



**Convening brochure of the
Combined Shareholders' Meeting
(Ordinary and Extraordinary)**

May 11th, 2022 at 2:30 p.m.

At the Auditorium 3 Mazarium
located 3 rue Mazarine
75006 Paris
France

Contents

1. CHAIRMAN'S MESSAGE	3
2. AGENDA OF THE SHAREHOLDERS' MEETING	4
3. HOW TO PARTICIPATE TO THE MEETING?	5
4. HOW TO FILL OUT THE VOTING FORM?	9
5. HOW TO GET TO THE SHAREHOLDERS' MEETING	10
6. REPORT OF THE BOARD OF DIRECTORS ON THE DRAFT RESOLUTIONS.....	11
7. DRAFT RESOLUTIONS	30
8. CANDIDATES FOR DIRECTORS.....	37
9. PRESENTATION OF THE BOARD OF DIRECTORS	39
10. PRESENTATION OF THE COMMITTEES OF THE BOARD OF DIRECTORS.....	42
11. OVERVIEW OF 2021 FINANCIAL YEAR AND 2022 OUTLOOK	43
12. COMPANY'S FINANCIAL RESULTS FOR THE LAST 5 FINANCIAL YEARS.....	48
13. INFORMATION REQUEST FORM	49

Shareholders Information

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

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

Chairman's Message

Dear Madam, Dear Sir, Dear Shareholder,

In the difficult sanitary context of the past year, your Group, with the protection of its teams and service to its customers as its priority, has demonstrated its ability to build a streamlined organization and to exceed its financial targets while intensifying its efforts to reduce its carbon footprint.

I invite you to attend the Annual Shareholders' Meeting of Nexans, which will be held on first call on Wednesday, May 11, 2022 at 2:30 p.m. in the Auditorium du 3 Mazarium in Paris. The Board of Directors, together with Christopher Guérin, Chief Executive Officer, and the Executive Committee which he chairs, are delighted to welcome you in person.

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

At this Shareholders' Meeting, we will comment in particular on the performance and highlights of 2021, as well as on how Nexans has been able to deploy the New Nexans operating model, which gives it the room for maneuver necessary for its ambitious development program.

The composition of the Board is also on the agenda, with the proposal to renew the mandate of Anne Lebel, Independent Lead Director, whose knowledge of the Group and solid experience in management, human resources and services are particularly valuable to the work of the Board in pursuing our roadmap. We also submit for your approval the candidacy of Laura Bernardelli, who has been a Censor on the Board since September 30, 2021, and whose industrial and financial experience will be of great benefit to us. She will succeed Kathleen Wantz-O'Rourke, who brought us the benefice of her extensive expertise in industrial, financial and strategic matters for several years, I warmly thank her here.

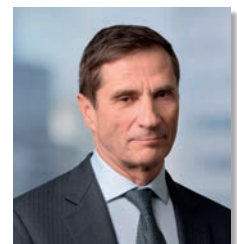
Furthermore, the demanding remuneration programme that we are submitting for your vote reflects the strategic, financial, social and societal challenges of the company as well as the interest of shareholders; it is fully aligned with the objectives of your Group's new strategy to 2024.

Finally, in addition to the stock market performance and in line with the more transparent dividend policy introduced last year aiming at involving you more in the results, we are proposing the distribution of a dividend of 1.20 euro 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, 2021 - Management Report
2. Approval of the consolidated financial statements for the fiscal year ended on December 31st, 2021
3. Allocation of income for the fiscal year ended on December 31st, 2021 and setting of the dividend
4. Renewal of the term of office of Anne Lebel as Director
5. Appointment of Laura Bernardelli as Director
6. 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
7. 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
8. 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
9. Determination of the maximum amount of annual compensation to be paid to the members of the Board of Directors
10. Approval of the compensation policy of the members of the Board of Directors for the fiscal year 2022
11. Approval of the compensation policy of the Chairman of the Board of Directors for the fiscal year 2022
12. Approval of the compensation policy of the Chief Executive Officer for the fiscal year 2022
13. Authorization to be granted to the Board of Directors to carry out transactions involving Company shares

Extraordinary Shareholders' Meeting

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
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
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

17. 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 9th, 2022 at 00:00 a.m.** Paris time (hereafter referred to as "**D-2**"):

- **Shareholders holding their shares in registered form** must thus be registered in a registered shareholders' account maintained for the company by its representative, Société Générale, at D-2;
- **Shareholders holding their shares in bearer form** who want to participate to the Shareholders' Meeting, have to inform as soon as possible their financial intermediary who maintains the bearer shareholders' account. The financial intermediary will send to Société Générale a share certificate (*attestation de participation*). If a bearer shareholder who wishes to participate in person at a Shareholders' Meeting has not received his or her admission card by **Monday May 9th, 2022**, he or she must obtain from his or her financial intermediary a certificate of participation confirming that he or she was a shareholder on **D-2**, which certificate will allow him or her to gain admission to the Shareholders' Meeting.

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

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

Recommendations for shareholders attending the Shareholders' Meeting

The Meeting of May 11th, 2022 will start at 2:30 p.m. sharp so you are kindly requested to:

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

METHODS OF PARTICIPATION

The Annual Shareholders' Meeting will be held in accordance with the rules relating to the sanitary situation. As the procedures for holding and participating in this Meeting may change depending on the evolution of the sanitary and / or regulatory situation, shareholders are invited to consult regularly the section dedicated to the 2022 Annual Shareholders' Meeting on the Company's website at <https://www.nexans.com/2022asm>.

The Shareholders' Meeting will be broadcast live and available for replay on the website www.nexans.com.

Nexans strongly hopes that as a shareholder of the Company, you will be able to attend the Annual Shareholders' Meeting in person, in which case, you will need to obtain an admission card. If you are unable to attend the Meeting, you may nevertheless vote on the resolutions either by appointing a proxy or remotely. Nexans offers you the possibility to request an admission card, cast your vote or appoint or withdraw a proxy prior to the Meeting via a secure online voting platform called Votaccess, in accordance with the conditions set out below. The secure Votaccess platform will be live from 9:00 am Paris time on Friday, April 22nd, 2022, to 3:00 pm Paris time on Tuesday, May 10th, 2022.

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

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

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

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

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

1. Attending the Meeting in person

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

To request an admission card **online**:

- ✓ if you are a registered shareholder, you should log in to the secure Votaccess platform, which can be accessed at www.sharinbox.societegenerale.com using your usual Sharinbox access codes, and follow the instructions on the screen;
- ✓ if you are a bearer shareholder, you should log in to your bank or broker's web portal using your standard login details and click on the icon that appears on the line corresponding to your Nexans shares. This will take you to the Votaccess website where you should then follow the instructions on the screen. Note that this option is only available to you if your bank or broker is registered with Votaccess.

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

- ✓ If you are a registered shareholder, this instruction form is attached ;

- ✓ If you are a bearer shareholder, you can request this form by letter addressed to Société Générale, Service Assemblées Générales, CS 30812, 32 rue du Champ de Tir, 44308 Nantes Cedex 03, France, or to your financial intermediary.
- ✓ Tick the box **A** at the top of the attached instruction form.
- ✓ Date and sign at the bottom of the form.
- ✓ Return the form as soon as possible so as to receive your admission card in sufficient time, either:
 - If you are a registered shareholder, in the enclosed pre-paid envelope;
 - If you are a bearer shareholder, to the financial intermediary where your share account is maintained.

Voting will take place using an electronic voting tablet.

2. Voting or giving proxy online

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

If you are a registered shareholder, you can vote or appoint a proxy via Votaccess by logging in to www.sharinbox.societegenerale.com using your usual Sharinbox access codes and follow the instructions on the screen;

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

The Votaccess website, secure and dedicated to the vote prior to the General Meeting, will be open **from Friday, April 22nd, 2022 at 9:00 am, until Tuesday, May 10th, 2022 at 3:00 pm**, Paris time.

3. Voting or giving proxy by post

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

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

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 10th, 2022 at 3 p.m.** (Paris time), at the latest.

If your bank or broker is not registered with Votaccess, you may nevertheless give or withdraw a proxy electronically in accordance with the provisions of Article R.22-10-24 of the French Commercial Code by sending an e-mail with an electronic signature that you have obtained from a certification service provider accredited in accordance with the legal and regulatory conditions in force to mandataireAG@nexans.com, indicating: **Nexans General Meeting of May 11th, 2022**, your name, address and full bank details and the name and address of the person to whom they are giving proxy or from whom the proxy is being withdrawn. Your instructions must be confirmed in writing by the bank or broker that manages your share account, in a letter or fax sent to Société Générale, Service Assemblées Générales, CS 30812, 32 rue du Champ de Tir, 44308 Nantes Cedex 3, France.

Only duly completed and signed notifications received by **Tuesday, May 10th, 2022 at 3.00 p.m** will be taken into account. The address mandataireAG@nexans.com is for giving or withdrawing proxies only and must not be used for any other purpose.

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

How to fill out the voting form?


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

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

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, noircir comme ceci **1** ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this **1**, date and sign at the bottom of the form

JE DESIRE ASSISTER A CETTE ASSEMBLEE et demander une carte d'admission - Date 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

A



ELECTRIFY THE FUTURE
4 allée de l'Arche
92400 Courbevoie - France
S.A. au capital de 43 755 627 €
993 525 862 RCS NANTERRE

ASSEMBLEE GENERALE MIXTE
convoquée le mercredi 11 mai 2022 à 14h30 (heure de Paris)
Auditorium 3 Mazarin, 3 rue Mazarine
75006 Paris - France

COMBINED SHAREHOLDERS' MEETING
convened on Wednesday, May 11th, 2022 at 2:30 pm (Paris time)
Auditorium 3 Mazarin, 3 rue Mazarine
75006 Paris - France

CADRE RESERVE A LA SOCIETE - FOR COMPANY'S USE ONLY

Identifiant - Account: _____

Vote simple / Single vote

Vote double / Double vote

Nombre d'actions / Number of shares: _____

Porteur / Holder: _____

Nombre de voix / Number of voting rights: _____

1

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

Je soussigné(e) à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur de la Garantie, à l'EXCEPTION de ceux que je signale en contrebas comme ceci **1** (voir des cases "Non" ou "Abstention") - I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this **1**, for which I vote No or Abstention.

