusive negotiations with **Syntagma Capital**, a Belgium-based private equity fund
- **Exit from the telecom and data** activity: advanced solutions for telecom, LAN networks and datacenters



680 people



€180m
2022 sales

Terms & Conditions

Proposed transaction subject to the fulfilment of customary conditions including the information and consultation of works councils and other regulatory approvals

Closing expected by the end of the first half of 2023



STRENGTHENING OUR STRATEGIC CAPEX TO ADDRESS BUOYANT SUBSEA MARKET

HALDEN, NORWAY

**Adding 2 new lines for HVDC
cables manufacturing**

Delivery: early 2024

Projects:

- Celtic, the longest extruded Interconnector
- Borwin 6, the longest offshore wind connection by TenneT

2022 FINANCIALS

JEAN-CHRISTOPHE JUILLARD
DEPUTY CEO AND CFO

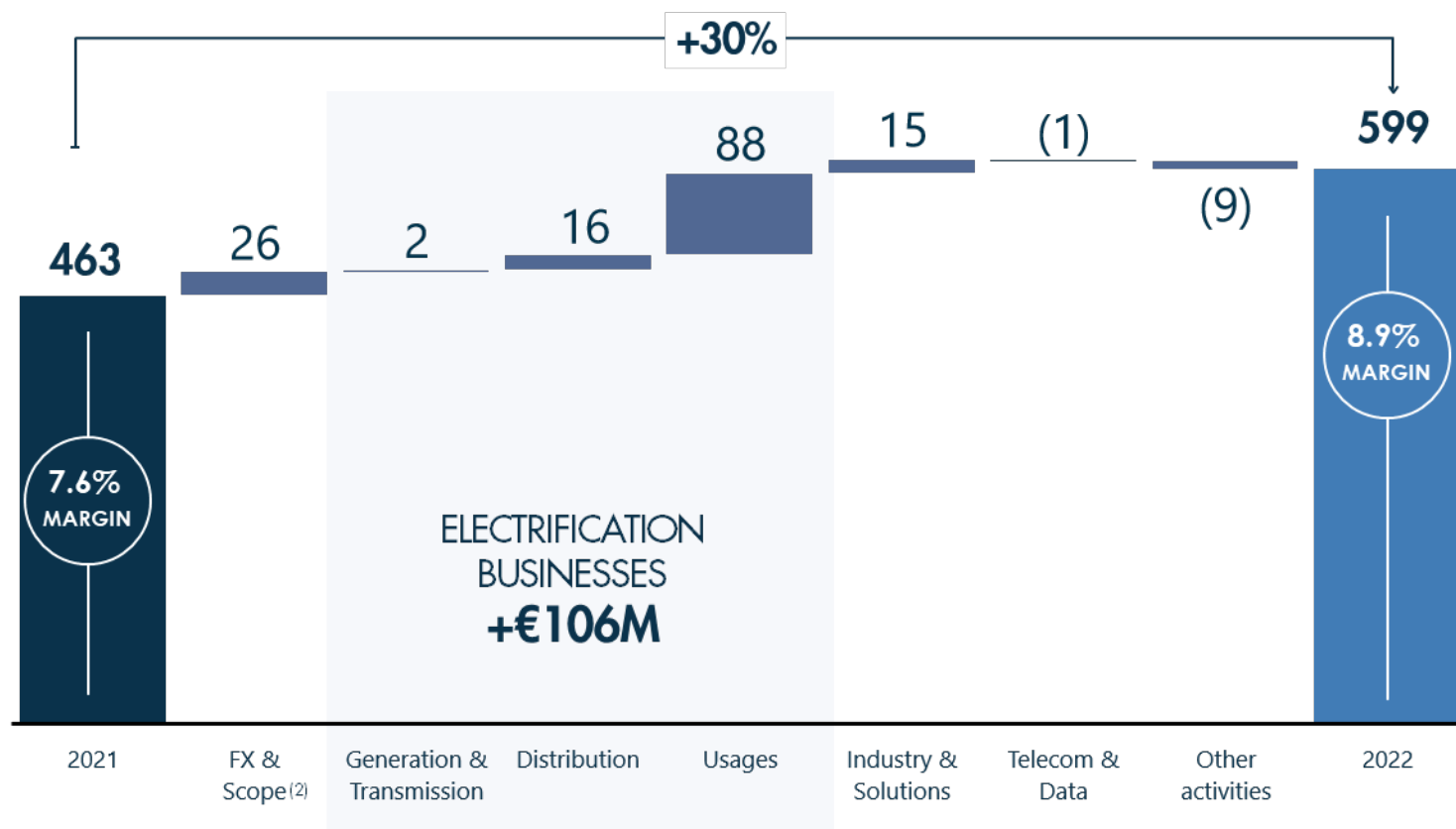
OUTSTANDING GROUP PROFITABILITY STEP-UP

EBITDA UP +30% IN 2022 VS 2021

KEY FIGURES

In million euros	2021	2022
Sales at current metal prices	7,374	8,369
Sales at standard metal prices	6,054	6,745
Organic growth	+8.3%	+6.3%
EBITDA	463	599
EBITDA margin (%) ⁽¹⁾	7.6%	8.9%
Operating margin	299	420
Operating margin (%) ⁽¹⁾	4.9%	6.2%
Reorganization costs	(58)	(39)
Other operating items	96	14
Operating income	338	395
Net financial expense	(101)	(57)
Income before tax	237	339
Income tax	(72)	(90)
Net income	164	248

EBITDA EVOLUTION (€M) - GROUP



(1) Margin on sales at standard metal prices

(2) Scope impact mainly including Centelsa acquisition starting April 1st, 2022

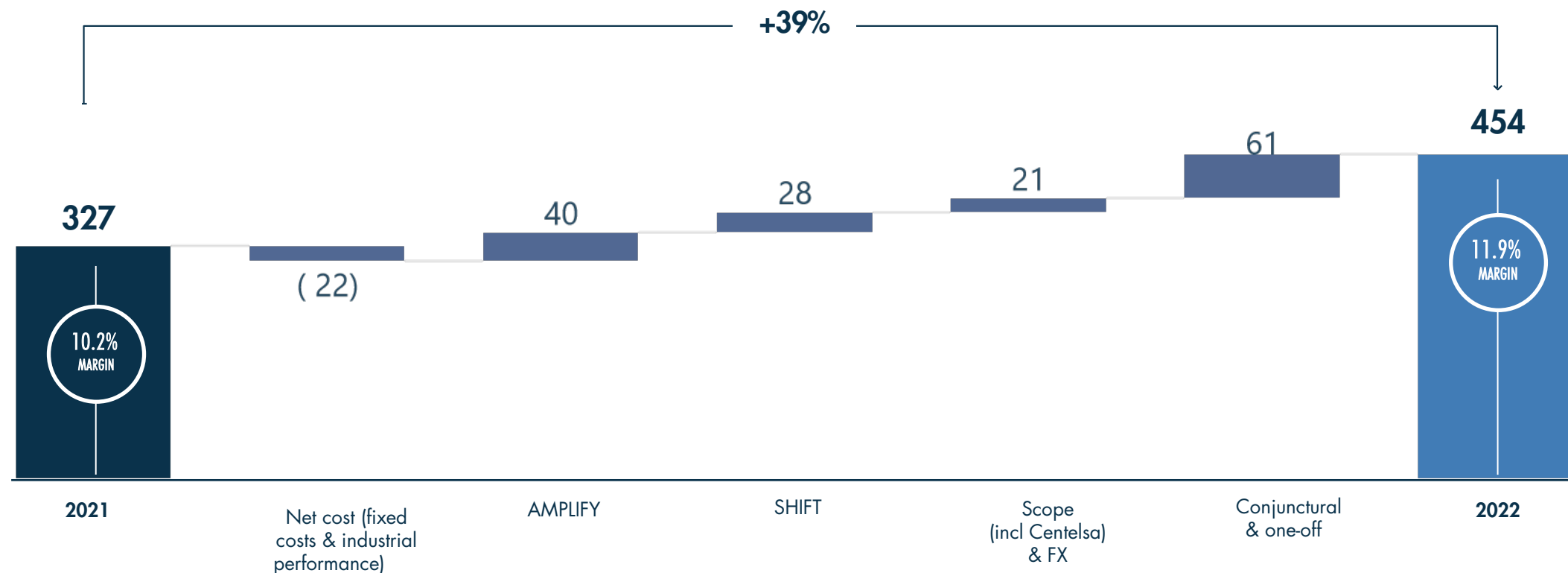
AMPLIFY ELECTRIFICATION BUSINESSES

+39% EBITDA STEP-UP IN LINE WITH FINANCIAL TRAJECTORY

ELECTRIFICATION



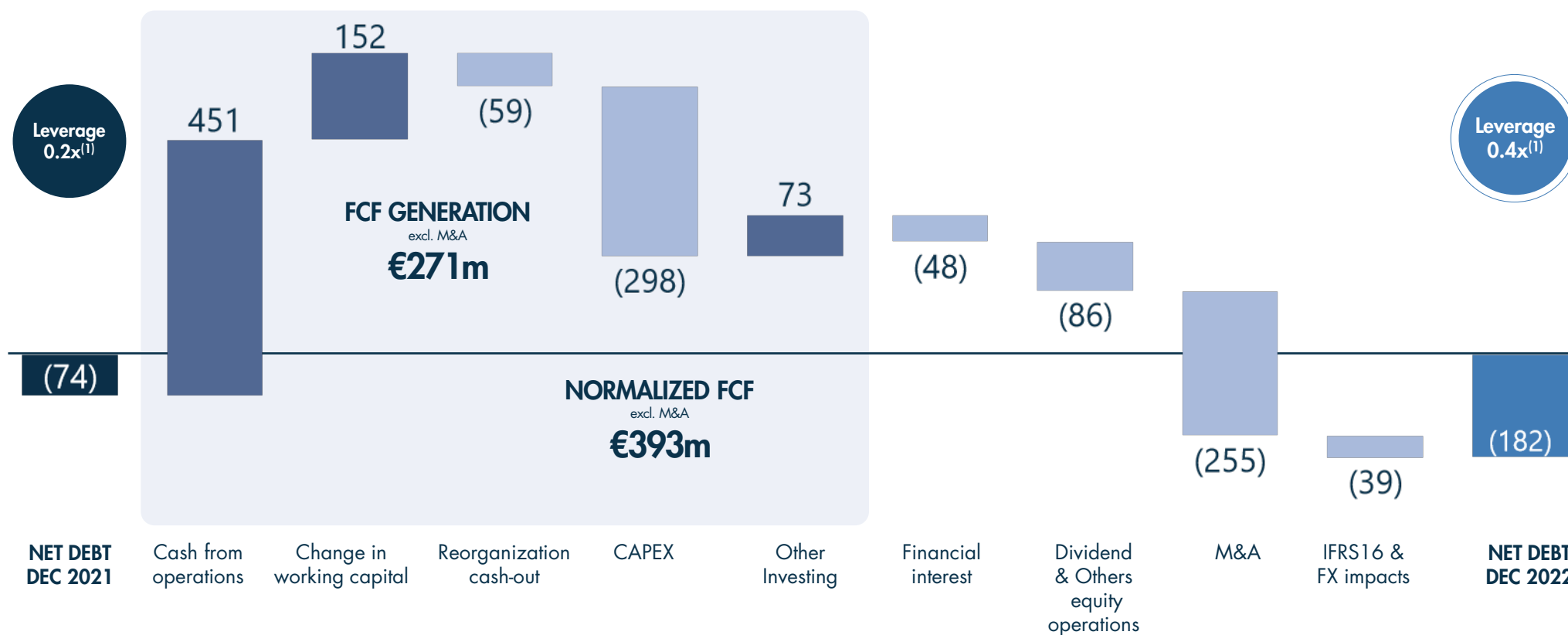
EBITDA EVOLUTION (€M) – ELECTRIFICATION BUSINESSES



