Convening brochure of the Combined Shareholders' Meeting 2024

Ordinary and Extraordinary

May 16th, 2024 | 2:30 pm

MAISON DE LA RATP
189 RUE DE BERCY
75012, PARIS, FRANCE

Nexans
ELECTRIFY THE FUTURE

Contents

SHAREHOLDERS INFORMATION

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www.nexans.com

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

1 | Chairman's Message

Dear Madam, Dear Sir, Dear Shareholder,

I invite you to attend the Annual General Meeting of Nexans shareholders, which will be held, on first notice, on Thursday 16 May 2024 at 2.30 p.m. in the Espace du Centenaire of the Maison de la RATP in Paris. With the Board of Directors, Christopher Guérin, Chief Executive Officer, and the Executive Committee, we are delighted to welcome you to this Annual General Meeting.

For those unable to attend, the meeting will be broadcast live on the company's website. You will also be able to ask any questions you may have.

At this General Meeting, we will be commenting on the performance and highlights of the 2023 financial year. We will also provide an update on the Group's climate change strategy and follow up the actions taken in this area.

On the agenda is the composition of the Board of Directors, with the reappointment of Jane Basson as an independent director for a four-year term. The Group has benefited for several years from her experience, particularly in human resources and transformation strategy. We also submit for your approval the appointment of Tamara de Gruyter as an independent director for a term of four years. She was appointed censor by the Board on 20 March 2024. Tamara will bring to the Board of Directors her experience as the head of a multinational industrial company and her expertise in new technologies for industry.

In addition, you will be asked to vote on the remuneration policy for executive directors, defined in line with the Group's strategy; it reflects Nexans' financial, social and societal challenges and is aligned with shareholders' interests.

2023 was a record year for the company, with results never before achieved. This confirms the relevance of the company's vision and ambition. The Group is where it belongs, among the world's leading players committed to the sustainable electrification of our planet. As such, Nexans today plays an essential leadership role in the energy transition.

So, in addition to our stock market performance, and in line with the dividend policy introduced in 2021 to give you a greater stake in our results, we are proposing to pay a dividend of €2.30 per share.

I strongly encourage you to take part in the forthcoming Annual General Meeting and to vote on the resolutions that will be submitted to you. Your participation is essential if you are to take part in the decisions that affect your Group. You will find voting instructions on the following pages of this document.

I want to thank you for your trust and loyalty.

Jean Mouton
Chairman of the Board of Directors

2 | Agenda of the Shareholders' Meeting

Ordinary Shareholders' Meeting

1. Approval of the Company's financial statements and transactions for the fiscal year ended on December 31st, 2023.
2. Approval of the consolidated financial statements for the fiscal year ended on December 31st, 2023.
3. Allocation of profit for the fiscal year ended on December 31st, 2023 and setting of the dividend.
4. Renewal of the term of office of Jane Basson as Director.
5. Appointment of Tamara de Gruyter as Director
6. Renewal of the term of office of an acting Statutory Auditor.
7. Appointment of the company PricewaterhouseCoopers Audit as Statutory Auditor in charge of the certification of sustainability information.
8. Appointment of the company Mazars as Statutory Auditor in charge of the certification of sustainability information.
9. Approval of the information relating to the compensation items paid during the fiscal year ended on December 31st, 2023 or granted for the same fiscal year to Nexans corporate officers.
10. Approval of the items of compensation paid during the fiscal year ended on December 31st, 2023, or granted for the same fiscal year to Jean Mouton, Chairman of the Board of Directors.
11. Approval of the items of compensation paid during the fiscal year ended on December 31st, 2023, or granted for the same fiscal year to Christopher Guérin, Chief Executive Officer.
12. Approval of the compensation policy of the members of the Board of Directors for the fiscal year 2024.
13. Approval of the compensation policy of the Chairman of the Board of Directors for the fiscal year 2024.
14. Approval of the compensation policy of the Chief Executive Officer for the fiscal year 2024.
15. Authorization to be granted to the Board of Directors to carry out transactions involving Company shares.

Extraordinary Shareholders' Meeting

16. 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.
17. Delegation of authority to be granted to the Board of Directors for an 18 month-period, for the purpose of deciding to increase the share capital via the issuance of shares, and reserved for members of savings plans, without shareholders' preferential subscription rights, for the benefit of said members, and within the limit of a par value of EUR 600,000.
18. Delegation of authority to be granted to the Board of Directors for an 18 month-period, for the purpose of carrying out a share capital increase reserved for a category of beneficiaries, allowing for an employee shareholding plan to be offered to employees of certain foreign Group subsidiaries, under conditions comparable to those provided for in the 17th resolution of this General Shareholders' Meeting, without shareholders' preferential subscription rights, for the benefit of said category of beneficiaries, and within the limit of a par value of EUR 150,000.
19. Authorization to be granted to the Board of Directors for the purpose of granting in 2025 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 par value of EUR 330,000, subject to the satisfaction of the performance conditions set by the Board of Directors and for a 12 month-period beginning on January 1st, 2025.