	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"/>	<input type="checkbox"/>	Out / Yes	<input type="checkbox"/>	<input type="checkbox"/>
Abst.	<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"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
	11	12	13	14	15	16	17	18	19	20		C	D
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Out / Yes	<input type="checkbox"/>	<input type="checkbox"/>
Abst.	<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"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
	21	22	23	24	25	26	27	28	29	30		E	F
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Out / Yes	<input type="checkbox"/>	<input type="checkbox"/>
Abst.	<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"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
	31	32	33	34	35	36	37	38	39	40		G	H
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Out / Yes	<input type="checkbox"/>	<input type="checkbox"/>
Abst.	<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"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
	41	42	43	44	45	46	47	48	49	50		J	K
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Out / Yes	<input type="checkbox"/>	<input type="checkbox"/>
Abst.	<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"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>

Je soussigné(e) ai les résolutions suivantes présentées en assemblée, à vos NON (et/à je signale au bas) et/ou en contrebas (à vos abstentions) et/ou résolutions en projet pendant la réunion - I vote NO (and/ I signal at the bottom) and/or abstentions (and/ resolutions proposed during the meeting) - vote NO (and/ I signal another choice by shading the corresponding box)

Je donne pouvoir au Président de l'Assemblée Générale - I appoint the Chairman of the general meeting.

Je donne pouvoir à / I appoint from voting: _____

Mon adresse personnelle (cf. au verso) - voir (4) à M. M. Mme ou Mlle. Personnal address: pour écrire en noir noir - Report your private (cf. reverse) - see (4) to Mr. Mrs or Miss. Corporate Name to vote on the proxy.

Après avoir pris en considération, tout formulaire doit personnel au plus tard: / To be completed, this completed form must be returned no later than: _____

à la banque - to the bank: _____

le 10 mai 2022 15h - May 10th, 2022 at 3 pm

Signature

2

JE DONNE POUVOIR AU PRESIDENT DE L'ASSEMBLEE GENERALE
Cf. au verso (3)

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

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

Nom, prénom, adresse de l'actionnaire (ou notification de renseignements) - Name, first name, address of the shareholder (or notification of information) - voir (4) au verso (4) - See reverse (4)

Signature, nom, adresse de l'actionnaire (changez l'information lors de la remise à votre banque) - Signature, first name, address of the shareholder (change the information here to be useful to return notification: no change can be made) - See reverse (4)

3

JE DONNE POUVOIR A: Cf. au verso (4)

I HEREBY APPOINT: See reverse (4)

M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name: _____

Adresse / Address: _____

Whatever your choice, date and sign here

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

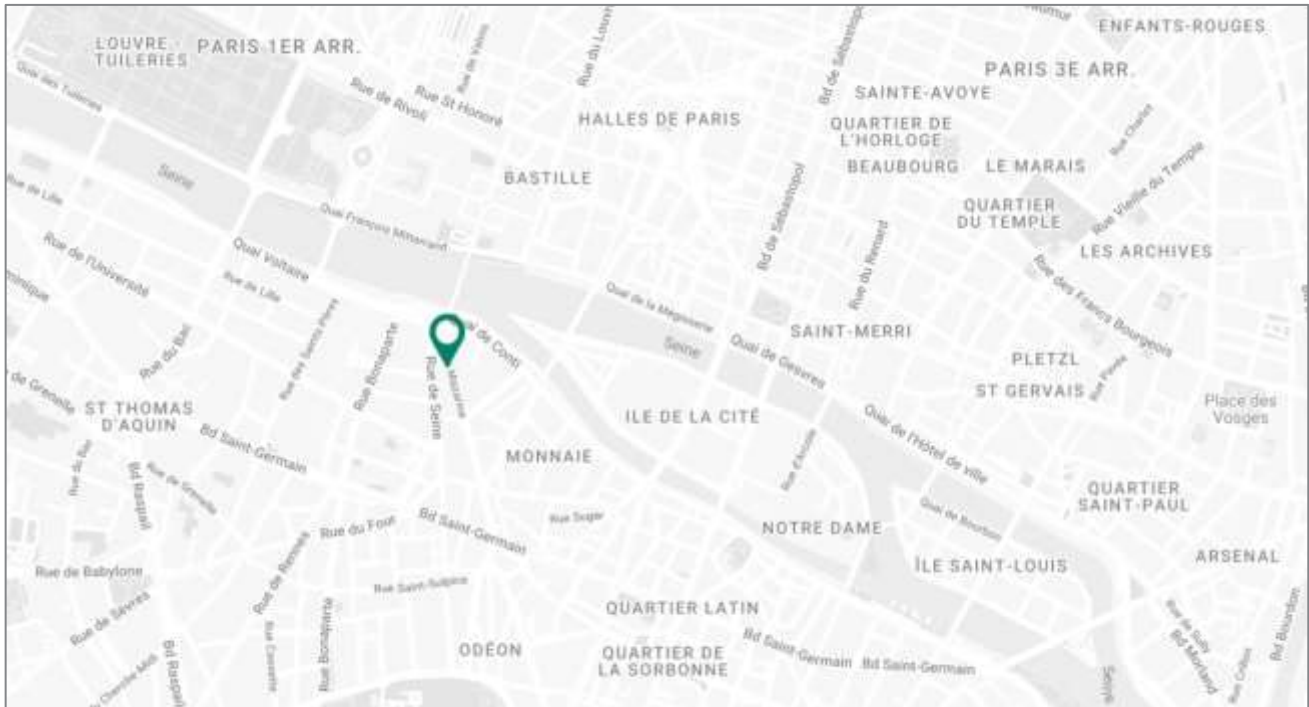
If you wish to vote by mail:
tick box **1** and follow the instructions.

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**.

How to get to the Shareholders Meeting ?

Auditorium 3 Mazarium
3 rue Mazarine
75006 Paris
France



Public transport access : (www.ratp.fr)

By Metro :

Line 1 : Station : Louvre-Rivoli
Line 7 : Station : Pont Neuf
Line 10 : Station : Odéon

By Bus (www.ratp.fr):

Line 27 : Station : Pont des Arts-Quai de Conti
Line 70 : Station : Mazarine
Line 63 : Station : Seine-Buci

Access by car

Parking Indigo Marché Saint-Germain - 14 rue Lobineau 75006 Paris

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, 2021 - 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, 2021 (**2nd Resolution**), which reveal profits of EUR 51,030,183.08 and a net profit, Group share, of EUR 164,212 thousand, respectively.

The purpose of the **3rd Resolution** is to determine the distribution of income of Nexans for 2021. It is proposed to distribute a dividend per share of EUR 1.20. If this proposition is approved, the dividend will be paid on May 18th, 2022. It will be detached on May 16th, 2022 (ex-date).

RENEWAL AND APPOINTMENT OF INDEPENDENT DIRECTORS (RESOLUTIONS 4 AND 5)

The purpose of the **4th resolution** is to renew the term of office of Anne Lebel, 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 31th, 2025.

Anne Lebel is Chief Human Resources Officer and Group Executive Board Member at Capgemini. The Board of Directors held on January 20th, 2022 confirmed her qualification as an independent Director in light of the independence criteria defined by recommendation 9.4 of the Afep-Medef Code. Capgemini provides services to Nexans. The Board of Directors has reviewed the business relationship between Capgemini and Nexans, using both quantitative and qualitative criteria.

In 2021, Capgemini's net income from its business with Nexans accounted for less than 0.01% of its total net income. The relationship between Nexans and Capgemini is not significant for Capgemini. Capgemini is one of the suppliers with which Nexans works regularly, it is specified that a competitive bidding procedure automatically takes place between the various suppliers for each project or contract, in accordance with the Nexans Group procurement policy. The Board of Directors does not consider this business relationship to be significant for the purpose of the independence criteria. The Board also took into account other criteria such as the length and continuity of the relationship between the two companies, which existed long before Anne Lebel was appointed as Director. In addition, to maintain her character of independence, Anne Lebel has undertaken not to participate in (i) the preparation or solicitation of offers of Capgemini services from Nexans or any Group company, (ii) the services provided by Capgemini and (iii) any votes on matters discussed by the Board of Directors of Nexans relating to projects in which Capgemini would or could be interested as a service provider.

Anne Lebel has been Director of Nexans since May 17th, 2018 and Lead Independent Director since March 19th, 2019. She is the Chairperson of the Appointments and Corporate Governance Committee and the Chairperson of the Compensation Committee.

The **5th resolution**, aims to appoint Laura Bernardelli as independent director 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, 2025. If appointed, Laura Bernardelli will succeed Kathleen Wantz-O'Rourke as the Chairperson of the Accounts, Audit and Risk Committee.

Laura Bernardelli had been Chief Financial Officer of Datalogic group until March 2022. The Board of Directors held on January 20th, 2022 also reviewed her situation in light of the same independence criteria.

It reviewed if there were any significant business relationships between Nexans and Datalogic using both quantitative and qualitative criteria. Datalogic's revenue from its business with Nexans accounted for less than 0.01% of its total revenue. The relationship between Nexans and Datalogic is not significant for Datalogic. Datalogic is one of the suppliers Nexans works with regularly, it is specified that a competitive bidding procedure automatically takes place between the various suppliers for each project or contract, in accordance with the Nexans Group procurement policy. The Board of Directors does not consider this business relationship to be significant for the purpose of the independence criteria. Lastly, to maintain her character of independence, Laura Bernardelli has undertaken not to participate in (i) the preparation or solicitation of offers of Datalogic's services for Nexans or any Nexans Group company and (ii) the work performed by Datalogic under a contract or project with Nexans or any Nexans Group company.

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

If the Shareholders' Meeting resolves in favor of this renewal and this appointment, the Board would thus be composed of 14 Directors taking into account Kathleen Wantz-O'Rourke's decision to resign from her position as Director and Chairperson of the Accounts, Audit and Risk Committee effective May 10th, 2022.

Among these Directors, seven were qualified as independent by the Board of directors meetings held on January 22nd, 2022: (1) Jean Mouton, (2) Jane Basson, (3) Laura Bernardelli, (4) Marc Grynberg, (5) Sylvie Jéhanno, (6) Anne Lebel, and (7) Hubert Porte, 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%¹.

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

2023 GM	Bpifrance Participations, Oscar Hasbún Martínez ⁽¹⁾ , Jean Mouton, Hubert Porte
2024 GM	Jane Basson, Sylvie Jéhanno
2025 GM	Marc Grynberg, Francisco Pérez Mackenna ⁽¹⁾ , Andrónico Luksic Craig ⁽¹⁾ , Selma Alami ⁽²⁾
2026 GM	Laura Bernardelli, Anne Lebel

¹ Director proposed by main shareholder Invenxans Limited (UK)

² Director representing employee shareholders

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

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

APPROVAL OF THE INFORMATION RELATING TO THE ELEMENTS OF COMPENSATION PAID DURING FISCAL YEAR 2020 OR ALLOCATED IN RESPECT OF FISCAL YEAR 2021 TO CORPORATE OFFICERS (RESOLUTION 6)

In accordance with the provisions of Article L.22-10-34 I of the French Commercial Code, the purpose of the **6th resolution** is to submit to the vote of the Shareholders' Meeting the elements of compensation paid during the or allocated for the fiscal year 2021 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 2021 Universal Registration Document of the Company, sections 4.6.2 to 4.6.4. The compensation items concerning the Chairman of the Board of Directors and the Chief Executive Officer are detailed below as part of the description of resolutions 7 and 8.