STRONG OPERATIONAL PERFORMANCE

BEFORE CENTELSA ACQUISITION AND EQUITY OPERATIONS

NET DEBT LAST 12 MONTHS EVOLUTION (€M)



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

ROBUST BALANCE SHEET

S&P Global

S&P outlook revised to Positive on BB+ rating

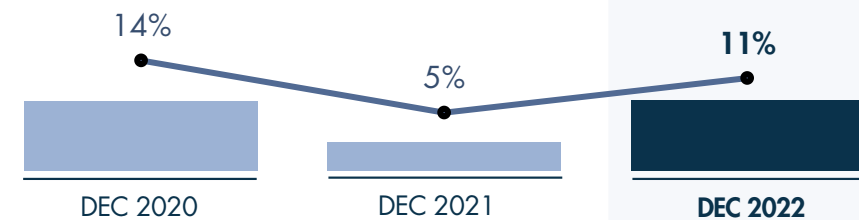
KEY FIGURES

In million euros	DEC 2021	DEC 2022
Fixed assets	1,942	2,271
Other non-current assets	112	122
Non-current assets	2,053	2,393
Working Capital	77	27
Total to finance	2,130	2,420
Net financial debt	74	182
Reserves	469	408
Other non-current liabilities	122	162
Shareholders' equity and minority interests	1,465	1,667
Total financing	2,130	2,420

GEARING RATIOS

Covenant @120%

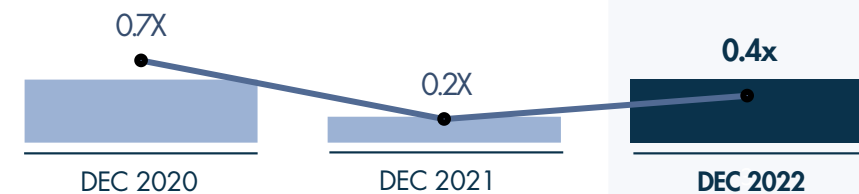
Net Debt
Gearing⁽¹⁾



LEVERAGE RATIOS

Covenant @3.2 x EBITDA

Net Debt
Leverage⁽²⁾



DEBT COVENANTS

(1) Closing net debt / Net equity

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

HIGH LIQUIDITY LEVEL FURTHER REINFORCED BY A NEW RCF⁽¹⁾ AND A BACK-UP FACILITY LINE

NET DEBT BREAKDOWN

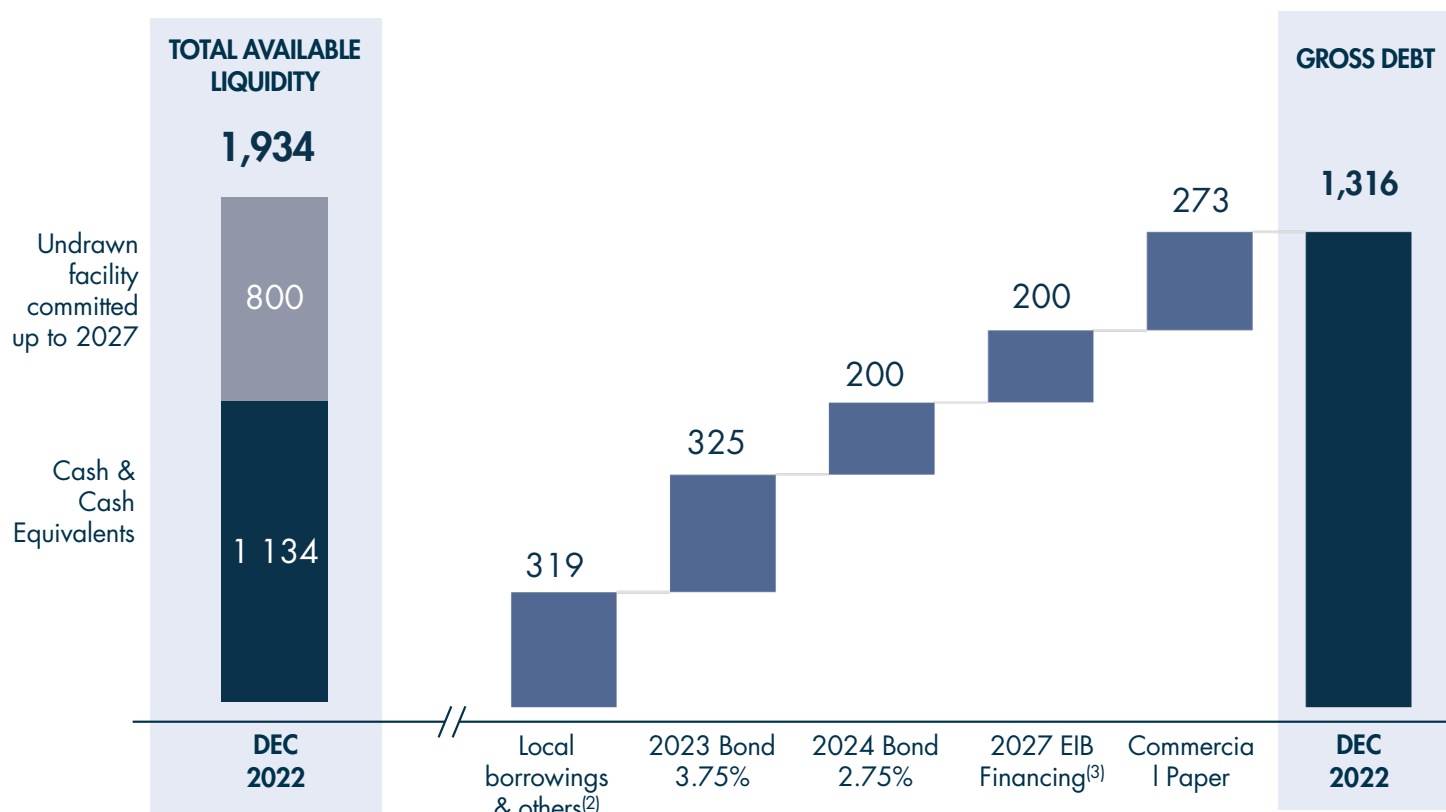
In million euros	DEC 21	DEC 22
Gross debt	1,046	1,316
Cash and cash equivalents	(972)	(1,134)
Net debt	74	182

Cash on Balance Sheet
at c. €1.1Bn

BACK-UP FACILITY LINE

- Signed in February 2023
- Maturity in August 2025
- Up to €325 million

LIQUIDITY AND DEBT REDEMPTION SCHEDULE (€M)



(1) Revolving Credit Facility

(2) Including IFRS restatements on ordinary bonds, accrued interest, IFRS 16 and Nexans Aurora loan of €90m

(3) European Investment Bank

WE ARE
UNITED

NEXANS SA FINANCIAL STATEMENTS

JEAN-CHRISTOPHE JUILLARD
DEPUTY CEO AND CFO

WE ARE
NEXANS

NEXANS SA FINANCIAL STATEMENTS

KEY FIGURES

In million €	2021	2022
Operating income / (loss)	(21)	(20)
Non operating	73	94
o/w Financial income /(loss)	49	113
o/w Non-recurring income / (loss)	2	(20)
o/w Income taxes and others	22	1
Net income	51	73
Share capital	44	44
Total equity	1,883	1,895
Financial debt	884	1,009
Total consolidated assets	2,891	3,053

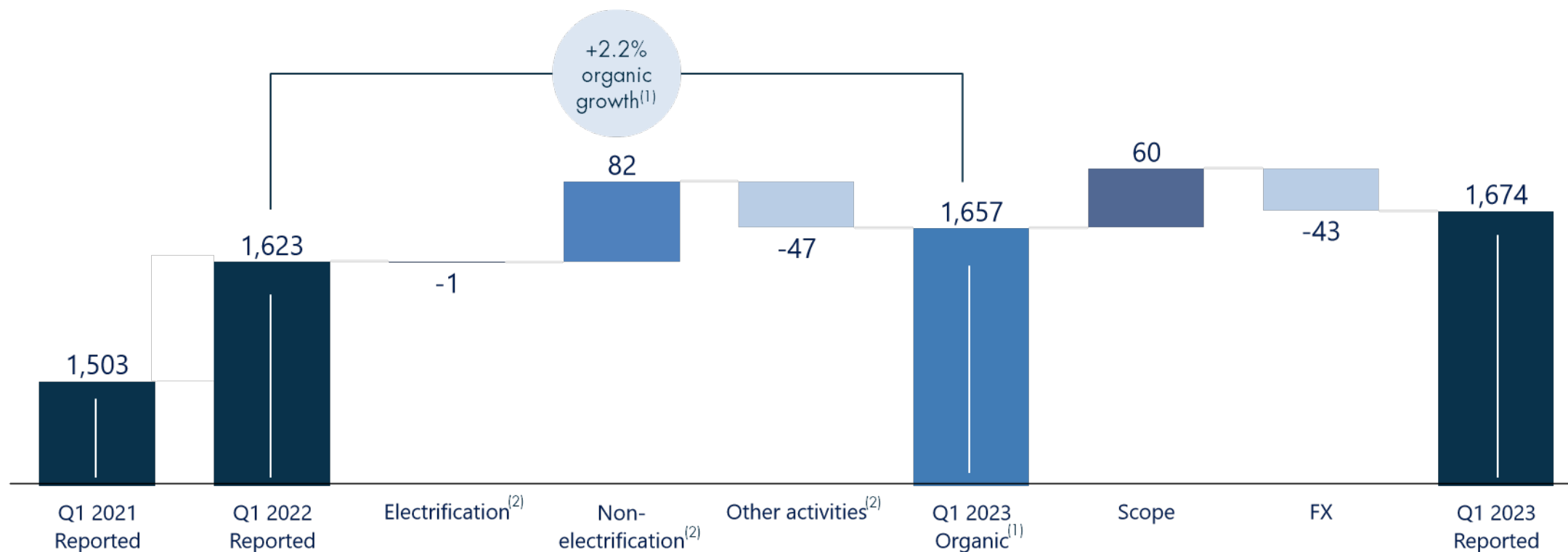
Q1 2023 SALES AND 2023 GUIDANCE

JEAN-CHRISTOPHE JUILLARD
DEPUTY CEO AND CFO

A VALUE-GROWTH FOCUSED MODEL

STANDARD SALES OF €1.7BN UP +6.5% ORGANICALLY EXCL. OTHER

STANDARD SALES EVOLUTION (€M) – GROUP



2023 GUIDANCE CONFIRMED

OVERALL GROUP

(EXCLUDING NON-CLOSED ACQUISITIONS AND DIVESTMENTS)