20 Authorization to be granted to the Board of Directors for the purpose of granting in 2025 existing or newly issued free shares to employees or to some of them, without shareholders' preferential subscription rights, within the limit of a par value of EUR 50,000, not subject to performance conditions, for a 12 month-period beginning on January 1st, 2025.

21 Authorization to be granted to the Board of Directors for the purpose of granting 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 par value of EUR 130,000, subject to the satisfaction of the performance conditions set by the Board of Directors and for a 12 month-period.

22. Amendment of Article 16 of the Company's bylaws: removal of the obligation to appoint an alternate Statutory Auditor.

Ordinary Shareholders' Meeting

23. Non-renewal of an alternate Statutory Auditor.
24. Powers to carry out formalities.

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

Update on Nexans climate strategy and follow-up on undertaken actions.

3 | How to participate to the Meeting?

The Shareholders' Meeting is composed of all shareholders, regardless of the number of shares they own.

Shareholders may choose one of the following four ways to attend:

(a) Attending the Shareholders' Meeting in person;
(b) Voting by post;
(c) Giving proxy to the Chairman of the Shareholders' Meeting;
(d) Giving proxy to any natural person or legal entity of their choice.

In accordance with the provisions of Article R. 22-10-28 III of the French Commercial Code, shareholders who have already cast a postal vote, sent a proxy or requested an admission card or certificate of attendance in order to attend the Meeting may not choose another method of participation.

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.

The right to attend the Shareholders' Meeting is justified by the registration of the shares in an account in the name of the shareholder or the intermediary registered on their behalf (pursuant to the seventh paragraph of Article L. 228-1 of the French Commercial Code) at least 2 business days before the Shareholders' Meeting, namely by **Tuesday May 14th, 2024 at 00:00 a.m.** Paris time (hereafter referred to as "**D-2**"):

- **Shareholders holding their shares in registered form** must thus be registered in a registered shareholders' account maintained for the company by its representative, Société Générale, at D-2;
- **Shareholders holding their shares in bearer form** who want to participate to the Shareholders' Meeting, have to inform as soon as possible their financial intermediary who maintains the bearer shareholders' account. The financial intermediary will send to Société Générale a share certificate (attestation de participation). If a bearer shareholder who wishes to participate in person at a Shareholders' Meeting has not received his or her admission card by **Tuesday May 14th, 2024**, 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 16th, 2024 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 Shareholders' Meeting is due to start to sign the attendance register. You are advised to arrive one hour before the start of the Meeting to leave you time to complete all the necessary formalities.
- Take with you into the Meeting room the tablet for the electronic vote, which was given to you when you signed the attendance register.
- Follow the instructions given during the Meeting for voting.

Methods of participation

Nexans strongly hopes that as a shareholder of the Company, you will be able to attend the Annual Shareholders' Meeting in person, in which case, you will need to obtain an admission card. If you are unable to attend the Shareholders' 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 Shareholders' 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 Monday, April 29th, 2024, to 3:00 pm Paris time on Wednesday, May 15th, 2024.

Shareholders are advised not to wait until the last days before the Shareholders' 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.

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 Shareholders' 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 Shareholders' 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 Shareholders' Meeting in person

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

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

    Then, you'll have to follow the instructions on the screen. For any request, Société Générale Securities Services is available from 9:00 a.m. to 6:00 p.m. at the following telephone number: + 33 (0)2 51 85 67 89
- if you are a bearer shareholder, you should log in to your bank or broker's web portal using your standard login details and click on the icon that appears on the line corresponding to your Nexans shares. This will take you to the Votaccess website where you should then follow the instructions on the screen. Note that this option is only available to you if your bank or broker is registered with Votaccess.

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

- If you are a registered shareholder, this instruction form is attached ;
- If you are a bearer shareholder, you can request this form by letter addressed to Société Générale, Service Assemblées Générales, CS 30812, 32 rue du Champ de Tir, 44308 Nantes Cedex 03, France, or to your financial intermediary, no later than 6 days before the date of this Meeting, i.e. no later than May 10th , 2024.
- 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.

2. Voting or giving proxy online

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

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

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

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

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

The Votaccess website, secure and dedicated to the vote prior to the Shareholders' Meeting, will be open **from Monday, April 29th, 2024 at 9:00 am, until Wednesay, May 15th, 2024 at 3:00 pm**, Paris time.

3. Voting or giving proxy by post

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

- ✓ If you are a registered shareholder, this instruction form is attached;
- ✓ If you are a bearer shareholder, you can request this form by letter addressed to Société Générale, Service Assemblées Générales, CS 30812, 32 rue du Champ de Tir, 44308 Nantes Cedex 03, France, or to your financial intermediary, no later than 6 days before the date of this Meeting i.e. no later than May 10th , 2024.

To appoint the Chairman as your representative:

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

To appoint another person as your representative:

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

To vote remotely:

- Tick the box "*I vote by post*",
- If you wish to vote against or abstain from one or several resolutions, shade in the appropriate boxes next to the resolutions that you are opposed to sign; do not forget to fill in the box relating to "*amendments to or new resolutions presented during the Meeting*", indicating your choice by shading in the appropriate boxes.