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

The compensation of the 14 members of the Board of Directors and the Censor¹, for a total amount of EUR 628,312, is shown in the following table:

Director / Censor	Amount of compensation allocated for 2021 and paid in 2021
Jean Mouton	€ 0
Angéline Afanouké	€ 0
Selma Alami	€ 0
Jane Basson	€ 70,000
Bpifrance Participations	€ 79,000
Marie-Cécile de Fougères	€ 0
Marc Grynberg	€ 52,000
Oscar Hasbún Martinez	€ 70,000
Sylvie Jéhanno	€ 64,000
Anne Lebel	€ 70,000
Andrónico Luksic Craig	€ 28,000
Bjørn Erik Nyborg	€ 0
Francisco Pérez Mackenna	€ 82,000
Hubert Porte	€ 46,000
Kathleen Wantz-O'Rourke	€ 58,000
Laura Bernardelli ¹	€ 9,132

¹ Laura Bernardelli has been appointed Censor on September 30th, 2021.

² Director whose term office expired on May 12, 2021

Approval of the compensation elements paid during fiscal year 2021 or allocated in respect of fiscal year 2021 to Jean Mouton as Chairman of the Board of Directors (Resolution 7)

In accordance with the provisions of Article L. 22-10-34 II of the French Commercial Code, the **7th resolution** is intended to submit to the vote of the Shareholders' Meeting the elements of compensation paid during fiscal year 2021 or allocated in respect of fiscal year 2021 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 2021 Universal Registration Document, in section 4.6.3 (*2021 Compensation of Jean Mouton, Chairman of the Board of Directors*), and are reiterated in the following summary table:

Compensation items paid during fiscal year 2021 or allocated in respect of fiscal year 2021	Amounts or book value of the compensation items paid during fiscal year 2021 or allocated in respect of fiscal year 2021	Comments and explanations
Fixed compensation	EUR 250,000	Gross amount, pre-tax and social security charges.

In accordance with the compensation policy for the Chairman of the Board of Directors approved by the Shareholders' Meeting of May 12th, 2021 under the 15th 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 2021. 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, had remained unchanged since his appointment on May 15th, 2019.

Approval of the compensation items paid during fiscal year 2021 or allocated in respect of fiscal year 2021 to Christopher Guérin as Chief Executive Officer (Resolution 8)

In accordance with the provisions of Article L.22-10-34 II of the French Commercial Code, the purpose of the **8th 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 2021 or allocated in respect of financial year 2021 to Christopher Guérin, Chief Executive Officer.

Shareholders are therefore being asked to vote on the following compensation items paid in fiscal year 2021 or allocated in respect of 2021: fixed compensation for 2021, annual variable compensation for 2020 paid in 2021, annual variable compensation for 2021 allocated in respect of 2021, performance shares allocated in 2021, and benefits in kind.

These elements comply with the recommendations of the AFEP-MEDEF Code, detailed in the 2021 Universal Registration Document, section 4.6.4 (*2021 Compensation of Christopher Guérin, Chief Executive Officer*), and reiterated in the following summary table:

Items of Compensation paid in 2021 or allocated	Amounts or book value of the items of compensation paid in fiscal year 2021 or granted in respect of fiscal year 2021	Comments and explanations
2021 fixed compensation	EUR 750,000	<p>Gross amount, pre-tax and social security charges. The amount of the fixed compensation is EUR 750,000. On the recommendation of the Compensation Committee, the Board held on February 16th, 2021 decided to increase the Chief Executive Officer's fixed compensation from EUR 600,000 to EUR 750,000 for 2021. This fixed compensation was reviewed after a three-year period.</p> <p>This decision was based on the following elements:</p> <ul style="list-style-type: none"> Over the last three years, under Christopher Guerin's leadership, significant framework agreements have been signed, like the exclusive contract signed with Orsted in the USA to supply wind offshore cables for the period from 2021 to 2027 (contractual value of over EUR 1 billion). Both the backlog and revenues from strategic customers have steadily increased while overall risk exposure has been mitigated. Notwithstanding the outbreak of the pandemic, in 2020 Free Cash Flow reached a record level since Nexans' creation in 2001, and now stands at more than EUR 1.8 billion. In the first quarter of 2020, the Group anticipated the impacts of the pandemic by rapidly deploying a series of initiatives including the immediate provision of protective equipment for employees, securing customer deliveries and safeguarding liquidity. The deployment of SHIFT, the management business turnaround plan designed by Christopher Guerin, has allowed the turnaround of about 98% of the Group's lower performing activities in less than 2 years. In spite of the severity of the Covid pandemic, Christopher Guérin has taken bold decisions to speed up the Group's transformation by introducing a new long-term perspective around Electrification, a new corporate purpose (Electrify the Future), a completely new corporate ambition, and the introduction of new methodologies to accelerate Nexans' carbon neutrality commitment. Finally, at December 31st, 2020 Nexans' share price stood at EUR 60, up from EUR 29.77 on the day of his appointment. Nexans' market capitalization roughly doubled to EUR 2.8 billion at the end of 2020.

<p>2020 annual variable compensation paid in 2021</p>	<p>EUR 882,360</p>	<p>The variable portion of compensation for 2020 could vary between 0% and 150% of the fixed portion of compensation.</p> <p>The portion of collective objectives, which were the same as those shared by the Group's executive managers, was 60% and was based on three financial objectives whose relative weighting was: (1) ROCE: 25%, (2) EBITDA: 50%, and OFCF (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.egarding 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. • 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.
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		<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 2019 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 was made after the approval of the 13th resolution by the Annual Ordinary Shareholders' Meeting of May 12th, 2021.</p>
2021 annual variable compensation allocated for 2021	EUR 1,048,050	<p>The annual variable compensation for 2021 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 fulfillment of collective objectives and 40% based on the achievement of specific pre-determined individual objectives.</p> <p>As regards the portion related to collective objectives, 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 the ROCE objective was 100% of the maximum, reflecting a significant increase in this indicator compared to budget. • The achievement rate for the EBITDA objective was 94% of the maximum, this indicator has also improved compared to budget. • The achievement rate for the OFCF objective was 93,6% of the maximum, reflecting a significant increase in this indicator compared to budget <p>On this basis, the Board of Directors noted that the collective portion amounted to EUR 643,050 (for a potential maximum amount of EUR 675,000 , i.e. 95,26% of this amount).</p> <p>The portion relating to individual objectives 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 the new strategic chapter, as presented to Capital Markets Day on February 17, 2021, first actions to be taken in alignment with electrification refocus; kick-off Shift PRIME transformation program, innovation program AMPLIFY, and related partnerships; related investors relations management; net income 2021: EUR 85 Million” is 93.3% of the maximum amount. The Capital Markets Day was a real success, share price evolved positively, the perception survey was very positive considering the shift to Electrification as a bold and ambitious move. Acquisition of Centelsa, SHIFT Prime and SHIFT SLS have been launched. The net income for 2021 reached EUR 164 M. • The achievement rate of “Deployment and supervision of projects aimed at improving operational efficiency, monitoring and control of related costs (overhaul of the industrial strategy with regard to the new strategic chapter, launch of the Industry 4.0 program, overhaul of the IT organization)” is 80% of the maximum amount. The complete World Class manufacturing for Electrification was redesigned with 20 competitiveness factors. An ambitious Industrial footprint project will follow in 2022. Diagnosis & deployment on Industry 4.0 was done with 2 pilot sites ready for 2022. A complete workstream on IT roadmap was realized from October to December 2021 and the deployment of the new architecture is ongoing. • The achievement rate of “Rollout of the new corporate purpose (Electrify the Future), implementation and role modelling of new values and behaviors, strategic talent agenda, and diversity policy” is 100% of the maximum amount. The Group rolled out the new corporate purpose (Electrify the Future), implemented and modelled role of new values and behaviors with a strategic talent agenda, and a diversity and inclusion policy. The new purpose and mission has been disclosed and appropriated through the Business Unit Ambitions stories, shared with all employees in each Business Unit. The values are very well spread throughout the Group and appropriated less than 6 months after their disclosing. <p>New role models have been defined and implemented, starting with 2 strategic functions, R&D and Sales & Marketing. A dedicated program has been designed and launched for 15 emerging women talents, for them to grow as Top</p>

		<p>Executives, and same will be done for 40 “Equity story influencers” in 2022. The women representation on the Executive Committee has increased from 10% in 2020 to 18% in 2021.</p> <ul style="list-style-type: none"> • The achievement rate of “Deployment of the new CSR scorecard. Related Investors relations management.” is 86.7% of the maximum amount given Nexans ranked 6th most responsible company in France across all sectors, and No. 1 in the Capital Goods category. The Board noted few examples of the ESG Scorecard deployment : <ul style="list-style-type: none"> ▪ From a safety day to a safety year with a dedicated theme on hand safety; ▪ Implementation of a diversity and inclusion training; ▪ Deployment of the Nexans Climate Strategy via the Fresque Climate; ▪ Internal PLANET week organized on 60 sites worldwide; ▪ Share of renewable or carbon-free energy with the integration to the RE100 program and an objective of 100% of renewable electricity by 2030. <p>On this basis, the Board of Directors noted that the individual portion amounted to EUR 405,000 (for a potential maximum of EUR 450,000, i.e. 90% of this amount).</p> <p>The total variable portion as determined by the Board of Directors for 2021 therefore amounts to EUR 1,048,050, i.e. 93.16% of the maximum.</p> <p>The payment of the annual variable compensation to Christopher Guérin for 2021 is subject to the approval of the 8th resolution by the Annual Ordinary Shareholders' Meeting.</p>
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<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 1,034,080</p>	<p>At its meeting dated March 18th, 2021, the Board of Directors used the 16th Resolution approved by the Shareholders' Meeting dated May 13th, 2020 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 performance conditions set by the Board of Directors.</p> <p>The definitive vesting of the performance shares granted under Plan No. 21 dated March 18th, 2021 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 share performance condition, which applies to 40% of the shares granted and is based on Nexans' TSR (total shareholder return) as compared with that of a benchmark panel made up of the following nine companies: Belden, Legrand, Prysmian, Rexel, ABB, Schneider Electric, Leoni, NKT Cables, and ZTT. The Board of Directors may revise the panel during the period if any of the companies cease to exist or merge with another company. For the period considered, the TSR corresponds to the increase in the share price plus the dividend per share. The increase in the share price is measured by comparing the average opening price for the three months preceding the share grant with the average for the three months preceding the end of the performance assessment period. The dividend per share is the sum of all dividends paid on a (Nexans or panel company) share during the three-year performance assessment period. The resulting TSR will be compared to the TSR of the benchmark panel calculated for the same period, and will result in Nexans being ranked against the panel companies. 2) A financial performance condition which applies to 40% of the shares granted and is based on measuring the Free Cash Flow at the end of 2023¹. 3) A CSR performance condition will be applied to 20% of the shares granted, which consists of measuring the achievement of the Group CSR profile as set out in the roadmap for 2021-2023:
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¹¹ Free Cash Flow= total Cash Flow before dividend and M&A as per 2023 Financial Statements published externally in 2024 (on a Net Debt basis)

The Nexans three pillars for a sustainable future



Depending on performance levels at the end of the vesting period expiring on March 18, 2025, 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 2023	Percentage of definitively vested shares with respect to this condition
≥ EUR 200 M	100%
≥ EUR 190 M and < EUR 200 M	90%
≥ EUR 180 M and < EUR 190 M	80%
≥ EUR 170 M and < EUR 180 M	70%
≥ EUR 160 M and < EUR 170 M	60%
≥ EUR 150 M and < EUR 160 M	50%
< EUR 150 M	0%

Level of the CSR indicator reached by the end of year 2023	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 21 of March 18th, 2021 represent approximately 0.05% of Nexans share capital at December 31st, 2021. The portion reserved for him represents less than 6.7% of the total allocation of the performance share plan No 21.