EBITDA



BETWEEN
€570M AND €630M

NORMALIZED FREE CASH FLOW



BETWEEN
€150M AND €250M

TAILWINDS

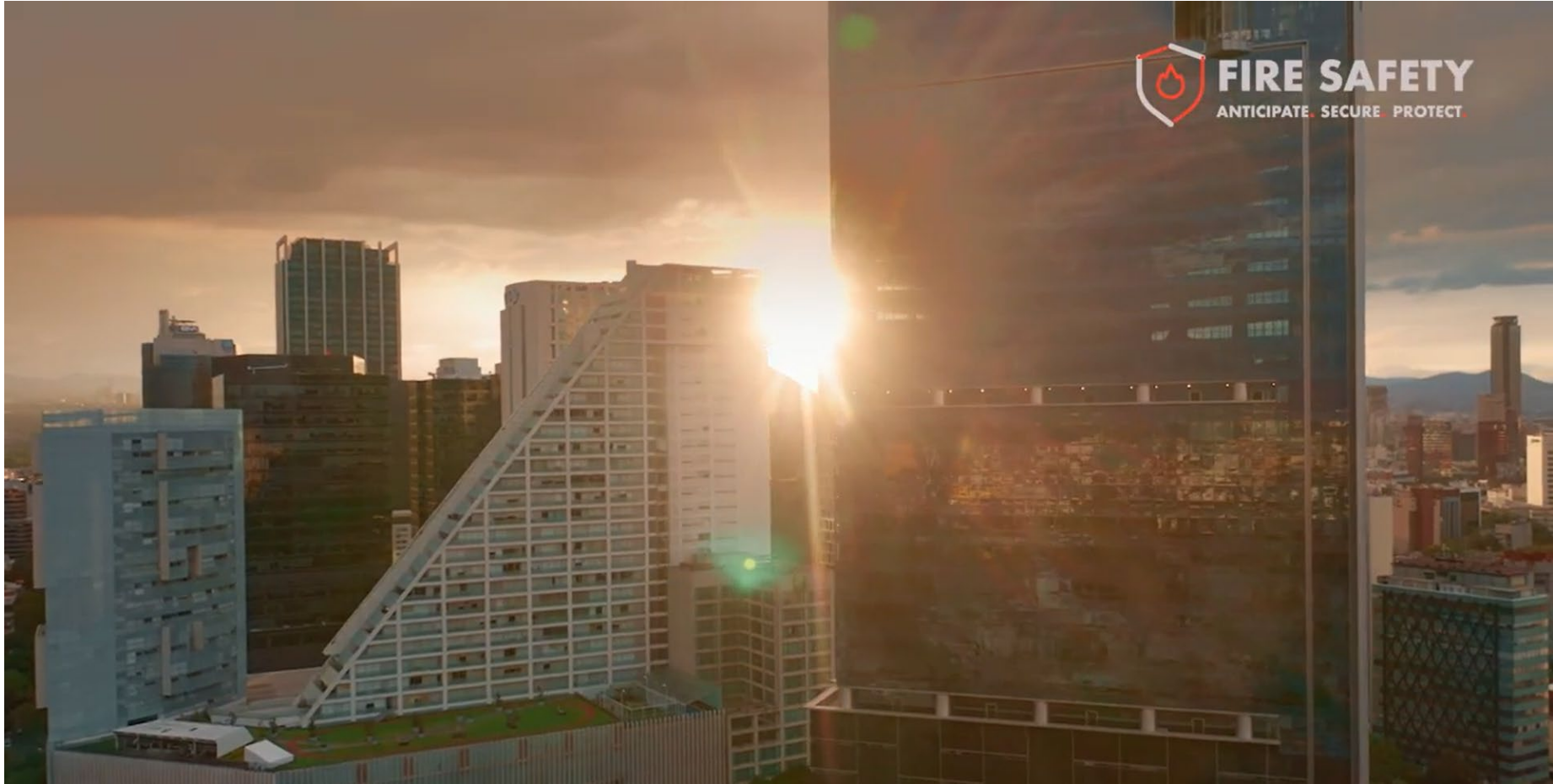


- Dynamic market activity supported by accelerating energy transition trends and continuous OEMs demand.
- Sustained focus on structural transformation to continue to drive solid margin improvements in Distribution & Usages.
- Order growth reflecting robust tendering activity in Generation & Transmission.

HEADWINDS



- Geopolitical and economic environment remains uncertain.
- Softening demand in residential segment partially compensated by pricing resilience on premiumization as well as sustained demand in infrastructure and commercial segments.
- Pressure on Generation & Transmission margin in some contracts and timing of expected awards.



05

FIRE SAFETY

JÉRÔME FOURNIER

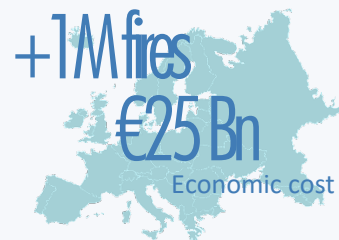
CORPORATE VICE PRESIDENT
INNOVATION, SERVICES & GROWTH

PROTECTION AGAINST ELECTRICAL FIRES IS AN ABSOLUTE PRIORITY TO SAVE LIVES, SAVE HOMES, SAVE MONEY

KEY FIGURES

25% FIRES ARE OF ELECTRICAL ORIGIN

THE CONSEQUENCES OF THE FIRES ARE DRAMATIC



In Europe

+1.1 million fires / year
+4,000 deaths / year
+130,000 injuries / year
+25 billion € Economic cost

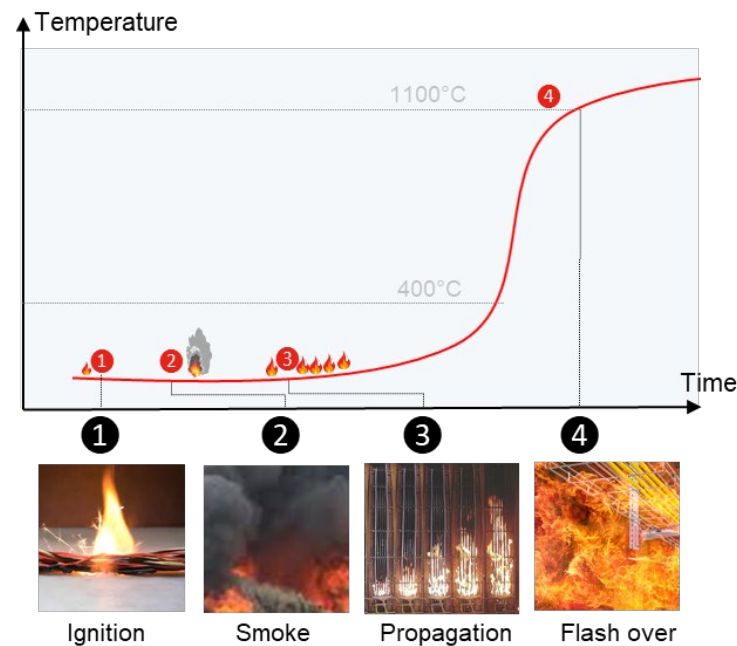


World Wide

+4 million fires per year
+20 000 fatalities
+710 000 severe injuries
+330 billion € Economic cost

THE DEVELOPMENT OF FIRE IN 4 STAGES

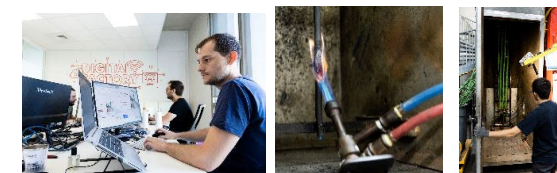
THE TECHNOLOGIES AVAILABLE TO FIGHT ELECTRICAL FIRES ARE KNOWN



NEXANS IS A WORLD LEADER

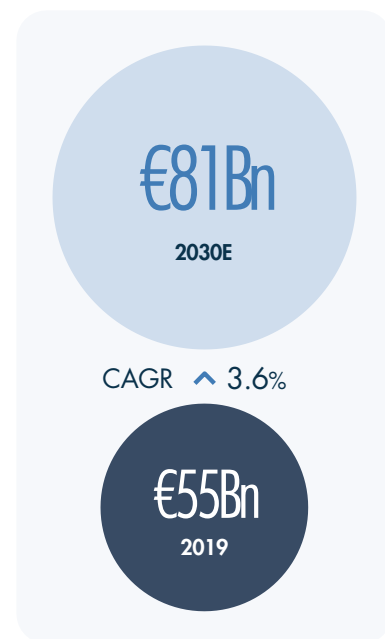
IN ELECTRICAL FIRE PROTECTION TECHNOLOGY

- 20 years of cutting-edge R&D
- 100 researchers at Ampacity
- 150 patents
- Unique testing facilities
- 1,000 fire simulations per year
- Accreditation COFRAC, Certification UL's DAP
- Collaboration with most impactful Notified Bodies: LCIE, VDE, SGS, FORCE, IMQ ...

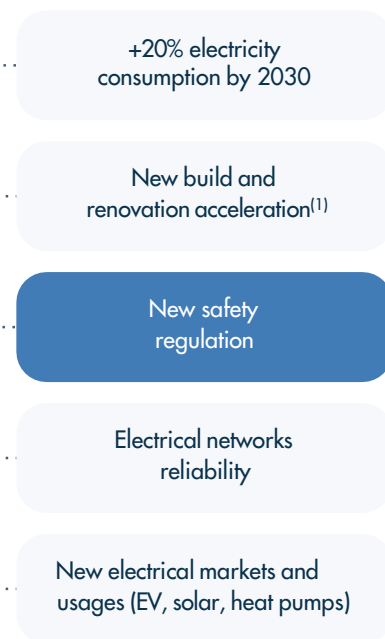


AMPLIFY FIRE SAFETY IN USAGES TO CAPTURE THE SHIFT IN TECHNOLOGY

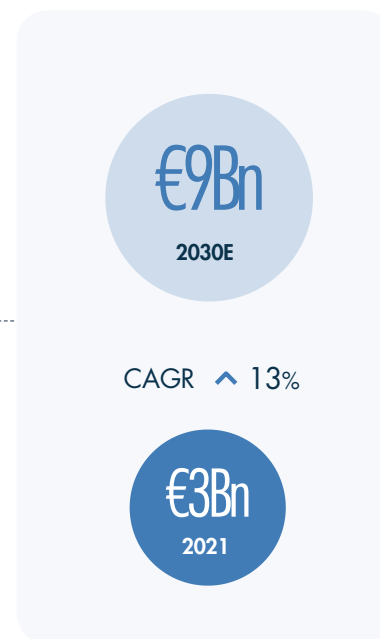
BUILDING CABLE MARKET GLOBAL DEMAND IS GROWING



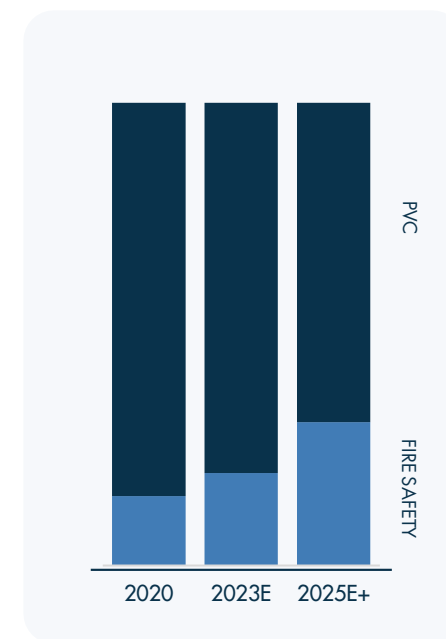
ENHANCED BY THE ACCELERATION OF UNDERLYING TRENDS