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

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

To be taken into account, the duly completed and signed form will have to be received by Société Générale, Service Assemblées Générales, on **Wednesday May 15th, 2024 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 16th, 2024**, your name, address and full bank details and the name and address of the person to whom they are giving proxy or from whom the proxy is being withdrawn. Your instructions must be confirmed in writing by the bank or broker that manages your share account, in a letter or fax sent to Société Générale, Service Assemblées Générales, CS 30812, 32 rue du Champ de Tir, 44308 Nantes Cedex 3, France.

Only duly completed and signed notifications received by **Wednesday, May 15th, 2024 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 Shareholders' Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors, and against the adoption of all other draft resolutions. To cast any other vote, the shareholder must choose a proxy who agrees to vote in the manner indicated by the principal.

4 | How to fill out the voting form?

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

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

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

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

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4 allée de l'Arche
92400 Courbevoie - France

B S.A. au capital de 43 753 380 €
393 525 852 RCS NANTERRE

ASSEMBLÉE GÉNÉRALE MIXTE
convoquée le jeudi 16 mai 2024 à 14h30 (heure de Paris)
Urban Station (Espace du Centenaire) - 189, rue de Bercy
75012 Paris - France

COMBINED SHAREHOLDERS' MEETING
convened on Thursday, May 16th, 2024 at 2:30 pm (Paris time)
Urban Station (Espace du Centenaire) - 189, rue de Bercy
75012 Paris - France

CADRE RÉSERVÉ À LA SOCIÉTÉ - *FOR COMPANY'S USE ONLY*
Identifiant - *Account*
Nombre d'actions - *Number of shares*: Nominatif - *Registered* (Vote simple - *Single vote*; Vote double - *Double vote*); Porteur - *Bearer*
Nombre de voix - *Number of voting rights*

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

Je vote **OUI** à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention". / *I vote **YES** all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote No or I abstain.*

	1	2	3	4	5	6	7	8	9	10
Non / No	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
Abs.	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
	11	12	13	14	15	16	17	18	19	20
Non / No	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
Abs.	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
	21	22	23	24	25	26	27	28	29	30
Non / No	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
Abs.	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
	31	32	33	34	35	36	37	38	39	40
Non / No	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
Abs.	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
	41	42	43	44	45	46	47	48	49	50
Non / No	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
Abs.	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐

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

	A	B
Oui / Yes	☐	☐
Non / No	☐	☐
Abs.	☐	☐
	C	D
Oui / Yes	☐	☐
Non / No	☐	☐
Abs.	☐	☐
	E	F
Oui / Yes	☐	☐
Non / No	☐	☐
Abs.	☐	☐
	G	H
Oui / Yes	☐	☐
Non / No	☐	☐
Abs.	☐	☐
	J	K
Oui / Yes	☐	☐
Non / No	☐	☐
Abs.	☐	☐

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

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

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

3 ☐ **JE DONNE POUVOIR À :** Cf. au verso (4) pour me représenter à l'Assemblée
I HEREBY APPOINT: *See reverse (4) to represent me at the above mentioned Meeting*
M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

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

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

Whatever your choice, date and sign here

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

Date & Signature

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

	sur 1ère convocation / *on 1st notification*	sur 2ème convocation / *on 2nd notification*
à la banque / to the bank	15 mai 2024, 15h00 / *May 15, 2024 3:00 pm*	
à la société / to the company	15 mai 2024 / *May 15, 2024*	

« Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'assemblée générale »
'If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting'

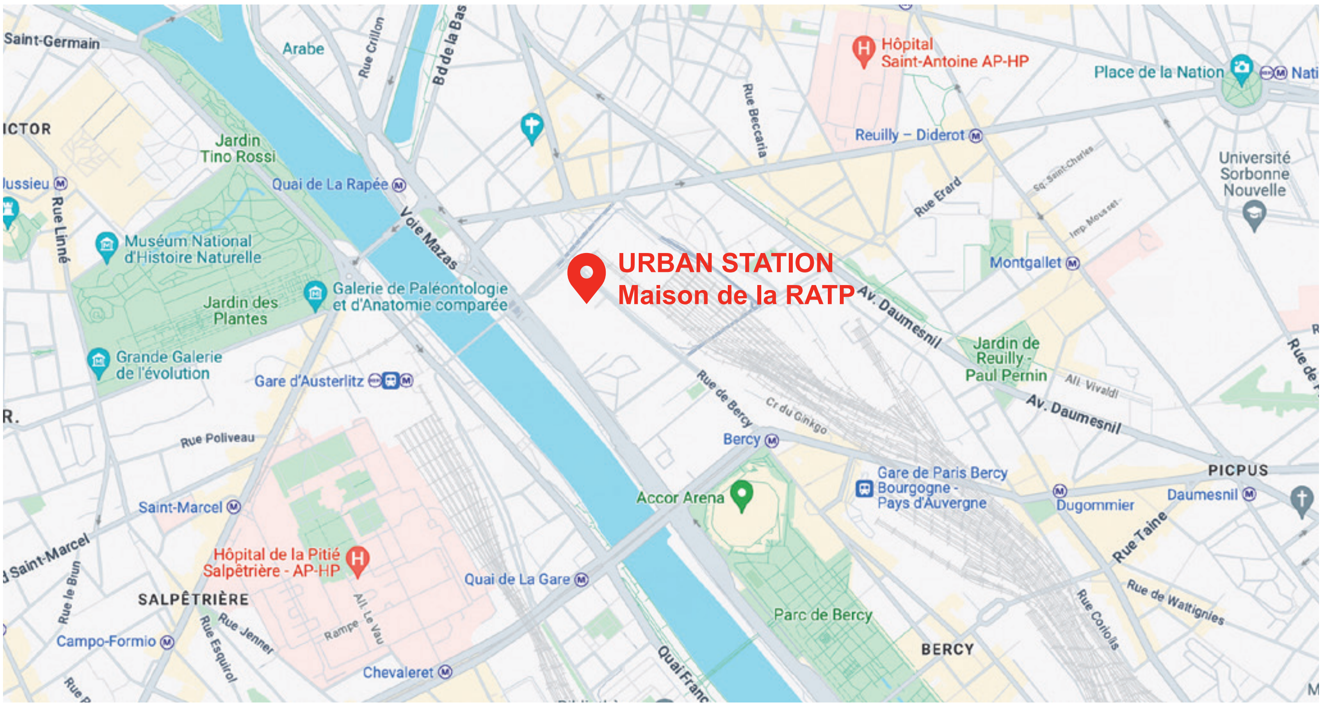
If you wish to vote by mail:
tick box 1 and follow the instructions.