<p>Stock options, performance shares, or any other long-term compensation component</p>	<p>A maximum number of 11,000 performance shares valued at EUR 693,382</p>	<p>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 persons to carry out this ambitious plan until its completion by the end of 2024, the Board of Directors during its meeting held on September 30th, 2021, adopted a long-term compensation plan n°21A in the form of a performance share allocation plan, in accordance with the authorization given by the 29th resolution of the Annual Shareholders' Meeting of May 12th, 2021.</p> <p>The main features of this plan were presented to shareholders in the notice of the Annual Shareholders General Meeting of May 12th, 2021, within the limit of 100,000 performance shares intended for the Group's corporate officers and key managers.</p> <p>Upon authorization of the Shareholders' Meeting dated May 12th, 2021, the Board decided in particular to grant the Chief Executive Officer 11,000 performance shares (representing 11% of the maximum total allocation authorized by the Meeting).</p> <p>The final vesting of the shares granted is conditional on the achievement of the following performance conditions:</p> <p>(1) A vesting condition applied to 20% of the shares allocated and based on the relative evolution of the Total Shareholder Return (TSR) as compared with that of a benchmark panel made up of the 9 following companies: Belden, Legrand, Leoni, Prysmian, Rexel, ABB, Schneider Electric, NKT Cables, and ZTT. The Board of Directors may revise the panel during the period if any of the companies cease to exist or merge with another company.</p> <p>For the period considered, the TSR corresponds to the increase in the share price plus the dividend per share. The increase in the share price is measured by comparing the average opening price for the three months preceding the share grant with the average for the three months preceding the end of the performance assessment period.</p> <p>The dividend per share is the sum of all dividends paid on a (Nexans or panel company) share during the three year performance assessment period.</p> <p>The resulting TSR will be compared to the TSR of the benchmark panel calculated for the same period, and will result in Nexans being ranked against the panel companies as follows:</p> <table border="1" data-bbox="523 1122 1380 1388"> <thead> <tr> <th>Rank achieved by Nexans compared to panel TSR</th> <th>Percentage of definitively vested shares with respect to this stock market performance condition</th> </tr> </thead> <tbody> <tr> <td>1st or 2nd in the ranking</td> <td>100%</td> </tr> <tr> <td>3rd in the ranking</td> <td>90%</td> </tr> <tr> <td>4th in the ranking</td> <td>80%</td> </tr> <tr> <td>5th in the ranking</td> <td>60%</td> </tr> <tr> <td>6th in the ranking and below</td> <td>0%</td> </tr> </tbody> </table> <p>2) An electrification rate condition as a percentage of consolidated revenue, applied to 20% of the number of shares allocated.</p> <p>The "Electrification" activity represents all of the Group's sites attached on January 1st, 2021 to the Subsea and Land Systems and Building & Territories (excluding Metallurgy) Business Groups.</p> <p>If the turnover at the standard rate of the Group is greater than or equal to 6 billion euros, the Electrification rate, defined as the quotient of the standard sales linked to the "Electrification" activity by the standard consolidated sales of the Group (excluding metallurgy) will be measured and the number of definitively vested shares will be determined on the basis of the following scale:</p> <table border="1" data-bbox="523 1697 1380 2029"> <thead> <tr> <th>Level of Electrification as % of consolidated turnover at year-end 2024</th> <th>Percentage of definitively vested shares with respect to this stock market performance condition</th> </tr> </thead> <tbody> <tr> <td>≥ 100%</td> <td>100%</td> </tr> <tr> <td>≥ 95% and < 100%</td> <td>90%</td> </tr> <tr> <td>≥ 90% and < 95%</td> <td>80%</td> </tr> <tr> <td>≥ 85% and < 90%</td> <td>70%</td> </tr> <tr> <td>≥ 80% and < 85%</td> <td>60%</td> </tr> <tr> <td>≥ 75% and < 80%</td> <td>50%</td> </tr> <tr> <td>< 75%</td> <td>0%</td> </tr> </tbody> </table>	Rank achieved by Nexans compared to panel TSR	Percentage of definitively vested shares with respect to this stock market performance condition	1st or 2nd in the ranking	100%	3rd in the ranking	90%	4th in the ranking	80%	5th in the ranking	60%	6th in the ranking and below	0%	Level of Electrification as % of consolidated turnover at year-end 2024	Percentage of definitively vested shares with respect to this stock market performance condition	≥ 100%	100%	≥ 95% and < 100%	90%	≥ 90% and < 95%	80%	≥ 85% and < 90%	70%	≥ 80% and < 85%	60%	≥ 75% and < 80%	50%	< 75%	0%
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< 75%	0%																													

(3) An economic performance condition applied to 60% of the number of shares allocated and consisting of measuring the level of achievement at the end of 2024 of three indicators: the Group's consolidated EBITDA applied to 15% of the shares granted, the EBITDA of the "Electrification" activity applied to 15% of the shares granted and the NCCR (Normalized Cash Conversion Ratio) applied to 30% of the shares granted.

Consolidated EBITDA is defined as operational margin before amortizations in percentage, as indicated in the financial statements for 2024 published in 2025.

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

Levels of the Group's EBITDA in % at year-end 2024	Levels of the Group's EBITDA in % at year-end 2024
≥ 12%	≥ 12%
≥ 11.8% and < 12%	≥ 11.8% and < 12%
≥ 11.6% and < 11.8%	≥ 11.6% and < 11.8%
≥ 11.4% and < 11.6%	≥ 11.4% and < 11.6%
≥ 11.2% and < 11.4%	≥ 11.2% and < 11.4%
≥ 11.0% and < 11.2%	≥ 11.0% and < 11.2%
≥ 10.8% and < 11.0%	≥ 10.8% and < 11.0%
≥ 10.6% and < 10.8%	≥ 10.6% and < 10.8%
≥ 10.4% and < 10.6%	≥ 10.4% and < 10.6%
≥ 10.2% and < 10.4%	≥ 10.2% and < 10.4%
≥ 10% and < 10.2%	≥ 10% and < 10.2%
< 10%	< 10%

EBITDA for "Electrification" activity is defined as consolidated operational margin before amortizations, for all sites belonging on January 1st, 2021 to Subsea and Land Systems and Building & Territories Business Groups (excluding Metallurgy).

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

Level of the Group EBITDA for Electrification activity at year-end 2024	Percentage of vested shares
≥ EUR 470 M	150%
≥ EUR 466 M and < EUR 470 M	140%
≥ EUR 462 M and < EUR 466 M	130%
≥ EUR 458 M and < EUR 462 M	120%
≥ EUR 454 M and < EUR 458 M	110%
≥ EUR 450 M and < EUR 454 M	100%
≥ EUR 446 M and < EUR 450 M	90%
≥ EUR 442 M and < EUR 446 M	80%
≥ EUR 438 M and < EUR 442 M	70%
≥ EUR 434 M and < EUR 438 M	60%
≥ EUR 430 M and < EUR 434 M	50%
< EUR 430 M	0%

NCCR (Normalized Cash Conversion Ratio) (or NCF which excludes strategic CAPEX, PP&E divestment, one-off change in working capital and material restructuring plans cash out) is defined as Normalized Free Cash Flow/ EBITDA as indicated in the financial statements for 2024 published in 2025.

		<p>The number of definitively vested shares will be determined based on the following scale:</p> <table border="1"> <thead> <tr> <th>Level of the NCCR at year-end 2024</th> <th>Percentage of vested shares</th> </tr> </thead> <tbody> <tr> <td>≥ 40%</td> <td>100%</td> </tr> <tr> <td>≥ 38% and < 40%</td> <td>90%</td> </tr> <tr> <td>≥ 36% and < 38%</td> <td>80%</td> </tr> <tr> <td>≥ 34% and < 36%</td> <td>70%</td> </tr> <tr> <td>≥ 32% and < 34%</td> <td>60%</td> </tr> <tr> <td>≥ 30% and < 32%</td> <td>50%</td> </tr> <tr> <td>< 30%</td> <td>0%</td> </tr> </tbody> </table>	Level of the NCCR at year-end 2024	Percentage of vested shares	≥ 40%	100%	≥ 38% and < 40%	90%	≥ 36% and < 38%	80%	≥ 34% and < 36%	70%	≥ 32% and < 34%	60%	≥ 30% and < 32%	50%	< 30%	0%
Level of the NCCR at year-end 2024	Percentage of vested shares																	
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≥ 34% and < 36%	70%																	
≥ 32% and < 34%	60%																	
≥ 30% and < 32%	50%																	
< 30%	0%																	
Valuation of the benefits of all kinds	EUR 5,762	Christopher Guérin uses a company car.																

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 2021, i.e. 1,864 shares valued at EUR 148,095.