SUPPORTING THE ADOPTION OF FIRE SAFETY TECHNOLOGY⁽²⁾



FIRE SAFETY STRUCTURALLY ENHANCES NEXANS USAGE CABLES PREMIUMIZATION



1. Accelerate the technology shift: from PVC to Fire Safety Cables

2. Nexans Fire Safety innovations with +150 patents yield margin premiums

3. Introduce a new Service-based revenue model with connected objects and users

4. Prioritize new builds with high safety standard (Data centers, Hospitals) and renovations

Source: CRU, Roland Berger, Nexans estimates

ZOOM ON E3 A UNIQUE OPERATING MODEL

CHRISTOPHER GUÉRIN
CEO

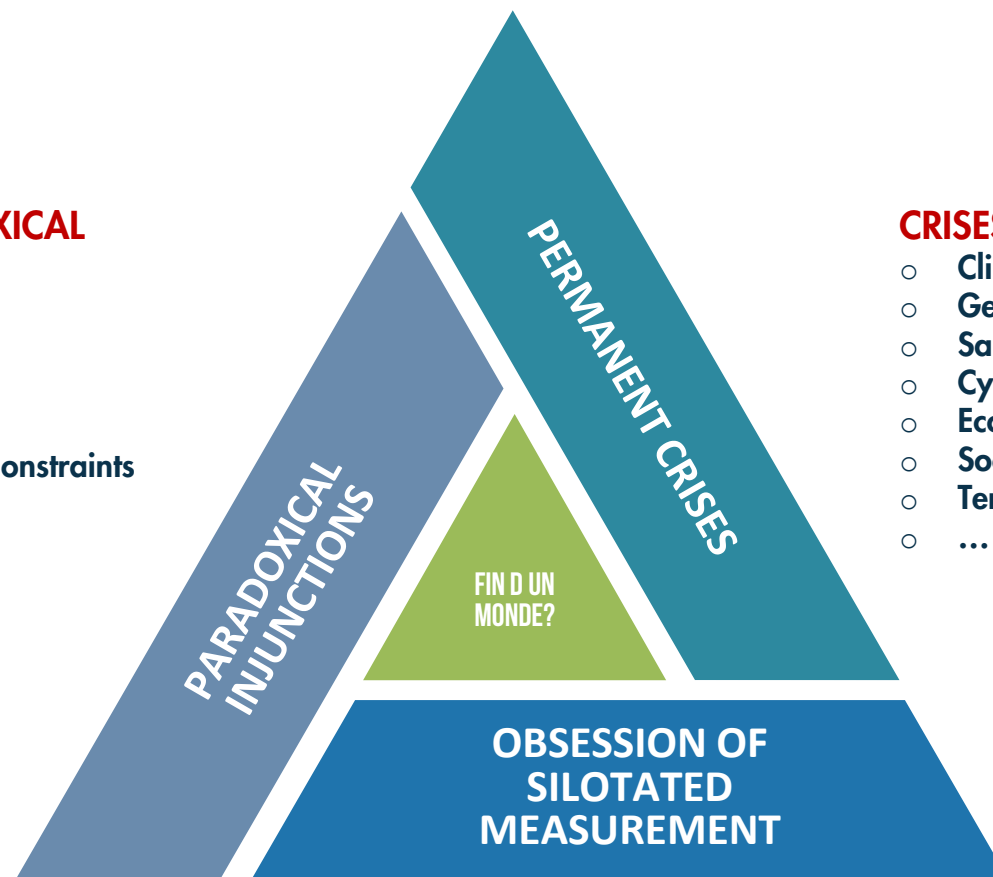
MARIA LORENTE FRAGUAS

SENIOR CORPORATE VP AND CHIEF HUMAN RESOURCES
OFFICER, RESPONSIBLE FOR CSR

HOW TO LEAD A BUSINESS FACING PARADOXICAL INJUNCTIONS, PERMACRISIS, SILOED INDICATORS, AND CONSTANTLY INCREASING REGULATIONS?

MANAGEMENT OF PARADOXICAL INJUNCTIONS

- Volume vs Value
- Profit vs Environment
- Growth vs Sobriety
- Productivity vs Social impact
- Infinite resources vs resource constraints



CRISES ARE PILING UP

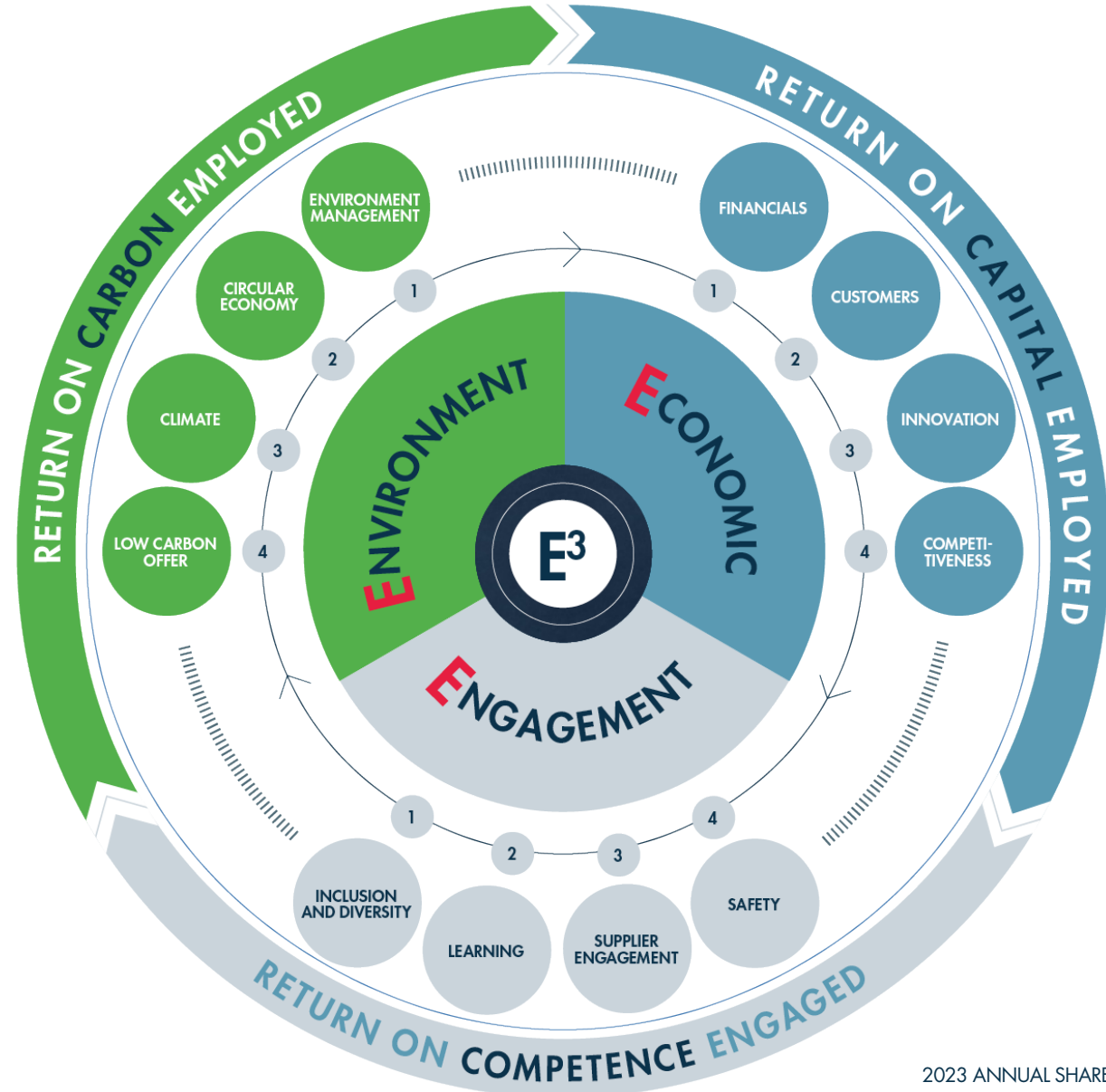
- Climate
- Geopolitics
- Sanitary
- Cyber
- Economic
- Social
- Terrorism
- ...

CONSTANT INDICATORS OBSESSION

- Overreliance on siloed problem-solving approaches
- Multiplication of indicators without proper correlation or logic
- Lack of collaboration among functions

THE E3 MODEL

GUARANTEES A SUSTAINABLE
APPROACH BY INTEGRATING
ECONOMICS, ENVIRONMENT,
AND ENGAGEMENT





Nexans Remarkable People recognition

Erembodegem - Belgium



Centelsa Celebration Integration

Cali - Colombia



Customer Day with Huawei

Fumay - France



Nexans Volunteers with NGO Litro de Luz

Rio de Janeiro - Brazil

Family day

Abidjan - Ivory Coast





Nexans
ELECTRIFY THE FUTURE

Inauguration
de la centrale
photovoltaïque
de Mohammedia

07
12
22

Inauguration of the photovoltaic power facility

Mohammedia - Morocco

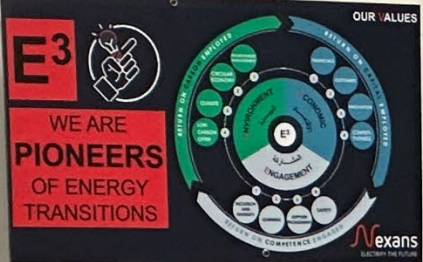
Inauguration
de la centrale
photovoltaïque
de Mohammedia

Nexans
ELECTRIFY THE FUTURE

Inauguration
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photovoltaïque
de Mohammedia

Nexans
ELECTRIFY THE FUTURE

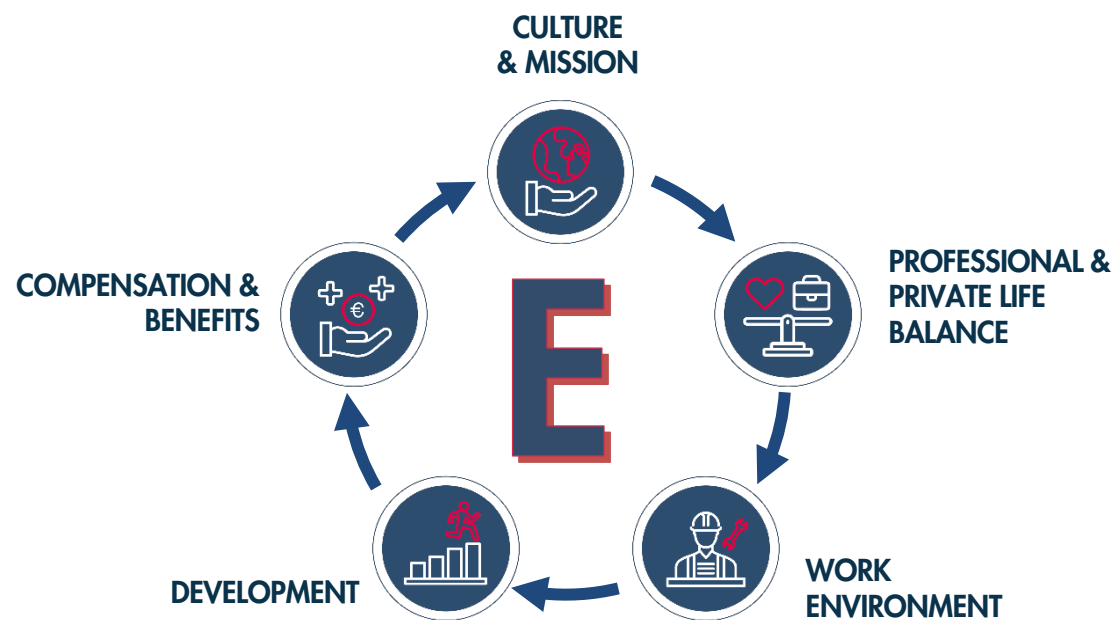
07
12
22



Townhall and Teambuilding

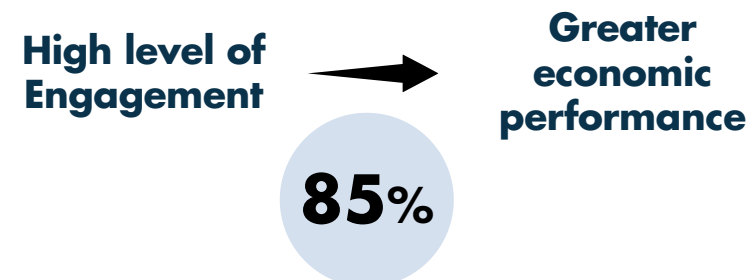
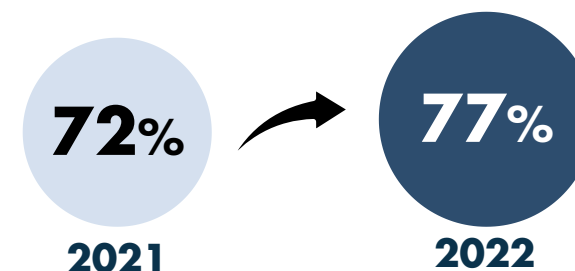
Nahr Ibrahim - Lebanon