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

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

5 | How to get to the Shareholders Meeting?

URBAN STATION – ESPACE DU CENTENAIRE
189, rue de Bercy
75012 Paris



Public Transport Access : (www.ratp.fr)

METRO
Line 1, Line 14, Station Gare de Lyon
Line 5, Station Quai de la Râpée
Line 10, Station Gare d'Austerlitz

RER
Line C, Station Gare d'Austerlitz

BUS
Lines 24, 57, 63, 72, 77, 87, 91

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

ORDINARY SHAREHOLDERS' MEETING

APPROVAL OF THE ANNUAL AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED DECEMBER 31ST, 2023 - ALLOCATION OF INCOME DETERMINATION OF THE DIVIDEND (RESOLUTIONS 1 TO 3)

The purpose of the first two resolutions is to submit for your approval the annual financial statements (**1st Resolution**) and the consolidated financial statements (**2nd Resolution**) for the fiscal year ended December 31st, 2023, which reveal profits of EUR 104,843,114 and a net profit, Group share, of EUR 221,358 thousand, respectively, as well as the transactions reflected in these financial statements or summarized in the reports of the Board of Directors and the Statutory Auditors.

The purpose of the **3rd Resolution** is to determine the distribution of income of the Company for 2023. It is proposed to distribute a dividend per share of EUR 2.30, increasing by 10% compared to the previous year. If this proposition is approved, the dividend will be paid on May 23rd, 2024. It will be detached on May 21st, 2024 (ex-date).

RENEWAL OF A DIRECTOR AND APPOINTMENT OF A NEW INDEPENDENT DIRECTOR (RESOLUTIONS 4 AND 5)

The purpose of the **4th resolution** is to renew the term of office of Jane Basson, for a four-year period, set to expire at the end of the Shareholders' Meeting convened to approve the financial statements for the fiscal year ending on December 31st, 2027.

Jane Basson has been Head of Transformation, Corporate Secretary and member of the Executive Committee of Airbus Defence and Space since October 1st, 2021. She was previously Chief of Staff to the Chief Operating Officer and Head of People Empowerment in Operations at Airbus. She brings to the Board of Directors her experience in human resources and in transformation strategy. She has been a Director since May 13th, 2020, and is a member of the Appointments and Corporate Governance Committee, the Compensation Committee and of the Strategy and Sustainable Development Committee.

On January 17th, 2024, the Board of Directors confirmed her qualification as an independent Director with respect to the independence criteria of the Afep-Medef Code. As Airbus is a customer of the Nexans Group, the Board of Directors has examined the significant business relationships between Nexans and Airbus, using both quantitative and qualitative criteria. In 2023, the Nexans Group generated less than 0.1% of its revenue through direct sales to Airbus and less than 1% of its revenue through indirect sales to various Airbus subcontractors. As a result, the Board of Directors does not consider the business relationship to be significant for the purpose of the independence criteria.

The Board of Directors also took into account other criteria such as the length and continuity of the relationship between the two companies as it is a longstanding relationship dating back prior to Jane Basson's appointment as a director. The Board of Directors also took into consideration Jane Basson's duties as Head of Transformation, Corporate Secretary and member of the Executive Committee of Airbus Defence and Space. This position does not give her direct decision-making power over the commercial agreements or projects that correspond to the business relationship between Nexans and Airbus. She does not receive any compensation in relation to any agreements, connections or business relationships that may exist between Nexans and Airbus.

Lastly, to maintain her character of independence, Jane Basson has undertaken not to participate (i) in the preparation of projects or contracts to be entered into by Airbus or any company in the Airbus Group or by its subcontractors with Nexans or a Nexans Group company, (ii) the work performed by Airbus under a contract signed with Nexans or any Nexans Group company, and (iii) any votes on matters discussed by the Board of Directors of Nexans relating to projects in which Airbus would or could be directly or indirectly interested, as a client.