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, 2021. A detailed description of these items is set forth in the 2021 Universal Registration Document in section 4.6.4 (*Compensation 2021 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. 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 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 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>In accordance with Article 24.3 of the AFEP-MEDEF Code, in the event of an executive officer's departure, the Board of Directors will decide whether or not the non-compete agreement entered into with him will apply and will be entitled to cancel it (in which case no non-compete indemnity will be payable).</p> <p>Moreover, in accordance with Article 24.4 of the AFEP-MEDEF Code, the non-compete indemnity shall not be payable if the executive officer exercises his pension rights. In any event, no indemnity shall be paid beyond the age of 65.</p> <p>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	Christopher Guérin benefits from the collective occupational insurance scheme (covering death, permanent and temporary disability) and healthcare under the same terms and conditions as Nexans employees.
Unemployment insurance plan	EUR 0	Christopher Guérin has coverage for loss of employment, acquired from an insurance agency, guaranteeing him, in case of an involuntary loss of professional activity, daily indemnities in the amount of 55% of 1/365th of tranches A, B, and C of his professional income for the fiscal year preceding his departure, applicable for a twelve-month period following the loss of employment. The annual amount paid by the Company in 2021 is EUR 11,261.
Supplemental pension plan	EUR 0	Christopher Guérin benefits from the defined contribution pension plan for certain employees and corporate officers which was set up as of September 1st, 2018. The amount of the annual contribution used to finance this defined contribution pension plan is borne exclusively by the Company and is equal to 20% of the reference compensation defined as the fixed and variable portions of the actual annual compensation of the Chief Executive Officer. The annual amount paid by the Company in 2021 is EUR 300,000.

DETERMINATION OF THE ANNUAL AMOUNT OF COMPENSATION TO BE PAID TO THE MEMBERS OF THE BOARD OF DIRECTORS (RESOLUTION 9)

The aggregate annual amount of compensation for Board members was set at EUR 650,000 at the Annual Shareholders' Meeting held on May 15, 2012, effective from the fiscal year that commenced on January 1st, 2012, and has remained unchanged since that date.

According to a benchmark of peer companies, the total compensation of Nexans Board members is below the average and median of the compensation of Board members of the panel. Moreover, the number of Board and Committee meetings has increased significantly in recent years.

Therefore it is proposed to increase the aggregate annual amount of compensation of Board members from EUR 650,000 to EUR 750,000, for the fiscal year 2022 and for each subsequent financial year, until it is decided otherwise.

APPROVAL OF THE COMPENSATION POLICY FOR DIRECTORS AND EXECUTIVE DIRECTORS FOR 2022 (RESOLUTIONS 10 TO 12)

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 2022.

The **10th 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 Board members for the financial year 2022 was established by the Board of Directors on February 15th, 2022 on the proposal of the Compensation Committee. The compensation policy for the members of the Board of Directors is detailed in the report presented in paragraph 4.6.1.1 of the 2021 Universal Registration Document.

The **11th 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.

The annual base remuneration of Jean Mouton has been set at EUR 250,000 as from the date of his appointment as Chairman of the Board of Directors on May 15th, 2019. This base remuneration has remained unchanged since that date.

The Board has recently performed a complete review of the Chairman compensation level with the support of outside consultants. The Board of Directors review has concluded that:

- Jean Mouton's commitment to the excellent functioning of the Board of Directors, benefitting the overall Group Governance, is an importance asset for Nexans;
- The number of Board and Committee meetings has increased significantly in recent years;
- Jean Mouton, in addition to his regular supervision of the Board functioning, attends regularly all Committee meetings, the two yearly executive sessions, attends the meetings of independent directors, and participates in ESG roadshows with the Company management;
- 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";
- A study performed by the independent consultancy firm Willis Towers on compensation of non-executive chairs for comparable SBF 120 companies indicates that the Chairman fixed compensation is, as of today, below the EUR 300,000 median value. An additional benchmark carried out by Korn Ferry is consistent with these findings;
- The Chairman's fixed compensation at Nexans had not been changed since 2016.

Taking into account all of the above, the Board of Directors resolved, subject to Shareholders approval, to increase the 2022 annual fixed compensation of the Chairman from EUR 250,000 to EUR 320,000. The remaining Compensation structure of the Chairman as resolved on March 19th, 2019 remains unchanged as follows: no short term incentive, no long term incentive, no director fees and no other benefits.

The compensation policy for the Chairman of the Board of Directors is detailed in the report presented in paragraphs 4.6.1.2 and 4.6.1.3 of the 2021 Universal Registration Document.

The **12th 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.

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 2022, on the recommendation of the Compensation Committee, the Board of Directors decided to change the scale of the TSR (Total Shareholder Return) criterion of the performance conditions of the Long-Term Incentive Plan, so that there will be no vesting of performance shares below the median of the reference panel under this condition (see Resolution 15 below).

The compensation policy for the Chief Executive Officer is detailed in the report presented in paragraphs 4.6.1.2 and 4.6.1.3 of the 2021 Universal Registration Document.

AUTHORIZATION TO BE GRANTED TO THE BOARD OF DIRECTORS TO CARRY OUT TRANSACTIONS INVOLVING THE COMPANY SHARES (RESOLUTION 13)

We propose that you renew, under substantially similar conditions, the authorization granted by the Shareholders' Meeting dated May 12th, 2021 (Resolution 17), 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 July 27th 2021, 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 590,000 shares and a maximum total amount of EUR 59 million.

In 2021, the Company repurchased 90,000 shares for at a weighted average price of EUR 85.201 per share i.e. a total cost of EUR 7.7 million, allocated to cancellation. The Company did not use derivatives.

Since May 3rd, 2021, the Company has entrusted ODDO BHF SCA with the management of its shares under a liquidity contract. The implementation of the liquidity contract complies with AMF regulations, in particular AMF decision no. 2021-01 of June 22nd, 2021. Between the date of its implementation on May 3rd, 2021 and December 31st, 2021, the Company carried out the following transactions under the liquidity contract:

- 1,909 purchases, totaling 215,403 shares at an average price of EUR 73.95, for a total amount of EUR 17,229,578; and
- 1,737 sales, totaling 187,452 shares at an average price of EUR 81.5, for a total amount of EUR 15,193,422.75.

At December 31st, 2021, the Company held 118,738 Nexans shares representing 0.27% of the share capital, of which 27,951 shares under the liquidity contract.

In the context of the authorization submitted for your approval under the terms of the **13th Resolution**, it is proposed that you authorize the Board of Directors, with the authority to sub-delegate, to purchase or arrange for the purchase of Company shares, in order to conduct the following transactions: the free allocation of shares to eligible employees and corporate officers in the context of, in particular, the provisions of Articles L.225-197--1 *et seq.* and 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 140 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 2021 by using the delegations granted by the Shareholders' Meetings held on May 13th, 2020 and May 12th, 2021:

March 18 th , 2021	<p>Long-Term Compensation plan: grants of performance shares and free shares</p> <p>The Board of Directors implemented the Group's long-term compensation policy by adopting Long-term Compensation Plan No. 21, providing for the grant of 283,665 performance shares of the 300,000 performance shares authorized by the May 13th, 2020 General Shareholders' Meeting, and 49,480 free shares of the 50,000 authorized by the General Shareholders' Meeting of May 13, 2020.</p>
September 30 th , 2021	<p>Long-Term Compensation plan: grants of performance shares</p> <p>The Board of Directors implemented a specific plan No. 21A related to the 2021-2024 Strategic Plan, providing for the grant of 100,000 performance shares authorized by the General Shareholders' Meeting of May 12th, 2021.</p>
November 8 th , 2021	<p>Long-Term Compensation plan: grants of performance shares</p> <p>The Board of Directors implemented the Group's long-term compensation policy by adopting Long-term Compensation Plan No. 21B, providing for the grant of 2,750 performance shares of the 300,000 performance shares authorized by the May 13th, 2020.</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 14)

Along with Resolution 13 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 12th, 2021 (Resolution 18) 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 2021, the Board of Directors did not use this authorization.

GRANTS OF PERFORMANCE SHARES AND FREE SHARES (RESOLUTIONS 15 AND 16)

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's 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.

In accordance with Articles L.225-197-1 *et seq.* and Articles L. 22-10-59 *et seq.* of the French Commercial Code, the Board of Directors requests the Shareholders' Meeting to authorize it to grant for the benefit of members of personnel it shall select from among the employees and, eventually, to the corporate officers of the Company and companies or groups of companies related to it under the conditions set forth in Article L. 225-197-2 of the French Commercial Code, a maximum number of 300,000 performance shares (**Resolution 15**) and a maximum number of 50,000 free shares (**Resolution 16**) 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 15 and 16 in 2023 would amount to 0.8% of the share capital as of March 17th, 2022. The shares definitively granted will come either from the issue of new shares or the repurchase by the Company of existing shares through a share buyback program in order to limit shareholder dilution.

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

As for the long-term compensation plans carried out since 2011, the Board of Directors will set demanding performance conditions based on the Appointments, Compensation, and Corporate Governance Committee's proposal, each of which is assessed over a 3-year period. Considering the performance and continued employment conditions which have been set, a portion of the grant of these shares could be rendered null and void. 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 11/15/2011	0.00% of the maximum
Plan n°11 of 11/20/2012	38.23% of the maximum
Plan n°12 of 07/24/2013	47.50% of the maximum
Plan n°13 of 07/24/2014	65.00% of the maximum
Plan n°14 of 07/28/2015	50.00% of the maximum
Plan n°15 of 01/01/2016	50.00% of the maximum
Plan n°16 of 05/12/2016	0.00% of the maximum
Plan n°16bis of 11/23/2016	0.00% of the maximum
Plan n°17 of 03/14/2017	50.00% of the maximum
Plan n°18 of 03/13/2018	40.00% 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 2023 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, 2021.

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 17th, 2022 pursuant to the authorizations granted by the Shareholders' Meeting dated May 12th, 2021:

Perimeter	547 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"> - 299,465 performance shares of the 300,000 performance shares authorized by the Shareholders' Meeting dated May 12th, 2021, representing approximately 0.68% of the share capital at year-end 2021, 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 299,465 shares assume maximum performance with respect to the three performance conditions retained, as described below. 14,000 shares were allocated to Christopher Guérin, as Chief Executive Officer. - 49,300 free shares (not subject to performance conditions) of the 50,000 shares authorized by the Shareholders' Meeting dated May 12th, 2021, representing approximately 0.11% of the share capital at year-end 2021, intended solely for a limited population of high-potential executives and/or exceptional contributors (other than the members of the Executive Committee and the beneficiaries of performance shares) non-recurring.
Dilutive Impact	The maximum overall dilutive impact of the plan is less than 0.80% on the basis of the share capital as of December 31st, 2021, without taking into account the potential use of existing shares.
Vesting Period	4 years
Continued Employment Condition	The definitive vesting of the performance and free shares will be subject to a 4-year continued employment condition .

Performance Conditions

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%
Below 5 th in the ranking	0%

40% of the granted performance shares shall be subject to an economic performance condition consisting in measuring the Free Cash Flow¹ at 2024 year end.