An **E3 CULTURE** THAT WILL SHAPE NEXANS OF TOMORROW



ENGAGEMENT LEVERS

Engagement rate



of the sites with **a high level of engagement**
ranked among **the best performers on the economic aspect**

Nexans
ITEM: 12.7/22KV CU/XLPE/CUT/PVC/DSTA/PVC-AT
SIZE: 3C X 185 SQMM
LENGTH: 255 M

NET WEIGHT: 2684 KG
GROSS WEIGHT: 3627 KG

INTRODUCING NEXANS' CLIMATE STRATEGY

MARC GRYNBERG
CLIMATE DIRECTOR

ORIGIN: REPUBLIC OF KOREA

CLIMATE DIRECTOR RESPONSIBLE FOR MONITORING CLIMATE AND ENVIRONMENTAL ISSUES



2022 PROGRESSES

WORKSTREAMS

- Challenge Group's climate strategy & roadmap
- Task Force on Climate-related Financial Disclosures (TCFD)
- EU Taxonomy
- Corporate Sustainability Reporting Directive
- Communication plan

ENGAGEMENT

- 4 meetings with Nexans management
- Reports to the Strategy and Sustainable Development Committee and the Board of Directors
- Participation to the 2022 Corporate Governance Roadshow
- Presentation of the role and missions to the 2022 AGM

MARC GRYNBERG

2023 ROADMAP

Climate Roadmap

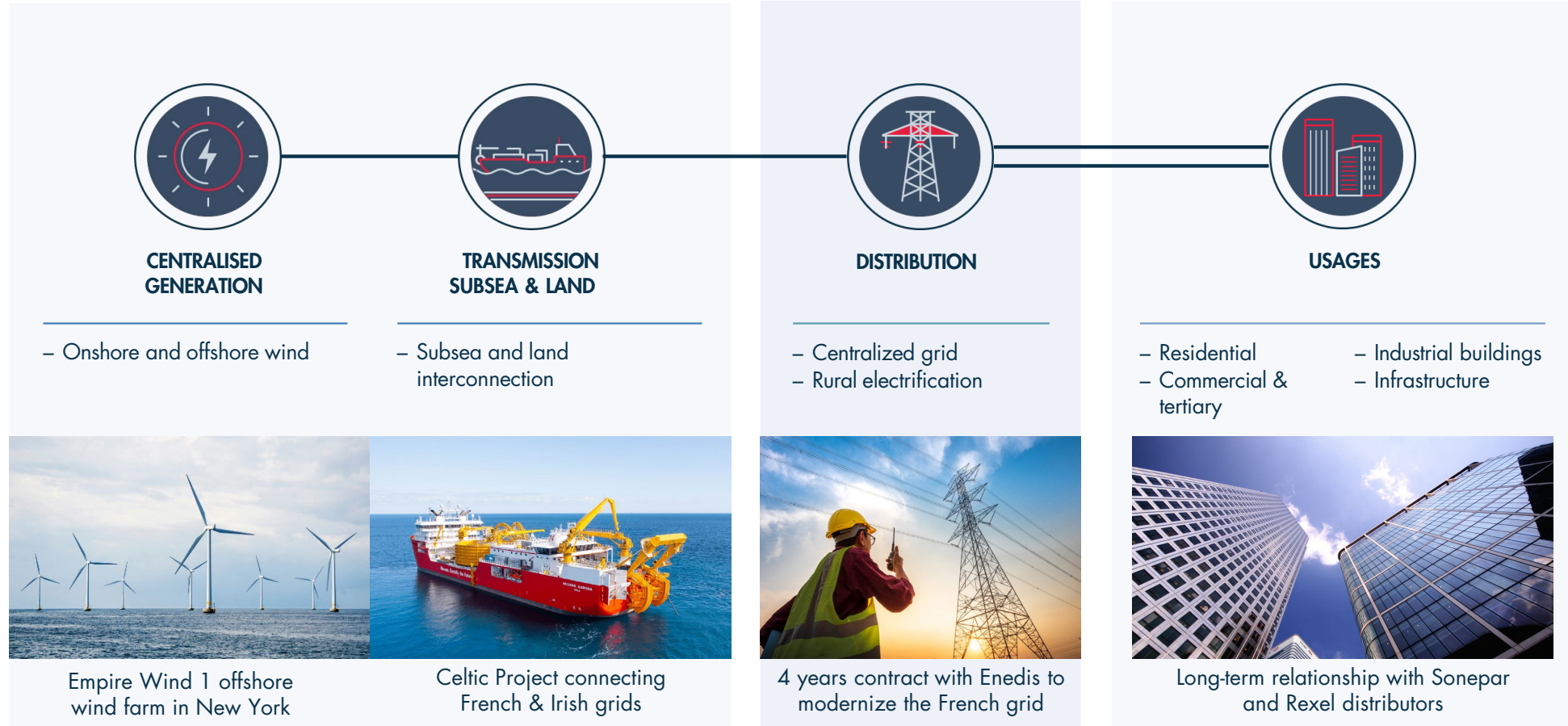
Biodiversity

Corporate
Sustainability
Reporting Directive

Circular Economy

NEXANS: A KEY PLAYER OF THE ENERGY TRANSITION

57% OF REVENUE RELATED TO ELECTRIFICATION



OUR CARBON REDUCTION COMMITMENTS

TARGETS VALIDATED BY THE SBTi

ABSOLUTE GHG EMISSIONS REDUCTION COMMITMENTS

SCOPE 3 EMISSIONS UPSTREAM



SCOPE 1 EMISSIONS DIRECT



SCOPE 2 EMISSIONS INDIRECT



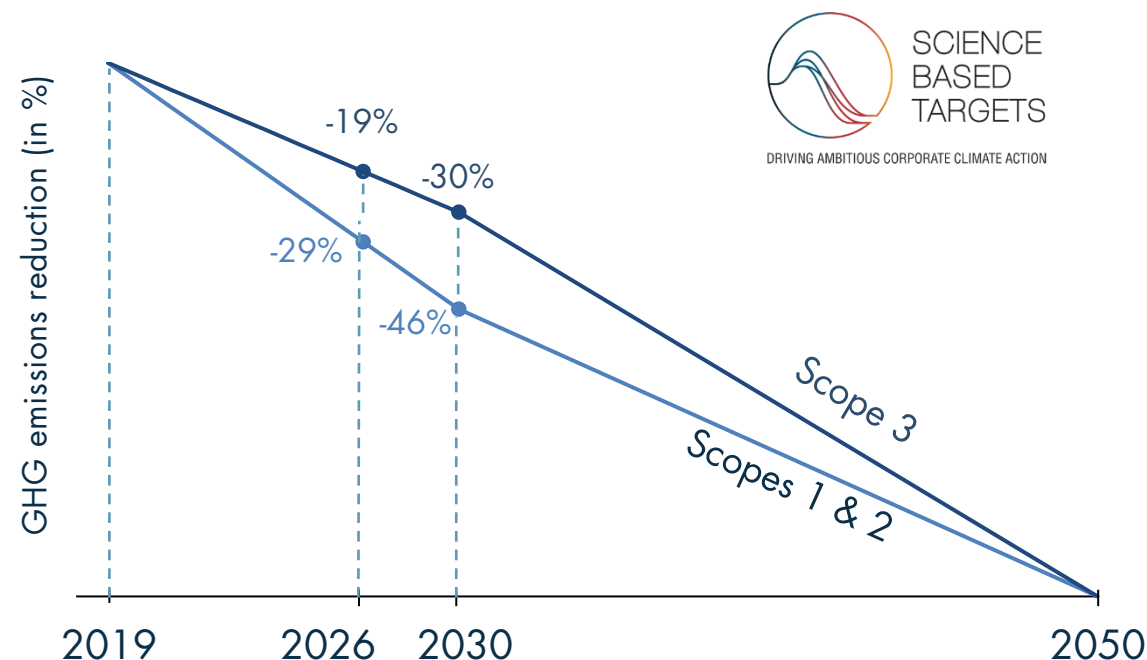
SCOPE 3 EMISSIONS DOWNSTREAM



SCIENCE BASED INITIATIVE (SBTi) TARGETS

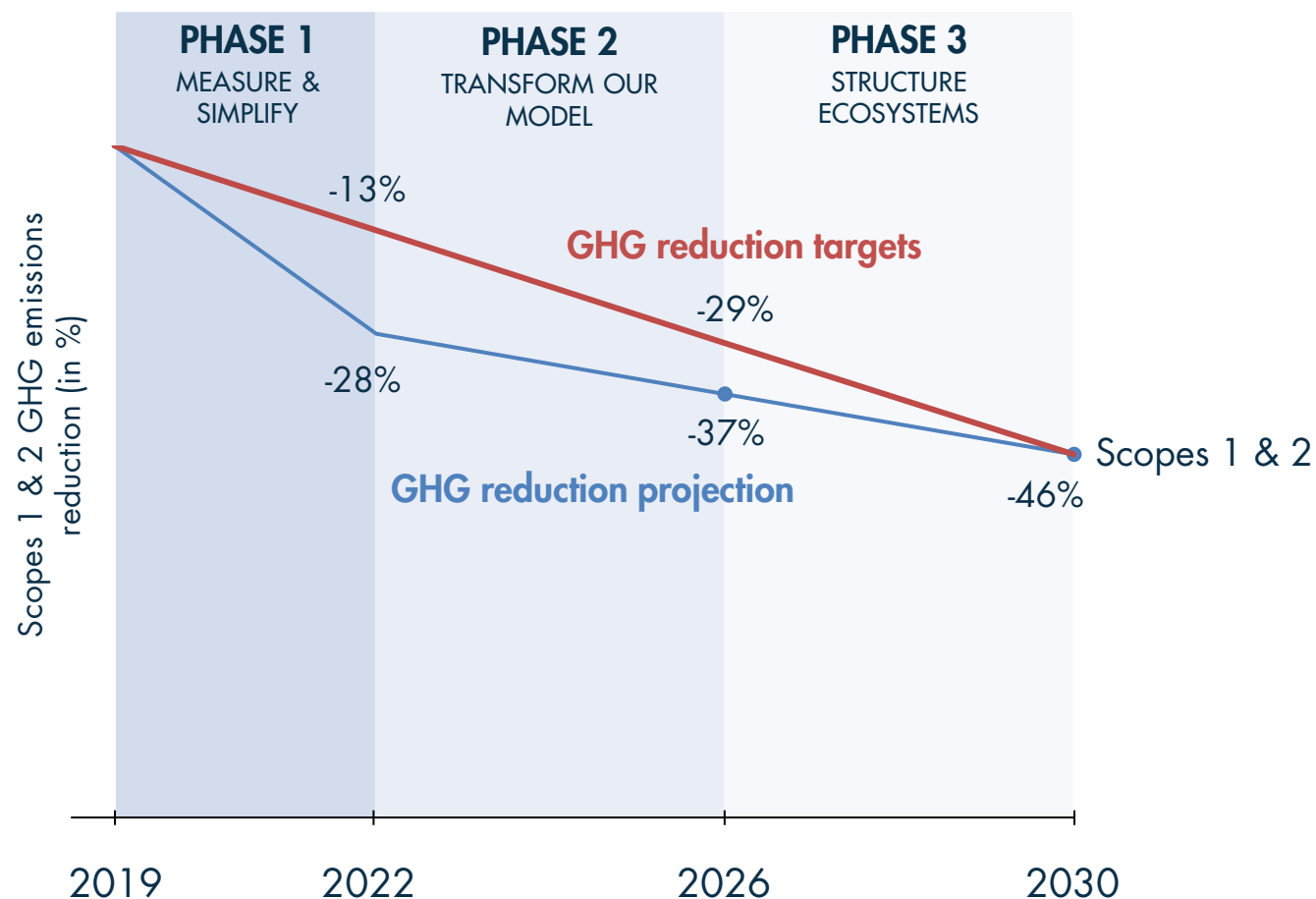
- **SCOPES 1 & 2:** - 46% by 2030 (vs 2019)
- **SCOPE 3:** - 30% by 2030 (vs -24% initial target)
- **SCOPES 1, 2, 3:** Net 0 by 2050 (Committed in April 23)