Jane Basson attended all Board of Directors meetings in 2023. She also attended 80% of the meetings of the Appointment and Corporate Governance Committee, 83% of the meetings of the Compensation Committee and 88% of the meetings of the Strategy and Sustainable Development Committee.

The purpose of the **5th resolution** is to propose the appointment of Tamara de Gruyter as an Independent director for a four-year period, set to expire at the end of the Ordinary Shareholders' Meeting convened to approve the financial statements for the fiscal year ending on December 31st, 2027.

Tamara de Gruyter is President Portfolio Business and member of the executive board at Wärtsilä, an international company based in the Netherlands, specialized in advanced technologies and complete lifecycle solutions for the marine and energy markets. If appointed, Tamara de Gruyter would bring to the Board of Directors her experience as a multinational industrial company executive and her expertise in new technologies for industry. She has been appointed as Censor of the Company with effect from March 20th, 2024, in order to facilitate her integration into the Board of Directors.

On March 20th, 2024, the Board of Directors examined her qualification as an independent director with respect to the independence criteria of the Afep-Medef Code. As Wärtsilä is a customer of the Nexans Group, the Board of Directors has examined the significant business relationships between the Company and Wärtsilä, using both quantitative and qualitative criteria. In 2023, the Nexans Group generated less than 0.1% of its revenue through sales to Wärtsilä. As a result, the Board of Directors does not consider the business relationship to be significant for the purpose of the independence criteria.

The Board of Directors also took into account other criteria such as the length and continuity of the relationship between the two companies as it is a longstanding relationship dating back prior to Tamara de Gruyter's appointment as Nexans' Censor. The Board of Directors also took into consideration Tamara de Gruyter's duties as President Portfolio Business. This position does not give her direct decision-making power over the commercial agreements or projects that correspond to the business relationship between Nexans and Wärtsilä. She does not receive any compensation in relation to any agreements, connections or business relationships that may exist between Nexans and Wärtsilä.

Lastly, to maintain her character of independence, Tamara de Gruyter has undertaken not to participate (i) in the preparation of projects or contracts to be entered into by Wärtsilä or any company in the Wärtsilä Group with Nexans or a Nexans Group company, (ii) the work performed by Wärtsilä under a contract signed with Nexans or any Nexans Group company, and (iii) any votes on matters discussed by the Board of Directors of Nexans relating to projects in which Wärtsilä would or could be directly or indirectly interested, as a client.

A presentation of both 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 of Directors would thus be composed of 14 directors. Among these Directors, six were qualified as independent by the Board of Directors: (1) Jean Mouton, (2) Jane Basson, (3) Laura Bernardelli, (4) Tamara de Gruyter, (5) Marc Grynberg, and (6) Anne Lebel, representing an independence rate of over 54,5%[1] , which exceeds the 50% rate suggested under the terms of the Afep-Medef Code for companies with widely dispersed shareholding (sociétés à capital dispersé). In addition, the proportion of women serving on the Board of Directors would be 45.5%.

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

2025 AGM	Marc Grynberg, Francisco Pérez Mackenna(1), Andrónico Luksic Craig(1), Selma Alami(2)
2026 AGM	Laura Bernardelli, Anne Lebel
2027 AGM	Bpifrance Participations représentée par Karine Lenglart, Oscar Hasbún Martinez(1), Jean Mouton, Hubert Porte
2028 AGM	Jane Basson, Tamara de Gruyter

(1) Director proposed by main shareholder Invexans Limited
(2) Director representing employee shareholders

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

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 Shareholders' Meeting. The European Group Works Council has decided to appoint Elisabetta Iaconantonio as a director representing employees with effect from May 16th, 2024, for a four-year period, until the end of the 2028 Shareholders' Meeting. Elisabetta Iaconantonio, an Italian citizen, is a General Accounting Specialist at the Pioltello industrial site in Italy. She has fourteen years' experience with the Nexans Group. With a degree in Economics with honours, she began her career as an auditor at KPMG in Milan, Italy, and joined Nexans in 2011 as a Management Controller, then as a General Accounting Specialist. In 2009, she co-founded Officine Buone, a voluntary organisation that implements social projects in over 40 hospitals and care facilities in Italy for patients and care-workers.

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 Shareholders' Meeting.

APPOINTMENT OF A CO-STATUTORY AUDITOR (RESOLUTION 6)

The purpose of the **6th resolution** is to renew the term of office of the co-statutory auditor, the company PricewaterhouseCoopers Audit, expiring at the end of the 2024 Shareholder's Meeting.

In accordance with the provisions of Article L.821-67 of the French Commercial Code and the Internal Regulations of the Board of Directors, the procedure for appointing the Statutory Auditor was steered by the Accounts, Audit, and Risk Committee, which presented its recommendations to the Board of Directors on February 14th, 2024.