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

¹ Free Cash Flow = total Cash Flow before dividend & M&A as per 2024 Financial Statements published externally in 2025 (on a Net Debt basis). For the sake of clarity and consistency with external communication, Free Cash Flow is defined as the published Free Cash Flow. It may be adjusted in the event of impacts in the following areas :

- changes in the scope of operations,
- strategic capital expenditure impacting 2024,
- for high voltage projects, tax disbursements made on completion in 2024.

All these restatements will be taken into account in the normalized Free Cash Flow, the definition of which is available in the Universal Registration Document. Finally, it should be noted that Free Cash Flow will be restated for currency impacts and expressed at LCE22 exchange rates.

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 follows:

		KPI	Target 2022	Target 2023	Target 2024
PEOPLE	Workplace safety	Workplace accident frequency rate (1)	1,00	0,90	0,80
		Severity rate (2)	< 0,11	< 0,10	<0,10
	Human capital	Graded positions staffed internally (3)	55-57%	60%	60%
		Women in management positions	25%	26%	27%
CSR awareness	Women in Top management positions (4)	17% - 19%	18% - 20%	20% - 22%	
	Employees eligible to Long Term Incentive with CSR criteria (5)	100%	100%	100%	
ENVIRONMENT	Environmental management	Industrial sites certified ISO 14001	90%	93%	100%
		Total production waste recycled (6)	94%	95%	96%
	Circular Economy	Sales generated from products and services that contribute to energy transition & efficiency (7)	60%-70%	70%-80%	70%-80%
		Proportion of Nexans cable drums worldwide connected to digital platforms and recyclable (8)	55%	80%	90%
	Climate	Reduction of GHG emissions (base year 2019) (9)	-12,6%	-16,8%	-21%
Proportion of renewable or decarbonized energy (10)		68%	72%	77%	
ECOSYSTEM	Business ethics	Managers having completed the yearly Compliance Awareness course (11)	100%	100%	100%
	Stakeholders	Number of High CSR risk and High spend suppliers with a CSR valid scorecard issued by EcoVadis (or equivalent CSR expert) and a CSR score = or > 35% (12)	370	500	600
		Employees engagement index (13)	78%	78%	80%
	Nexans Foundation	Amount allocated by the Nexans Foundation	300 000 €	300 000 €	400 000 €

(1) Overall workplace accident frequency rate: total number of workplace accidents with more than 24 hours of lost time/total number of hours worked x 1,000,000 relates to internals and temporary workers

(2) Severity rate: number of days lost because work accidents/hours worked)*1000. This rate relates to internals workers only

(3) Proportion of staff positions filled through internal mobility at position C and above, according to the Nexans Grading system

(4) Top management: Category of employees defined by the Group's Executive Committee based on the Nexans Grading system

(5) Among the employees benefiting from a long-term Incentive plan validated by the Board of Directors, 100% include a CSR criterion

(6) Production wastes consist mainly of non-ferrous metal and plastic materials. They are revalorized internally or externally.

(7) Offshore wind, interconnection projects, utilities, smart grids (Energy transition), energy efficiency (building), accessories, solar energy, wind energy, eco-mobility asset management

(8) Proportion of Nexans returnable drums worldwide that are tracked on digital platforms thanks to advanced technologies such as RFID or Internet Of Things are recyclable after several rotations on the customer side

(9) Greenhouse Gas (GHG) emissions for scopes 1 and 2 as well as part of scope 3 relating to business travel, employee commuting, waste produced, as well as and downstream transport, as defined by the GHG protocol - ghgprotocol.org. The targets are based on the reduction of emissions of 2019, the base year

(10) Proportion of renewable energy produced directly by Nexans locations or the purchase of decarbonized energy

(11) Classified in HR My Learning tool as "Executives Committee and Board members, other top executives, Managers and key positions" employees of the Group (notwithstanding Harnesses, where the top 4 Executives were in the scope), to complete the yearly Compliance awareness course covering several topics including limited to, anti-corruption, conflict of interest, competition law, harassment and discrimination, ethics incident report procedure

(12) Number of High CSR risk and High spend suppliers with a CSR valid scorecard issued by EcoVadis (or equivalent CSR expert) and a CSR score = or > 35%, based on Nexans purchase CSR risk mapping, made by EcoVadis

(13) Scope: Cable activity

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%

ORDINARY SHAREHOLDERS' MEETING

POWERS TO CARRY OUT FORMALITIES (RESOLUTION 17)

The **17th 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, 2021 - 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, 2021, 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, 2021 as submitted, showing a profit of EUR 51,030,183.08, 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 2021 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, 2021

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, 2021, 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, 2021 as submitted, showing a net income (group share) of EUR 164,212 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, 2021 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 51,030,183.08 as follows:

Distributable profit totals:

- retained earnings	EUR 87,284,520.81
- income for the fiscal year	EUR 51,030,183.08

Total distributable profit	EUR 138,314,703.89
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Profit Distribution

(Based on the number of shares comprising the share capital as of December 31st, 2021, or 43,755,627 shares)

EUR 1.20 per share	
or a distributed dividend equal to	EUR 52,506,752.40
Balance carried forward post distribution	EUR 85,807,951.49

A dividend of EUR 1.20 will be distributed to each of the Company's shares entitled to dividends, bringing the total dividend amount to EUR 52,506,752.40, based on the number of shares making up the share capital at December 31st, 2021.

The dividend coupon will be detached on May 16th, 2022 and paid out as from May 18th, 2022.

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 2018 (paid in 2019)	Fiscal Year 2019 (paid in 2020)	Fiscal Year 2020 (paid in 2021)
Dividend per share	EUR 0.30	-	EUR 0.70
Number of shares eligible for dividends	43,371,996	-	43,730,007
Total amount	EUR 13,011,598.80	-	EUR 30,611,004.90

Fourth Resolution – Renewal of the term of office of Anne Lebel 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 Anne Lebel’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, 2025.

Fifth Resolution – Appointment of Laura Bernardelli 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, appoints Laura Bernardelli 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, 2025.

Sixth Resolution – 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

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 2021 Nexans Universal Registration Document, sections 4.6.2 to 4.6.4.

Seventh Resolution – 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

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, 2021 or allocated for the same fiscal year to Jean Mouton, Chairman of the Board of Directors, as set out in the 2021 Nexans Universal Registration Document, section 4.6.3.

Eighth Resolution – 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

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, 2021 or allocated for the same fiscal year to Christopher Guérin, Chief Executive Officer, as set out in the 2021 Nexans Universal Registration Document, section 4.6.4.

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

The Shareholders’ Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders’ meetings, having reviewed the report of the Board of Directors, sets at EUR 750,000 the maximum amount of annual compensation to be paid to the members of the Board of Directors for the fiscal year 2022 and for each subsequent financial year, until it is decided otherwise.

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

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 members of the Board of Directors as set out in the 2021 Nexans Universal Registration Document, section 4.6.1.1.

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

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 2021 Nexans Universal Registration Document, sections 4.6.1.2 and 4.6.3.

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

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 2021 Nexans Universal Registration Document, sections 4.6.1.2 and 4.6.3.

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

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

- allocating free shares to eligible employees and corporate officers in the context of, in particular, the provisions of Articles L. 225-177 *et seq.* and 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.225-177 *et seq.* and 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 17th, 2022, 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 140 (excluding acquisitions costs) (or the exchange value of this amount on the same date in any other currency).

In the event of any change in the par value of the Company's share, or any share capital increase via the capitalization of reserves, an allocation of free shares, a share split or a reverse share split, the distribution of reserves or any other assets, a share capital amortization, or any and all other transactions involving shareholders' equity, the Shareholders' Meeting delegates the necessary powers to the Board of Directors for the purpose of adjusting the aforementioned purchase price in order to take into account the impact of such transactions on the value of the share.

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

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

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

As of the date hereof, this authorization cancels the unused portion, as the case may be, of the 17th resolution granted to the Board of Directors by the Combined Ordinary and Extraordinary Shareholders' Meeting dated May 12th, 2021, 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

Fourteenth 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 2021.

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 18th resolution granted to the Board of Directors by the Combined Ordinary and Extraordinary Shareholders' Meeting dated May 12th, 2021, 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.

Fifteenth Resolution – 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

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 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, 2021, 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, 2023.

Sixteenth Resolution – 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

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 By-Laws 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 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;
8. decides that this authorization is granted for twelve months as from January 1st, 2023.

ORDINARY SHAREHOLDERS' MEETING

Seventeenth 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

Anne Lebel

Lead Independent Director

Age 56

French Nationality

Chief Human Resources Officer of the Capgemini Group and member of the Executive Board

Number of Nexans shares	500
Date of appointment as Director	May 17th, 2018
Expertise/Experience	<p>Anne Lebel has been Chief Human Resources Officer of the Capgemini Group since July 20, 2020. She is also a member of Capgemini's Executive Board. She began her career in 1987 at Bossard Consultants as an organization and change management consultant. In 1997, Anne joined Schering Plough France as Human Resources and Training Manager for France and later headed up HR Organization and Development in Europe. In 2004, she joined Serono France as Head of Human Resources in France. In 2008, Anne moved to Allianz Global Corporate & Specialty where she was appointed Head of Human Resources for France, Italy and Spain, and later for Europe and Asia, before becoming Global Head of Human Resources between 2012 and 2016. Anne Lebel joined Natixis in 2016 as Chief Human Resources Officer and a member of Natixis' Executive Board. In 2019, she also took over as Natixis' Corporate Culture Officer. Anne Lebel is a graduate of the Institute of Political Studies in Strasbourg and holds a postgraduate diploma in Business Management and Administration (DESS CAAE) from the Institut d'Administration des Entreprises graduate school of management in Paris.</p>
Corporate mandates as and functions of December 31, 2020	<ul style="list-style-type: none"> ▪ Member of the Supervisory Board of Capgemini Gouvieux SAS ▪ Director of Altran Engineering Solutions Incorporated*, Altran UK Limited*, Altran Switzerland A.G.*, Altran Portugal SA*, Altran (Singapore) Pte. Ltd.*, Altran Engineering Solutions Japan Limited*
Independence qualification	<p>Independent Director</p> <p>See section 4.4.1.3 of the 2021 Universal Registration Document</p>
Committee involvement	<ul style="list-style-type: none"> ▪ Chairperson of the Appointments and Corporate Governance Committee ▪ Chairperson of the Compensation Committee