NEW



NEXANS COMMITTED TO REDUCE ITS SCOPES 1&2 CARBON FOOTPRINT

A 10-YEAR DECARBONATION JOURNEY



PHASE 1 – MEASURE & SIMPLIFY

- **Shift program** complexity reduction (reduction in number of clients and products).
- **Energy efficiency** & electricity from renewable sources close to 40% in 2022

PHASE 2 –TRANSFORM OUR MODEL

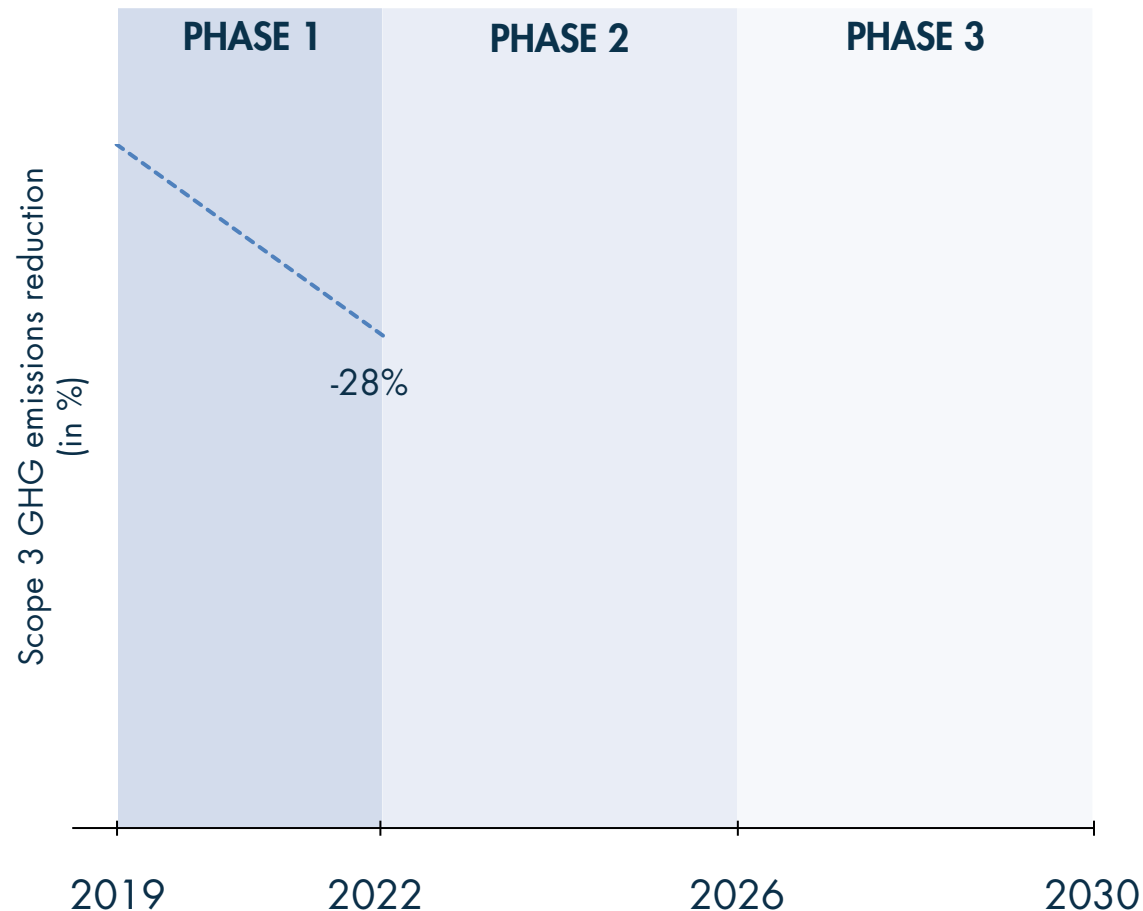
- **Decarbonation plan** based on business clustering
 - Acceleration on the switch of electricity coming from renewable sources
- All these decarbonation levers will more than offset the volume growth of activities devoted to energy transition.

PHASE 3 – STRUCTURE ECOSYSTEMS

- Impact of Power Purchase Agreements and on-site power generation

NEXANS COMMITTED TO REDUCE ITS SCOPE 3 CARBON FOOTPRINT

A 10-YEAR DECARBONATION JOURNEY



SCOPE 3 EMISSIONS

% Scope 3



PURCHASE OF RAW MATERIALS
5%



FREIGHT



USE OF SOLD PRODUCTS
94%



WASTES

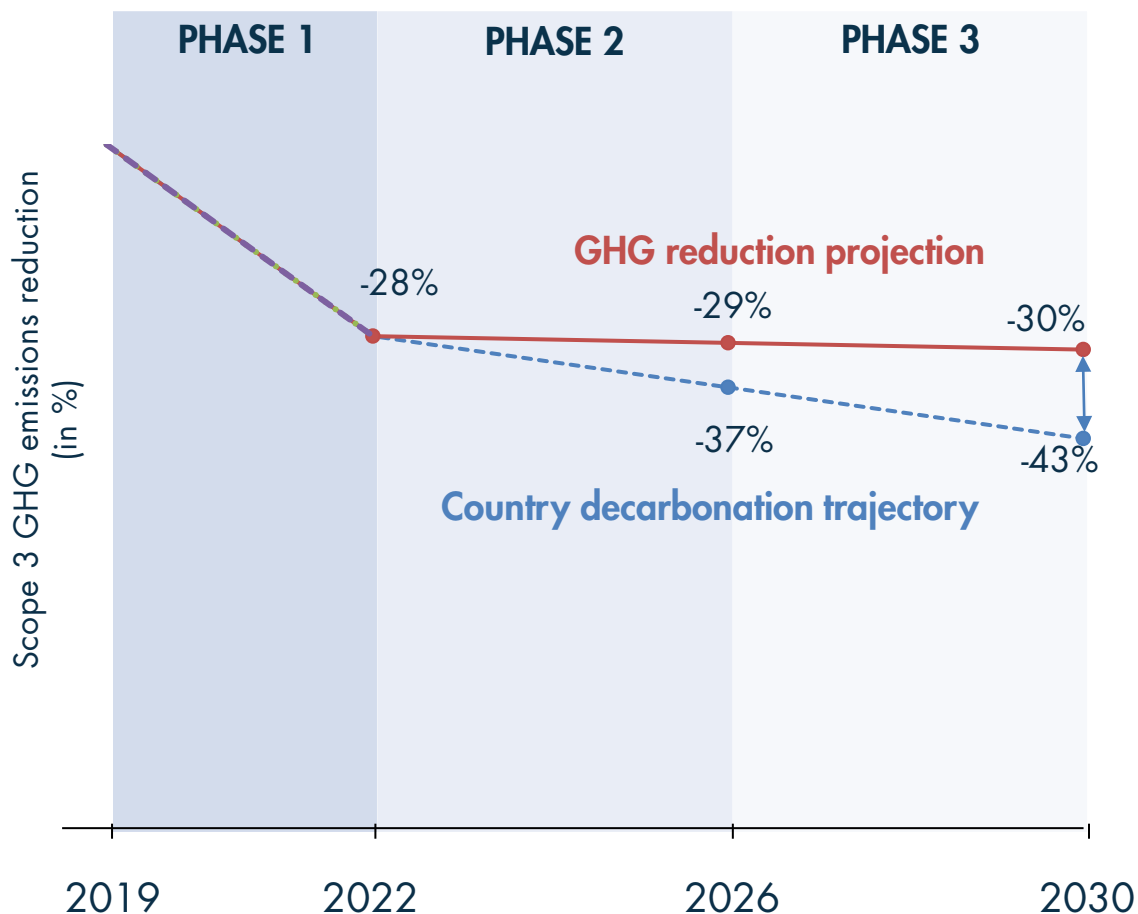
Scope 3, main GHG emission based on the

- **Usage of cables (94%)**, driven by the emission factor of the destination country (where cable is installed).
- **Raw material carbon content (5%)**: driven by carbon and recycling content of raw material

FY 2022 performance: -28%, mainly driven by countries decarbonation trajectory and country mix of Nexans sales

NEXANS COMMITTED TO REDUCE ITS SCOPE 3 CARBON FOOTPRINT

A 10-YEAR DECARBONATION JOURNEY



SCOPE 3 EMISSIONS

% Scope 3



PURCHASE OF RAW MATERIALS
5%



FREIGHT



USE OF SOLD PRODUCTS
94%



WASTES

Country decarbonation commitment will be offset by

- Potential deviation in the countries carbon trajectory
- Country mix of Nexans sales
- Volume growth

Scope 3 GHG reduction projected between -30% and -43% by 2030

The background image shows a close-up of a worker wearing a yellow safety vest and a black glove. The worker is using a tool, possibly a torque wrench, to adjust a component on a metal structure. The scene is brightly lit, and the worker's focus is on the task at hand.