Upon the recommendation of the Accounts, Audit and Risk Committee, the Board of Directors proposes to renew the term of office of the company PricewaterhouseCoopers Audit as Statutory Auditor for a period of six financial years ending at the end of the Shareholders' Meeting called to approve the financial statements for the year ending December 31st, 2029.

APPOINTMENT OF STATUTORY AUDITORS IN CHARGE OF THE CERTIFICATION OF SUSTAINABILITY INFORMATION (RESOLUTIONS 7 AND 8)

The purpose of the **7th and 8th resolutions** is to appoint the companies PricewaterhouseCoopers Audit and Mazars as Statutory Auditors in charge of the certification of sustainability information.

The European Corporate Sustainability Reporting Directive («CSRD») strengthened the obligations of certain large companies, including Nexans, to publish non-financial information, and introduced a new sustainability reporting system, which will be applicable from 2025, in respect of the financial year beginning on or after January 1st, 2024. The Ordinance of December 6th, 2023, supplemented by a Decree of December 30th, 2023, transposed the CSRD Directive into French law with effect from January 1st, 2024.

The sustainability information published must be certified by a Statutory Auditor or an independent third-party body, registered on a specific list established by the High Audit Authority. In order to comply with the obligations of the CSRD, Nexans must publish sustainability information from 2025 and must appoint, at the 2024 Shareholders' Meeting, the Statutory Auditors or the independent third-party body responsible for certifying this information.

Upon the recommendation of the Accounts, Audit and Risks Committee, the Board of Directors proposes to appoint PricewaterhouseCoopers Audit, the Company's Statutory Auditors, to carry out the task of certifying the sustainability information, for a term of six financial years expiring at the end of the Shareholders' Meeting called to approve the financial statements for the year ending December 31st, 2029, and Mazars, for a term of three financial years expiring at the end of the Shareholders' Meeting called to approve the financial statements for the year ending December 31st, 2026.

The companies PricewaterhouseCoopers Audit and Mazars will be represented respectively by a natural person who meets the conditions required to perform the task of certifying sustainability information, in accordance with the conditions set out in Article L. 821-18 of the French Commercial Code.

APPROVAL OF THE INFORMATION RELATING TO THE ELEMENTS OF COMPENSATION PAID DURING FISCAL YEAR 2023 OR ALLOCATED IN RESPECT OF FISCAL YEAR 2023 TO CORPORATE OFFICERS (RESOLUTION 9)

In accordance with the provisions of Article L.22-10-34 I of the French Commercial Code, the purpose of the **9th resolution** is to submit to the vote of the Shareholders' Meeting the elements of compensation paid during the or allocated for the fiscal year 2023 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 2023 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 10 and 11**.

The compensation of the 14 members of the Board of Directors, for a total amount of **EUR 767,894**, is shown in the following table:

Director	Amount of compensation allocated for 2023 and paid in 2023
Jean Mouton	€ 0
Angéline Afanoukoé	€ 0
Selma Alami	€ 0
Jane Basson	€ 77,500
Laura Bernadelli1	€ 67,500
Bpifrance Participations, represented by A.S. Hérelle	€ 80,394
Marc Grynberg	€ 102,000
Oscar Hasbún Martinez	€ 75,000
Sylvie Jéhanno	€ 74,000
Anne Lebel	€ 110,000
Andrónico Luksic Craig	€ 23,500
Bjørn Erik Nyborg	€ 0
Francisco Pérez Mackenna	€ 91,500
Hubert Porte	€ 67,000

APPROVAL OF THE COMPENSATION ELEMENTS PAID DURING FISCAL YEAR 2023 OR ALLOCATED IN RESPECT OF FISCAL YEAR 2023 TO JEAN MOUTON AS CHAIRMAN OF THE BOARD OF DIRECTORS (RESOLUTION 10)

In accordance with the provisions of Article L. 22-10-34 II of the French Commercial Code, the **10th resolution** is intended to submit to the vote of the Shareholders' Meeting the elements of compensation paid or allocated during fiscal year 2023 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 2023 Universal Registration Document, in section 4.6.3 (2023 Compensation of Jean Mouton, Chairman of the Board of Directors), and are reiterated in the following summary table:

Compensation items paid during fiscal year 2023 or allocated in respect of fiscal year 2023	Amounts or book value of the compensation items paid during fiscal year 2023 or allocated in respect of fiscal year 2023	Comments and explanations
Fixed compensation	EUR 320,000	Gross amount, pre-tax and social security charges.

In accordance with the compensation policy for the Chairman of the Board of Directors approved by the Shareholders' Meeting of May 11th, 2023 under the 13th resolution, Jean Mouton did not receive any compensation in respect of his term of office as Director, nor any variable compensation, nor any deferred, long-term or exceptional compensation in respect of 2023. He did not receive any other benefits.

APPROVAL OF THE COMPENSATION ITEMS PAID DURING FISCAL YEAR 2023 OR ALLOCATED IN RESPECT OF FISCAL YEAR 2023 TO CHRISTOPHER GUÉRIN AS CHIEF EXECUTIVE OFFICER (RESOLUTION 11)

In accordance with the provisions of Article L.22-10-34 II of the French Commercial Code, the purpose of the **11th 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 or allocated during financial year 2023 to Christopher Guérin, Chief Executive Officer.