(*) Positions held in foreign companies or institutions

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

Laura Bernardelli

Age 52

French Nationality

Former Chief Financial Officer of the group Datalogic

Number of Nexans shares	510
Date of appointment as Director	-
Date of appointment as Censor	September 30 th , 2021
Expertise/Experience	<p>Laura Bernardelli had been CFO of the Datalogic group from July 2019 to March 2022 and has been in charge of investor relations since November 2020. Datalogic is a global technology leader in the automatic data capture and process automation markets, listed on the Borsa Italiana. Prior to joining Datalogic, Laura was Senior Vice President Group Controlling, Reporting and Digital Finance at Schneider Electric, from 2017. She joined Schneider Electric in 2014 as Senior Vice President, Finance Building & IT Business.</p> <p>Prior to joining Schneider Electric, Laura was Vice President, Corporate Strategy and Business Development at Xylem from 2011, when the company was formed from the spin-off of the water business of ITT Corporation. She was subsequently appointed Vice President, Finance and CFO of EMEAI. Laura joined ITT Corporation in 2007 as CFO for Italy. Laura previously held positions of increasing responsibility in the finance function at Fiat, General Electric and Eridania Béghin-Say.</p>
Corporate mandates and functions as of December 31st, 2021	<ul style="list-style-type: none"> ▪ Member of the Board of Directors of Datalogic S.r.l. (*) ▪ Member of the Board of Directors of Datalogic IP Tech S.r.l.
Independence qualification	Independent Director See section 4.4.1.3 of the Universal Registration Document 2021
Committee involvement	<ul style="list-style-type: none"> ▪ Attend Accounts, Audit and Risk Committee meetings

(*) Positions held in foreign companies or institutions

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

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



Anne Lebel*
Lead Independent Director
Chief Human Resources Director
at Capgemini and member
of the Executive Board



Francisco Pérez Mackenna⁽³⁾
Chief Executive Officer of Quiñenco



Angéline Afanoukoé⁽¹⁾
Head of Institutional
Relations at Nexans



Marc Grynberg*
director responsible for monitoring
climate and environmental issues



Bjørn Erik Nyborg⁽¹⁾
Responsible for Warehouse
Consumables at the Halden plant in Norway



Selma Alami
Chief Executive Officer
of North West Africa
Business Unit at Nexans



Sylvie Jéhanno*
Chief Executive Officer of Dalkia



Hubert Porte*
Founding Partner and Chief
Executive Officer of Ecus Capital



Jane Basson*
Head of Transformation,
Corporate Secretary and member
of the Executive Committee
of Airbus Defence and Space



Andónico Luksic Craig⁽³⁾
Chairman of the Board of Directors
of Quiñenco



Kathleen Wantz-O'Rourke*
Group Chief Financial Officer and
Chief Information Officer and member
of the Plastic Omnium Executive Committee



**Bpifrance Participations
represented by
Anne-Sophie Hérelle**
Managing director and member
of Bpifrance Capital
Développement Executive
Committee



Oscar Hasbún Martínez⁽³⁾
Chief Executive Officer of CSAV
(Compañía Sud Americana de
Vapores S.A.), Quiñenco group



Laura Bernardelli
Censor appointed on September 30th, 2022
Chief Financial Officer of Datalogic
until March 2022

* Independent directors

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

The terms of office of the directors are as follows:

2022 AGM	Anne Lebel*
2023 AGM	Jean Mouton*, Bpifrance Participations, Hubert Porte*, Oscar Hasbún Martínez ⁽³⁾ ,
2024 AGM	Jane Basson*, Sylvie Jéhanno*
2025 AGM	Selma Alami ⁽²⁾ , Marc Grynberg*, Francisco Pérez Mackenna ⁽³⁾ , Andrónico Luksic Craig ⁽³⁾

* Independent directors

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

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

The term of office of Angéline Afanoukoé(1) will expire at the end of the 2025 Shareholders' Meeting

Kathleen Wantz-O'Rourke resigned as director effective May 10th,2022.

The Board of Directors met 8 times in 2021 with an average annual attendance rate of 92.9%. The number of meetings attended by each Board members at meetings in 2021 was as follows

Director / Censor	Number of Meetings attended ^(a)
Jean Mouton	8
Angéline Afanoukoé	7 ^(b)
Selma Alami	5 ^(c)
Jane Basson	8
Laura Bernardelli	1 ^(d)
Marie-Cécile de Fougères	2 ^(e)
Marc Grynberg	8
Oscar Hasbún Martínez	8
Anne -Sophie Hérelle (Bpifrance Participations)	8
Sylvie Jéhanno	7 ^(b)
Anne Lebel	7 ^(b)
Andrónico Luksic Craig	5 ^(f)
Bjørn Erik Nyborg	8
Francisco Pérez Mackenna	8
Hubert Porte	7 ^(b)
Kathleen Wantz-O'Rourke	8

(a) Out of eight meetings, of which seven meetings were scheduled in advance and one special meeting on a specific topic.

(b) i.e., 87.5% of meetings.

(c) i.e., 100% of meetings held during the director's term of office.

(d) i.e., 100% of meetings held during the Censor's term of office.

(e) i.e., 66.7% of meetings held during the director's term of office.

(f) i.e., 62.5% of meetings.

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

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

	Industry	Energy	Business Services	Bank Finance	HR, Communication	ESG, Sust. Dev, Compliance	Strategy	Group's and Group's business knowledge	Executive functions	International experience
Jean Mouton	x	x	x		x	x	x	x	x	x
Angéline Afanoukoé	x	x			x	x		x		
Selma Alami	x	x	x				x	x	x	x
Jane Basson	x				x	x	x		x	x
Marc Grynberg	x	x		x		x	x	x	x	x
Oscar Hasbún Martínez	x	x		x			x	x	x	x
Anne-Sophie Hérelle	x	x	x	x		x	x	x		x
Sylvie Jéhanno	x	x	x		x		x		x	
Anne Lebel			x	x	x			x	x	x
Andrónico Luksic Craig	x	x	x	x	x	x	x	x	x	x
Björn Erik Nyborg	x	x						x		x
Francisco Pérez Mackenna	x	x	x	x	x		x	x	x	x
Hubert Porte			x	x			x	x	x	x
Kathleen Wantz-O'Rourke	x	x	x	x		x	x	x	x	x
Laura Bernardelli	x	x	x	x			x		x	x

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%
4 meetings in 2021
Attendance rate : 95%

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%
6 meetings in 2021
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%
7 meetings in 2021
Attendance rate : 100%

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%
6 meetings in 2021
Attendance rate : 100%
Comprises a director 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 2021 financial year

2021 Key figures

(in millions euros)	2020	2021
Sales at current metal prices	5,979	7,374
Sales at standard metal prices ¹	5,713	6,054
<i>Organic growth</i>	<i>(8.6%)%</i>	<i>(8.1%)</i>
EBITDA²	347	463
<i>EBITDA en % du chiffre d'affaires standard</i>	<i>6.1%</i>	<i>7.6%</i>
Operating margin	193	299
Reorganization costs	(107)	(58)
Other operating items	160	96
Operating income (loss)	246	338
Net financial expense	(54)	(101)
Income taxes	(111)	(72)
Attributable Net Income (loss)	(80)	164
Net debt	179	74
Free Cash Flow	157	179

FULL-YEAR 2021 HIGHLIGHTS AND GENERAL OPERATING CONTEXT

- **Strong 2021 performance**

2021 steady EBITDA margin growth across all businesses was driven by solid recovery in demand and operating leverage. EBITDA margin grew by +157 bps against 2020 to reach 7.6% (vs. 6.1%). The outstanding performance demonstrates the Group's successful transformation based on: i) complexity reductions through the SHIFT Performance program; ii) cost reductions over the last three years; iii) effective supply chain management to monitor raw material price inflation and supply; and iv) continued product and client selectivity to drive value growth.

Continued demand and focus on selectivity drive healthy backlog growth, up +22% compared to December 2020.

- **2019-2021 "New Nexans" Transformation achieved**

The Group finalized its 2019-2021 "New Nexans" Transformation Plan by implementing, throughout the three-year period, its in-house SHIFT Performance program and continuous fixed costs reductions. The results are extremely positive as both profitability and cash generation targets were exceeded:

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.

EBITDA improved by +205 million euros over the period excluding Covid-19 and conjunctural impacts against initially expected +175 million euros.

Return on Capital Employed was expected at 15.5% by 2021 to hit 16.4%. o Cumulative Free Cash Flow was expected to reach over 200 million euros and landed at 361 million euros.

Nexans leadership in subsea High Voltage & Projects was evidenced over the year by multiple contract wins across various geographies. These awards reinforce the high quality healthy 2.2 billion euros adjusted Subsea backlog. In parallel, Nexans Aurora vessel and Charleston US plant were fully operational and supported the performance ramp up in the fourth quarter as expected.

- 2022-2024 "Winds of change": powering ahead to electrification

Convinced that remaining a generalist will be more a weakness than a strength, Nexans unveiled its ambition to become an Electrification Pure Player from the very start of production of energy, to transmission and distribution of energy, all the way to usage of energy on February 17, 2021 at its Capital Markets Day. Over the year, the Group started laying the groundwork on its three main pillars:

- Simplify to Amplify: Nexans announced its first M&A milestone aligned with the Group's strategic ambition to become a Pure Electrification Player. The Group signed a Share Purchase Agreement with Xignux to acquire Centelsa, a premium cable maker based in Colombia active in Building and Utilities applications. Centelsa had a total turnover of more than \$250 million in 2020 and an enterprise value of \$225 million. Closing of the transaction is subject to regulatory approvals and is expected to take place in the first half of 2022. In the meantime, the disposal process underway progressed as the Group reached the first step with the carve-out of related entities while also continuing to focus on targeted acquisition candidates.
- Transform and Innovate: Nexans actively progressed on SHIFT Prime methodology implementation supported by new Design Labs and Marketing organizations. The Group stepped up its innovation program with the global launch and roll-out of MOBIWAY UN'REEL and VIGISHIELD a connected and complete protection against cable theft.
- Scale-up to Step-up Performance: the Group initiated its metallurgy exposure reduction in the second half of the year.

FULL-YEAR 2021 ANALYSIS PER SEGMENT

CONSOLIDATED SALES BY SEGMENT

(in millions of euros) At standard metal prices Copper reference at €5,000/t	2020	2021	Organic growth 2021 vs. 2020	Organic growth Q4 2021 vs. Q4 2020
High Voltage & Projects	699	796	+9.3%	+57.9%
Building & Territories	2,422	2,491	+3.3%	+3.9%
Industry & Solutions	1,210	1,366	+13.7%	+14.5%
Telecom & Data	393	320	+6.1%	+8.0%
Other Activities	989	1,081	+14.0%	-18.9%
Group total	5,713	6,054	+8.3%	+8.5%

EBITDA BY SEGMENT

(in millions of euros)	2020	2021	2021 vs. 2020	2020 EBITDA margin	2021 EBITDA margin
High Voltage & Projects	105	143	+35.6%	15.1%	17.9%
Building & Territories	128	187	+46.1%	5.3%	7.5%
Industry & Solutions	84	119	+42.1%	6.9%	8.7%
Telecom & Data	29	37	+25.5%	7.5%	11.5%
Other Activities	1	(22)	n/a	n/a	n/a
Group total	347	463	+33.4%	6.1%	7.6%

| HIGH VOLTAGE & PROJECTS: Strong catch up in Q4; 2.2 billion euros healthy adjusted Subsea backlog providing sound visibility

High Voltage & Projects standard sales stood at 796 million euros in 2021, up +9.3% year-on-year thanks to a strong fourth quarter as expected. Growth was +57.9% in the fourth quarter 2021 compared to fourth quarter 2020 reflecting project phasing, simultaneous operations of Nexans Aurora and Skagerrak cable laying vessels, as well as further ramp up of the transformed high voltage subsea cable plant in Charleston - which was officially opened by the Group in November.