CORPORATE GOVERNANCE AND COMPENSATION

ANNE LEBEL

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

INCORPORATING BEST GOVERNANCE STANDARDS

COMPLIANCE WITH AFEP-MEDEF CODE RECOMMENDATIONS

GOOD INDEPENDENCE PROFILE

1 Independent Chairman
1 Lead Independent Director
54.5% independent members

LEAD INDEPENDENT DIRECTOR

Conduct meetings of independent directors & executive sessions
Contact point for independent members

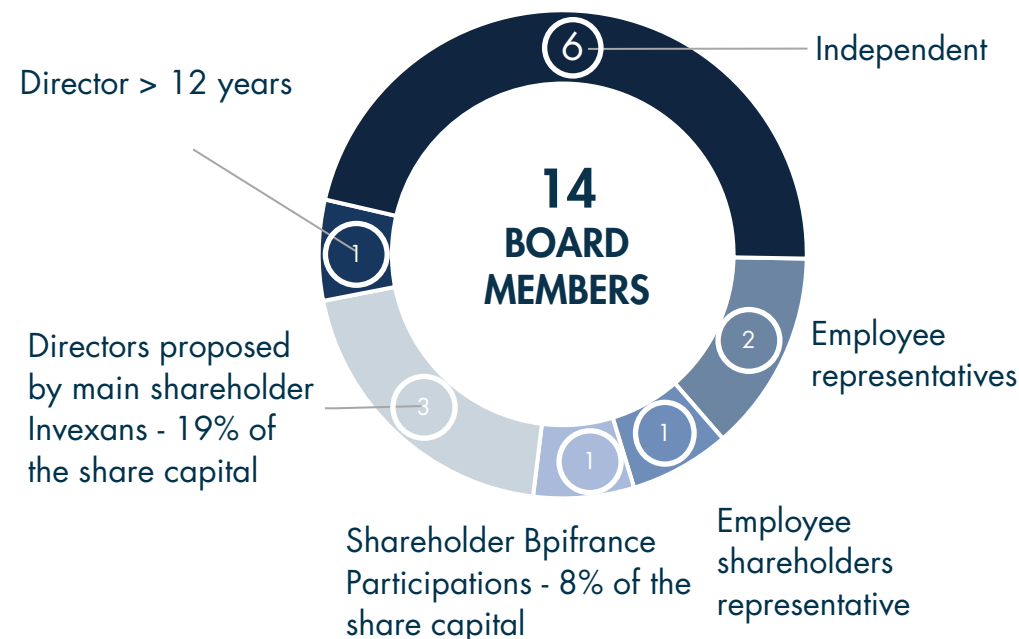
WELL-BALANCED POWERS

Separation of duties of Chairman and CEO
All strategic decisions subject to Board approval (projects > €50M)

INTERNAL REGULATIONS















Amended on February 14, 2023

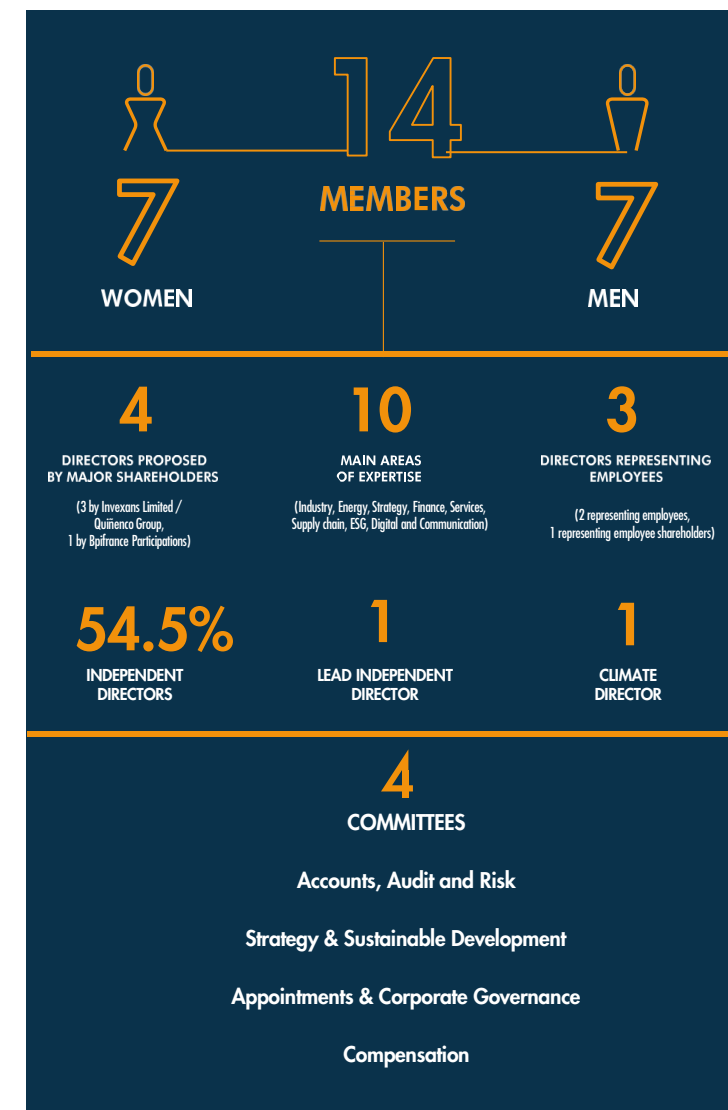
STAKEHOLDERS REPRESENTATION WITHIN THE BOARD



MEMBERSHIP OF THE BOARD OF DIRECTORS

WELL-BALANCED AND DIVERSIFIED

 <p>RENEWAL</p> <p>JEAN MOUTON Chairman</p>	 <p>ANNE LEBEL Lead Independent Director</p>	 <p>JANE BASSON Independent Director</p>	 <p>LAURA BERNARDELLI Independent Director</p>	 <p>MARC GRYNBERG Independent Director Climate Director</p>	 <p>SYLVIE JÉHANNO Independent Director</p>	 <p>RENEWAL</p> <p>HUBERT PORTE Non Independent Director</p>
 <p>OSCAR HASBÚN MARTÍNEZ Director proposed by shareholder Invexans Limited Quiñenco Group</p>	 <p>ANDRÓNICO LUKSIC CRAIG Director proposed by shareholder Invexans Limited Quiñenco Group</p>	 <p>FRANCISCO PÉREZ MACKENNA Director proposed by shareholder Invexans Limited Quiñenco Group</p>	 <p>KARINE LENGLART Permanent representative of Bpifrance Participations</p>	 <p>SELMA ALAMI Director representing employee shareholders</p>	 <p>ANGÉLINE AFANOUKÉ Director representing employees</p>	 <p>BJØRN ERIK NYBORG Director representing employees</p>



VERY ACTIVE COMMITTEES OF THE BOARD

COMMITTEES

MAINS ACTIVITIES IN 2022

ACCOUNTS, AUDIT & RISK COMMITTEE

Chair: Laura Bernardelli
4 members
75% independent
50% women
4 meetings – 95.3% participation

- Annual and half-year financial statements and financial press releases
- Internal audit and internal control, risk management, information system risks, cybersecurity and insurance
- Compliance programme, presentation of the Ethics Correspondent on whistleblowing
- Presentations by Statutory Auditors, Statutory Auditors' assignments

APPOINTMENTS & CORPORATE GOVERNANCE COMMITTEE

Chair: Anne Lebel
5 members
60% independent
80% women
5 meetings - 92% participation

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

COMPENSATION COMMITTEE

Chair: Anne Lebel
6 members
60% independent - 1 employee
80% women
5 meetings – 93.3% participation

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

STRATEGY & SUSTAINABLE DEVELOPMENT COMMITTEE

Chair: Oscar Hasbún
6 members
33% independent*
33% women
6 meetings – 93.3% participation

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

RESOLUTIONS 4 AND 5

CANDIDATES TO THE BOARD OF DIRECTORS

RENEWAL

JEAN MOUTON CHAIRMAN OF THE BOARD OF DIRECTORS



- Former Senior Partner and Managing Director at Boston Consulting Group
- Independent director
- 1st appointment: May 15th, 2019
- 100% attendance at all Board meetings and all Committee meetings in 2022
- French nationality, 66 years old
- Experience in strategy and organization of multinational companies
- Expertise:



RENEWAL

BPIFRANCE PARTICIPATIONS REPRESENTED BY KARINE LENGART



- Senior Investment Director at Bpifrance Large Cap Capital Development Department since October 2022
- Permanent representative since January 18th, 2023
- 1st appointment of Bpifrance Participations : May 15th, 2019
- Member of the Strategy and Sustainable Development Committee, the Compensation Committee and the Appointments and Corporate governance Committee
- French nationality, 50 years old
- Expertise:





Karine Lenglard

Bpifrance Investissement

RESOLUTIONS 6 AND 7

CANDIDATES TO THE BOARD OF DIRECTORS

RENEWAL

OSCAR HASBÚN MARTÍNEZ

DIRECTOR PROPOSED BY INVEXANS LIMITED

- CEO of Compañía Sud Americana de Vapores SA
- Director proposed by Invexans Limited
- 1st appointment : May 15th, 2019
- Chairman of the Strategy and Sustainable Development Committee
- Experience of CEO in the industrial sector in global companies
- 100% attendance at all Board meetings and all Strategy and Sustainable Committee meetings in 2022
- Chilean nationality, 53 years old
- Expertise:



RENEWAL

HUBERT PORTE

- Founding Partner and CEO of Ecus Capital
- Non independent director as from 2023 AGM (12 years tenure as from November 10, 2023)
- 1st appointment: November 10th, 2011
- Member of the Accounts, Audit and Risk Committee until February 14th, 2023 and of the Strategy and Sustainable Development Committee since February 14th, 2023
- 100% attendance at all Board meetings and all Accounts, Audit and Risk Committee meetings in 2022
- French nationality, 59 years old
- Expertise:



RESOLUTION 8

2022 COMPENSATION OF BOARD MEMBERS AND CORPORATE OFFICERS

Comprehensive presentation of
compensation elements: in the
Universal Registration Document
(p. 231 to 244)

ITEM PAID IN FISCAL YEAR 2022 OR GRANTED IN RESPECT OF
FISCAL YEAR 2022 TO BOARD MEMBERS AND CORPORATE
OFFICERS:

Chairman of the Board of Directors	Resolution 9
Chief Executive Officer	Resolution 10
Directors	€ 651,630
J. Mouton	€ 0
A. Afanoukoé	€ 0
S. Alami	€ 0
J. Basson	€ 69,000
M. Grynberg	€ 58,500
O. Hasbún	€ 73,500
A-S. Hérelle	€ 76,000
S. Jéhanno	€ 65,500
A. Lebel	€ 67,500
A. Luksic Craig	€ 27,000
B.E. Nyborg	€ 0
F. Pérez Mackenna	€ 86,500
H. Porte	€ 51,500
K. Wantz-O'Rourke	€ 27,130
Laura Bernardelli	€ 49,500

7

BOARD OF DIRECTORS MEETINGS

20

COMMITTEE MEETINGS

RESOLUTION 9

2022 COMPENSATION OF JEAN MOUTON, CHAIRMAN OF THE BOARD

ITEMS PAID IN FISCAL YEAR 2022 OR GRANTED IN RESPECT OF FISCAL YEAR 2022 TO JEAN MOUTON, CHAIRMAN OF THE BOARD OF DIRECTORS

Fixed compensation	€ 320,000
Compensation as Director	€ 0
Benefits-in-kind	€ 0

Reminder

The Chairman of the Board of Directors does not receive any short-term or long-term variable compensation, or any other benefit

RESOLUTION 10

2022 COMPENSATION OF CHRISTOPHER GUÉRIN, CHIEF EXECUTIVE OFFICER

ITEMS PAID IN FISCAL YEAR 2022 OR GRANTED IN RESPECT OF FISCAL YEAR 2022 TO CHRISTOPHER GUÉRIN, CHIEF EXECUTIVE OFFICER

Fixed compensation for 2022	€ 750,000
Annual variable compensation for 2022 to be paid in 2023 (60% collective objectives and 40% individual objectives)	€ 1,080,900
Annual variable compensation for 2021 paid in 2022 (60% collective objectives and 40% individual objectives)	€ 1,048,050
Performance shares granted in 2022 (valued at the time of grant in 2022)	14,000 shares valued at € 854 562
Benefits-in-kind	€ 7,645

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).
- Healthcare, Life, Disability insurances.
- Unemployment insurance plan: premium of €11,261.

RESOLUTIONS 11, 12 AND 13

2023 COMPENSATION
POLICY

FOR DIRECTORS AND
THE CHAIRMAN OF
THE BOARD

Comprehensive presentation of
the compensation policy in the
Universal Registration Document
(p. 226 to 230)

Proposal to increase the total annual compensation of Board
members from € 750,000 to € 820,000

Proposed increase in compensation of €70,000 for the Lead
Independent Director and the Climate Director.