Shareholders are therefore being asked to vote on the following compensation items paid or allocated in fiscal year 2023: fixed compensation for 2023, annual variable compensation for 2022 paid in 2023, annual variable compensation for 2023 allocated in respect of 2023, performance shares allocated in 2023, and benefits in kind.

These elements comply with the recommendations of the AFEP-MEDEF Code, detailed in the 2023 Universal Registration Document, section 4.6.4 (*2023 Compensation of Christopher Guérin, Chief Executive Officer*), and reiterated in the following summary table:

Items of compensation paid in 2023 or granted	Amounts or book value of the items of compensation paid in fiscal year 2023 or granted in respect of the fiscal year 2023	Comments and explanations
2023 fixed compensation	EUR 750,000	Gross amount, pre-tax and social security charges. On the recommendation of the Compensation Committee, the Board of Directors decided to maintain the fixed compensation of the Chief Executive Officer for 2023 at 750,000 euros. This fixed remuneration was reviewed in 2021 after a period of 3 years.
2022 annual variable compensation paid in 2023	EUR 1,080,900	Christopher Guérin's annual variable compensation target for 2022 represented 100% of his annual fixed compensation and was determined as follows: 60% based on the achievement of collective objectives and 40% based on the achievement of specific, pre-established individual objectives. The variable portion could vary between 0 and 150% of the fixed portion of compensation. As regards the collective portion of the variable, in strict application of the level of achievement of the objectives defined for 2022 (ROCE for 25%, EBITDA for 50% and NFCF for 25%): • The rate of achievement observed for ROCE is 100% of the maximum, which reflects a significant success of this indicator compared to the budget, • The success rate for EBITDA is 100% of the maximum, this indicator having been exceeded compared to the budget, • The success rate for NFCF is 100% of the maximum, this indicator having also been exceeded compared to the budget. On this basis, the Board of Directors noted that the collective portion amounted to EUR 675,000 (for a potential maximum amount of EUR 675,000, i.e. 100% of this amount). For the portion contingent on specific, pre-defined individual objectives, the Board of Directors assessed the achievement level of the objectives for 2022. After assessing their degree of achievement, the Board of Directors defined them as follows:

		• the achievement rate for the "deployment of the strategy" objective was 85% of the maximum amount. The Company achieved exceptional net income of EUR 247 M against a 2022 target of EUR 190 M. SLS CAPEX has been successfully deployed. The Ampacity center was inaugurated in accordance with the strategic innovation plan. The R&D organization and the transformation of sales and marketing were set up and became operational in 2022. Although the rotation of assets has not been finalized, the Group has shown its ability to adapt the strategy to the context and opportunities; • the achievement rate for the "operational efficiency" objective was 93.3% of the maximum amount. This achievement rate is based on the successful integration of Centelsa, the work done on the value chain ecosystems and the inauguration of the mentioned Ampacity center; • the achievement rate for the "culture and engagement" objective was 95.0% of the maximum amount. The Group's values, Pioneers, Dedicated and United were rolled out across the Group with a high level of adoption. The transformations of the Sales Marketing, Innovation, Services & Growth, and IT organizations were implemented. The succession plan for the Executive Committee and the respective individual development plans were defined; • the achievement rate of the "deployment of the ESG policy" was 87.5% of the maximum amount. The ESG scorecard was successfully rolled out as well as the E3 performance model. Gender parity continues to improve at Nexans, reaching 26.6% of classified positions, compared to 26.6% last year, which is a great achievement. In 2022, the Company also focused on the finalization of two key programs, the "women leadership program" and the "emerging leaders program". On this basis, the Board of Directors noted that the individual portion amounted to EUR 405,900 (for a potential maximum of EUR 450,000, i.e. 90.2% of this amount). The total variable portion as determined by the Board of Directors for 2022 therefore amounts to EUR 1,080,900, i.e. 96.1% of the maximum amount.
2023 annual variable compensation allocated for 2023	EUR 1,036,500	Christopher Guérin's variable compensation for 2023 could vary, depending on the achievement of the objectives set by the Board of Directors, between 0% and 150% of his fixed annual compensation received as Chief Executive Officer. With regard to the collective portion of the variable compensation, in strict application of the level of achievement of the objectives defined for 2023 (ROCE 25%, EBITDA 50% and NFCF 25%): • The Group achieved a ROCE of 21.8% at December 31st, 2023 (at constant exchange rate) for a maximum objective of 19.5%. The achievement rate for ROCE is 100% of the maximum amount, reflecting a significant achievement compared to the budget; • The Group achieved an EBITDA of EUR 689.2 million (at constant exchange rate) for a maximum objective of EUR 640 million. The achievement rate for EBITDA is 100% of the maximum amount, this indicator having overachieved compared to the budget; • The Group achieved an NFCF of EUR 436.9 million (at constant exchange rate) for a maximum objective of EUR 270 million. The achievement rate for NFCF is 100% of the maximum amount, this indicator having also overachieved compared to the budget