In line with the Group's disciplined project execution, progress was made on the Crete-Attica interconnector project, and on Offshore Wind farm projects Seagreen and Dolwin6. All EPCI contracts combining subsea and land high voltage cables, engineering and installation activities have been managed flawlessly, without execution issues.

Adjusted Subsea backlog⁶ was at 2.2 billion euros at the end of December 2021, up +59% compared to December 2020. Tendering activity continued to be strong in both interconnection and offshore wind projects. Benefiting from its EPCI turnkey model positioning, state-of-the art assets and strong technical and execution know-how, the Group was awarded a major contract of more than 650 million euros for the Tyrrhenian Links project to build a new electricity corridor connecting Sicily and Sardinia to Italy's mainland, the supply of export cable solution to the offshore wind farm Moray West off the coast of Scotland and subsea export cables for South Fork Wind Farm, the first delivery of Nexans' framework agreement to supply Ørsted and Eversource with up to 1,000 km of high voltage subsea cables in the US.

EBITDA landed at 143 million euros, up +35.6% compared to 2020, reflecting phasing of projects and the ramp up of Charleston plant and Nexans Aurora vessel at the end of the year.

| BUILDING & TERRITORIES: SHIFT Performance and selectivity boosting EBITDA margin

Building & Territories segment sales amounted to 2,491 million euros at standard metal prices in 2021, a +3.3% organic growth compared to the same period last year reflecting selectivity and an upturn in most geographies notably in Europe and well oriented end-market. Sales were up +3.9% in the fourth quarter 2021 compared to fourth quarter 2020.

EBITDA was up +46.1% at 187 million euros compared to 128 million euros in 2020, with solid EBITDA margin of 7.5%. This +222bps margin increase reflects solid pricing monitoring and SHIFT Prime and Performance deployment to focus on selective growth and value-added products and services.

Over the period, the **Building** segment demand recovery was solid across all geographies driven by volume growth while remaining selective to support profitability. The **Territories** (Utilities) tendering activity was strong amidst frame-agreement renewals in Europe and will support the activity in 2022 and beyond. The segment witnessed good dynamics in South America throughout the year, and North America and Middle East and Africa witnessed an upturn in the fourth quarter.

⁶ Adjusted subsea backlog including contracts secured not yet enforced.

The full-year sales trends by geographies were as follows:

- **Europe** activity was up +4.7% in 2021 compared to 2020, boosted by a strong post-Covid-19 demand in the Building business across most countries while demand remained stable in Utilities amidst contract renewals. Performance was supported by continued selectivity, real-time raw material price inflation monitoring and rollout of innovations launched during the year.
- **South America** sales rebounded by +17.5% during the year benefiting from a solid demand in all operating countries. Strong profitability improvement was supported by SHIFT programs successful deployment.
- **Asia Pacific** was stable at -0.4% in 2021 compared to 2020 and up +14.5% in the fourth quarter 2021 compared to last year. New Zealand showed growth throughout the year supported by catch-up in demand while Australia suffered from high comparable sales as the first half 2020 had witnessed strong momentum.
- **North America** declined by -23.2% in 2021 due to the US Chester plant closure in June 2020 following SHIFT program analysis. On a like-for-like basis, sales were up +16.5% year-on-year supported by strong construction demand in Canada reflecting Nexans' solid position.
- **Middle East and Africa** was up +11.3% reflecting by strong performance in Central Asia and North West Africa, more than offsetting the decline in Lebanon, where the geo-political situation remains highly uncertain for the coming months.

| **INDUSTRY & SOLUTIONS: Robust performance boosted by Auto-harnesses and Automation**

Industry & Solutions sales landed at 1,366 million euros at standard metal prices in 2021, up +13.7% organically year-on-year supported by a strong recovery in auto-harnesses and automation businesses throughout the year. EBITDA was up +42.1% at 119 million euros against 84 million euros during the same period last year and EBITDA margin also strongly improved at 8.7% compared to 6.9% in 2020 thanks to enhanced selectivity.

Automation was strongly up (+43.3% year-on-year), boosted by demand in Europe and Asia. **Railway Infrastructure & Rolling Stock** sales were slightly down -4.3% year-on-year in virtue of lower Asian demand. **Aerospace & Defense** witnessed signs of recovery throughout the year (+10.0% year-on-year). **Wind Turbine** activity was down (-22.2% in sales year-on-year).

Automotive harnesses was strongly up by +23.9% in 2021. Sales reached a record high in virtue of a strong first half reflecting growing market shares despite being marginally impacted by customers' semiconductor shortages.

| **TELECOM & DATA: Sound profitability improvement with SHIFT Program delivering EBITDA margin at 11.5% in 2021 compared to 7.5% in 2020**

Telecom & Data sales amounted to 320 million euros at standard metal prices in 2021, up +6.1% organically (excluding Berk Tek sold in third quarter 2020) compared to 2020 and up +8.0% in fourth quarter 2021 showing a rebound in demand. EBITDA improved by +25.5% and reached 37 million euros in 2021, reflecting continued profitability focus which more than offset unfavorable base effect of the Berk Tek sale. As a result, EBITDA margin improved strongly at 11.5% compared to 7.5% in 2020.

LAN cables and Systems rebounded by +17.3% organically in 2021 compared to 2020 with activity benefitting across the year from the upturn in both Asia and Europe.

Telecom Infrastructure was down -0.2% in 2021 although the segment witnessed sequential improvement across the year. Price pressure was mitigated by competitiveness actions and stronger selectivity of markets.

Special Telecom (Subsea) sales continued to perform well, up +11.9% since the beginning of the year thanks to the execution of segment backlog.

| OTHER ACTIVITIES

The **Other Activities** segment – corresponding for the most part to copper wire sales and including corporate structural costs that cannot be allocated to other segments, such as the IFRS 16 impact for lease assets not allocated to specific activities – reported sales of 1,081 million euros at standard metal prices in 2021, up +14.0% year-on-year mainly linked to strong copper wire demand in North America, while the Group initiated the reduction of external copper sales in the second half of the year. The segment was down -18.9% in the fourth quarter reflecting Group's continued monitoring and reduction of external copper sales. EBITDA was -22 million euros over the period against 1 million euros in 2020.

2022 OUTLOOK

Within the context of successful completion of its 2019-2021 Transformation plan, the Group is confident in its ability to maintain and enhance further its performance momentum. Nexans will continue to pursue a strategy focused on value growth over volume, to build-on strong innovation as well as on its investments in the growing High Voltage & Project market and to develop value added systems and solutions for its endusers. Driven by the agility of its teams, its ambition to electrify the future and its 2022-2024 transformation plan, Nexans enters 2022 with confidence and, sets its targets for 2022 as follow:

- EBITDA between 500 and 540 million euros;
- Normalized Free Cash Flow⁷ between 150 and 200 million euros.

⁷ Free cash Flow excluding strategic capex, disposal of tangible assets, impact of material activity closures and assuming project tax cash out based on completion rate.

Company's financial results for the last 5 financial years

	2021	2020	2019	2018	2017
I- Share capital at the end of the fiscal year ⁽¹⁾					
a) Share capital (in thousands of euros)	43,756	43,756	43,606	43,606	43,495
b) Number of shares issued	43,755,627	43,755,627	43,606,320	43,606,320	43,494,691
II- Results of operations (in thousands of euros)					
a) Sales before taxes	28,637	25,996	27,902	31,596	27,422
b) Income before tax, employee profit-sharing, depreciation, amortization and provisions	52,249	16,252	21,236	9,749	29,429
c) Income taxes	21,764	462	686	944	894
d) Employee profit-sharing due for the fiscal year	(81)	(161)	(215)	(17)	(113)
e) Income after tax, employee profit-sharing, depreciation, amortization and provisions	51,030	14,070	23,441	6,217	25,333
f) Dividends	52,507 ⁽¹⁾	30,629 ⁽¹⁾	-	13,012	30,257
III- Income per share (in euros)					
a) Income after tax and employee profit-sharing but before depreciation, amortization and provisions	1.19	0.37	0.50	0.24	0.69
b) Income after tax, employee profit-sharing, depreciation, amortization and provisions	1.17	0.32	0.54	0.14	0.58
c) Dividend per share	1.20	0.70	-	0.30	0.70
IV- Personnel					
a) Average headcount during the year	6	7	8	6	8
b) Total fiscal year payroll (in thousands of euros)	5,364	6,868	6,098	6,980	4,860
c) Total amount paid for employee benefits during the fiscal year (in thousands of euros)	2,146	2,289	2,033	2,327	1,620

(1) Based on the number of shares at December 31, 2021, i.e. 43,755,627

Information request form

Mixed Shareholders' Meeting

Wednesday May 11th, 2022 at 2:30 p.m.

4, Allée de l'Arche

92400 Courbevoie

France

This request duly completed must be returned:

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

I, the undersigned Mrs Miss Mr. Company

Name (or company name) :

First name :

Full address :

.....

Holder of registered shares and/or bearer shares

Wish to receive the documents and information for the next Mixed Shareholders' Meeting specified in article R.22-10-23 of the French Commercial Code.

Signed at:, Dated:2022

Signature

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





For over a century, Nexans has played a crucial role in the electrification of the planet and is committed to electrify the future. With around 25,000 people in 42 countries, the Group is leading the charge to the new world of electrification: safe, sustainable, renewable, decarbonized and accessible to everyone. In 2021, Nexans generated 6.1 billion euros in standard sales. The Group is a leader in the design and manufacturing of cable systems and services across four main business areas: Building & Territories, High Voltage & Projects, Industry & Solutions and Telecom & Data. Nexans is the first company of its industry to create a Foundation supporting sustainable initiatives bringing access to energy to disadvantaged communities worldwide. The Group pledge to contribute to carbon neutrality by 2030.

Nexans. Electrify the future.

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



Nexans

Joint stock Company with a share capital of 43,755, 627 euros
Registered office: 4 Allée de l'Arche - 92400 Courbevoie - France
393 525 852 Trade and Companies' Register Nanterre