This proposal is based on:

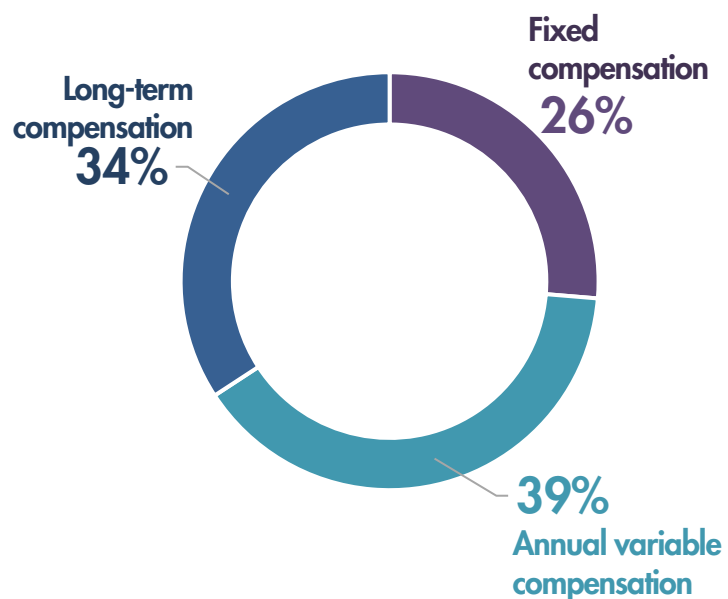
- Benchmark studies on SBF120 companies show average
Lead Independent Director compensation at €40,000.
- Increase in the number of meetings and missions entrusted to
Nexans Lead Independent Director.
- Growing missions of the Climate Director with the entry into
force of the Corporate Sustainability Reporting Directive and
the recent recommendations of the Afep-Medef Code.

UNCHANGED POLICY FOR THE CHAIRMAN

- The remuneration of the Chairman remains
unchanged in 2023. It amounts to €320.000.
- The Chairman does not receive any short-term
or long-term variable compensation, or any
other benefit.

RESOLUTION 14

2023 COMPENSATION POLICY FOR THE CHIEF EXECUTIVE OFFICER



UNCHANGED POLICY

Fixed compensation	€750,000	<ul style="list-style-type: none"> No performance conditions 	Unchanged
Annual variable compensation	Target €750,000 Maximum €1,125,000	<ul style="list-style-type: none"> 100% of fixed compensation Maximum : 150% of fixed compensation 60% collective objectives and 40% individual objectives 	Unchanged
Long-term compensation	€975,000	<ul style="list-style-type: none"> Maximum : 130% of the fixed compensation (IFRS value) Performance shares based on three criteria (EBITDA, TSR, ESG) over three years Four-year vesting period 	NFCF criteria replaced by EBITDA
Pension	€300,000	<ul style="list-style-type: none"> Defined contribution plans 20% of target compensation 	Unchanged
Other items	-	<ul style="list-style-type: none"> Company car Healthcare, Life, Disability insurances Unemployment insurance 	Unchanged

RESOLUTIONS 25 AND 26

EMPLOYEE SHAREHOLDING PLAN FOR 2024

EMPLOYEE SHAREHOLDING AT NEXANS

- 10 shareholding plans since 2002, 1 plan every 2 years.
- **4.3% of the Company capital is held by employees** of which 3.21% through FCPE Nexans.
- **23% of employees are currently shareholders**

Act 2022 at a glance :

- A plan rolled out in 25 countries.
- A subscription rate of 32% (+10 bp versus 2020)
- Includes an ESG component dedicated to financing environmental projects (10 M€)

EMPLOYEE SHARE OWNERSHIP PLAN (ACT 2024)

Objectives of the 2024 plan

- Associating Nexans' employees with the Group's success and future value creation.
- Uniting all employees around the Group's transformation.
- Involving employees from acquisitions in the company's project.
- Envelope of 500,000 shares for the benefit of French and international employees.

RESOLUTIONS 27 AND 28

LONG TERM COMPENSATION POLICY FOR 2024

RESOLUTION 27: 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)
 - Economic
 - CSR
- The number of shares granted to the Chief Executive Officer shall not exceed 12% of the total number of shares (36,000 shares)

RESOLUTION 28: UNCHANGED

- 50,000 free shares for high-potential employees or those who have made an exceptional contribution and key experts
- Vesting period of 4 years
- No performance condition

REPORTS OF STATUTORY AUDITORS

JULIETTE DECOUX-GUILLEMOT, MAZARS

REPORTS OF STATUTORY AUDITORS

3 REPORTS FOR THE ORDINARY SHAREHOLDERS' MEETING

- Report on the **consolidated financial statements** (pages 313 to 316 of the Universal Registration Document)
- Report on the **corporate financial statements** (pages 332 to 334 of the Universal Registration Document)
- Special report on **related-party agreements** (page 247 to 248 of the Universal Registration Document)

6 REPORTS FOR THE EXTRAORDINARY SHAREHOLDERS' MEETING

- On the **capital reduction** (resolution 18)
- On **authorizations** to increase the share capital (resolutions 19 to 24)
- On authorizations for the international employee shareholding plan and the grant of performance shares and free shares (resolutions 25 to 28)

REPORTS OF STATUTORY AUDITORS

ORDINARY SHAREHOLDERS' MEETING

ON THE 2022 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:

- Recognition of goods and services contracts
- Antitrust investigations and disputes
- Measurement of goodwill, property, plant and equipment and intangible 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 2022 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

Agreements submitted for ratification at the Shareholders' Meeting (resolutions 15 and 16):

Agreements and commitments authorized and executed during the year

- Agreement entered into with Invexans SA relating to a tax refund by the Brazilian tax authorities
- Invexans Limited commitment to not request representation on the Board of Directors in excess of 3 non-independent members on a Board of 14 members, or if the Board were to be enlarged, in excess of a number of Directors proportionate to its shareholding

REPORTS OF STATUTORY AUDITORS

EXTRAORDINARY SHAREHOLDERS' MEETING

REPORTS FOR THE EXTRAORDINARY SHAREHOLDERS' MEETING

- **On the capital reduction**
(resolution 18)
 - **On authorizations to increase the share capital**
(resolutions 19 to 24)
 - **On authorizations for the** international employee shareholding plan and the grant of performance shares and free shares (resolutions 25 to 28)
- ☒ 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

SENIOR CORPORATE VICE PRESIDENT
GENERAL COUNSEL & SECRETARY GENERAL

ORDINARY SHAREHOLDERS' MEETING

Resolution

#01

Approval of the Company's financial statements 2022 – Management Report

ORDINARY SHAREHOLDERS' MEETING

Resolution

#02

Approval of the consolidated financial statements 2022

ORDINARY SHAREHOLDERS' MEETING

Resolution

#03

Allocation of income for 2022 fiscal year and setting of the dividend

ORDINARY SHAREHOLDERS' MEETING

Resolution

#04

Renewal of the term of office of Jean Mouton as Director

ORDINARY SHAREHOLDERS' MEETING

Resolution

#05

Renewal of the term of office of Bpifrance Participations as Director

ORDINARY SHAREHOLDERS' MEETING

Resolution

#06

Renewal of the term of office of Oscar Hasbún Martínez as Director

ORDINARY SHAREHOLDERS' MEETING

Resolution

#07

Renewal of the term Hubert Porte as Director

ORDINARY SHAREHOLDERS' MEETING

Resolution

#08

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

ORDINARY SHAREHOLDERS' MEETING

Resolution

#09

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

ORDINARY SHAREHOLDERS' MEETING

Resolution

#10

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

ORDINARY SHAREHOLDERS' MEETING

Resolution

#11

Determination of the maximum annual remuneration to be paid to the members of the Board

ORDINARY SHAREHOLDERS' MEETING

Resolution

#12

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

ORDINARY SHAREHOLDERS' MEETING

Resolution

#13

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

ORDINARY SHAREHOLDERS' MEETING

Resolution

#14

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

ORDINARY SHAREHOLDERS' MEETING

Resolution

#15

Approval of the renewal of the regulated commitment of the shareholder Invexans Limited on its representation on the Board of Directors

ORDINARY SHAREHOLDERS' MEETING

Resolution

#16

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

ORDINARY SHAREHOLDERS' MEETING

Resolution

#17

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

EXTRAORDINARY SHAREHOLDERS' MEETING

Resolution

#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

EXTRAORDINARY SHAREHOLDERS' MEETING

Resolution

#19

Delegation of authority to be granted to the Board of Directors for the purpose of deciding upon the share capital increase with preferential subscription rights

- Ceiling : EUR 14 millions
- Duration : 26 months

EXTRAORDINARY SHAREHOLDERS' MEETING

Resolution

#20

Delegation of authority to be granted to the Board of Directors for the purpose of deciding to increase the share capital via the capitalization of premiums, reserves, profits or other amounts

- Ceiling : EUR 14 millions
- Duration : 26 months

EXTRAORDINARY SHAREHOLDERS' MEETING

Resolution

#21

- Delegation of authority to be granted to the Board of Directors for the purpose of deciding or authorizing the issuance - without shareholders' preferential subscription rights - of ordinary Company shares and/or via a public offering (with an exclusion of offers referred to in 1° of Article L411-2 of the French Monetary and Financial Code)
- Ceiling : EUR 4 375 330, a sub ceiling shared by the 22nd , 23rd and 24th resolutions
 - Duration : 26 months

EXTRAORDINARY SHAREHOLDERS' MEETING

Resolution

#22

Delegation of authority to be granted to the Board of Directors for the purpose of deciding on the issuance - without shareholders' preferential subscription rights - of ordinary Company shares and/or securities via public offering pursuant to 1° of Article L. 411-2, of the French Commercial and Monetary Code

- Ceiling : EUR 4 375 330, a sub-ceiling shared by the 21st, 23rd and 24th resolutions
- Duration : 26 months

EXTRAORDINARY SHAREHOLDERS' MEETING

Resolution

#23

- Delegation of authority to be granted to the Board of Directors 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
- Ceiling : 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
 - Duration : 26 months

EXTRAORDINARY SHAREHOLDERS' MEETING

Resolution

#24

Delegation of power granted to the Board of Directors for the purpose of issuing ordinary Company shares or securities granting rights to Company equity securities to be issued in consideration of contributions in kind of shares or equity securities granting rights to the share capital, without shareholders' preferential subscription rights

- Ceiling : EUR 4 375 330 which corresponds to the shared sub ceiling set with respect to the 21st, 22nd and 23rd resolutions
- Duration : 26 months

EXTRAORDINARY SHAREHOLDERS' MEETING

Resolution

#25

Delegation of authority to be granted to the Board of Directors 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

- Ceiling : EUR 400 000
- Duration : 18 months

EXTRAORDINARY SHAREHOLDERS' MEETING

Resolution

#26

Delegation of authority to be granted to the Board of Directors 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, without shareholders' preferential subscription rights

- Ceiling : EUR 100 000
- Duration : 18 months

EXTRAORDINARY SHAREHOLDERS' MEETING

Resolution

#27

Authorization to be granted to the Board of Directors for the purpose of granting in 2024 existing or newly issued free performance shares to employees and corporate officers of the Group or to some of them

- Ceiling : nominal value of EUR 300 000
- Duration : 12 month-period beginning on January 1, 2024
- Conditions : performance condition to be fixed by the Board

EXTRAORDINARY SHAREHOLDERS' MEETING

Resolution

#28

Authorization to be granted to the Board of Directors for the purpose of granting in 2024 existing or newly issued free non-performance shares to employees and corporate officers of the Group or to some of them

- Ceiling : nominal value of EUR 50 000
- Duration : 12 month-period beginning on January 1, 2024

ORDINARY SHAREHOLDERS' MEETING

Resolution

#29

Powers to carry out formalities



THANK YOU