		The Board of Directors noted that the portion of variable compensation amounted to EUR 675,000 (representing 100% of the maximum potential amount of EUR 675,000). For the portion contingent on specific, pre-defined individual objectives, the Board of Directors assessed the achievement level of the objectives for 2023. After assessing their degree of achievement, the Board of Directors defined them as follows: • the achievement rate for the "deployment of the strategy" objective was 74.4% of the maximum amount. The Company achieved exceptional net income of EUR 235 M against a 2023 target of EUR 200 M. The expansion plan of Halden has been completed on time with the first production starting in the new extension. The CAPEX in France and in Morocco have been launched as planned. The rotation of assets has not been fully completed as per plan due to negative market condition. • the achievement rate for the "operational efficiency" objective was 79.0% of the maximum amount. The shift to industry 4.0 is 8 units ahead of plan. The Group has generated strong synergies on EBITDA and Cash Flow generation resulting from the Centelsa and Reka successful integrations. • the achievement rate for the "culture and engagement" objective was 87.9% of the maximum amount. The Company has performed an exceptional work on the new culture setting foundations of the New Nexans model. The new organization design has been defined to be implemented in 2024. The workforce planning for the Sales & Marketing population setting the key required skills for the future has been completed. The Company also strengthens its development programs and talent pools with the finalization of the industrial graduate program, the Emerging Leadership Program and the revamp of the Plant Manager Development Program. • the achievement rate of the "deployment of the ESG policy" was 80.0% of the maximum amount. The three years climate strategy has been defined, the E3 cluster has been successfully deployed. The implementation and adoption of E3 model at the Group level is a success, strengthening the Nexans performance model and its culture in all countries. The Group made a strong improvement on Safety as well as on gender diversity, which rate was reached 27.6% in 2023 for executive and managerial functions. Nexans will continue to reinforce actions to improve the overall Group diversity including senior management positions, graded and industrial population. On this basis, the Board of Directors noted that the individual portion amounted to EUR 361,500 (for a potential maximum of EUR 450,000, i.e. 80.3% of this amount). The total variable portion as determined by the Board of Directors for 2023 therefore amounts to EUR 1,036,500, i.e. 92.1% of the maximum amount. The payment of the variable portion of the CEO's remuneration is conditional upon its approval by the Annual Shareholders' Meeting.
Stock options, performance shares, or any other long-term compensation component	A maximum number of 13,600 performance shares valued at EUR 566,944	In accordance with the Group's long-term compensation policy and the authorization given at the Annual Shareholders' Meeting of May 11th, 2022, on March 16th, 2023 the Board of Directors approved the recommendation of the Appointments, Compensation and Corporate Governance Committee and adopted a new long-term compensation plan (Plan no. 23). This plan involves grants of performance shares and free shares to the Group's key senior managers. Under the plan, the Board of Directors granted Christopher Guérin between 0 and 13,600 performance shares as Chief Executive Officer. The vesting of these shares is subject to the achievement of the following three performance conditions, which are applicable to all performance share beneficiaries:

1) A vesting condition applied to 40% of the shares allocated and based on the relative evolution of the total shareholder return (TSR) of Nexans as compared with that of a benchmark panel made up of the following nine companies: Belden, Legrand, Prysmian, Rexel, ABB, Schneider Electric, Leoni, NKT Cables, and ZTT. The Board of Directors may revise the panel during the period if any of the companies cease to exist or merge with another company.

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:

Rank achieved by Nexans compared to panel TSR	% of shares vested based on this condition
1st or 2nd in the ranking	100%
3rd in the ranking	90%
4th in the ranking	80%
5th in the ranking	60%
Below 5th in the ranking	0%

2) An economic performance condition applied to 40% of the shares granted and of measuring, on the one hand, the level of consolidated EBITDA margin (expressed as a percentage of sales at standard metal prices) and, on the other hand, the NCCR (Normalized Cash Conversion Ratio) defined as the ratio of Free Cash Flow normalized by EBITDA:

EBITDA margin thresholds for the 2025 fiscal year if the NCCR is greater than 40%	% of shares vested based on this condition
≥12%	100%
≥11.6% and <12%	90%
≥11.2% and <11.6%	80%
≥10.8% and <11.2%	70%
≥10.4% and <10.8%	60%
≥10.0% and <10.4%	50%
<10%	0%

3) A CSR performance condition applied to 20% of the shares granted, which consists of measuring the achievement of 12 objectives at the end of 2025:

2025 CSR objectives			2025 objectives
ENGAGEMENT			
	Safety	Workplace safety rate[a]	0.8
	Human capital	Women in Management positions[b]	30%
		Women in Top management positions[c]	22%
	Employee engagement	Employee engagement index[d]	80%
ENVIRONMENT			
	Decarbonation	Reduction of GHG emissions (scope 1, 2) (base year 2019) SBTi engagement[e]	35%
		Reduction of GHG emissions (scope 3) (base year 2019) SBTi[f]	29%
		Re100 engagement[g]	55%
	Circular economy	Rate of recycled copper production waste used in our products[h]	6%
	Energy transition	Revenue generated from products and services that contribute to energy transition and efficiency[i]	≥80%
ECOSYSTEMS			
	Business ethics	Proportion of employees who completed the compliance training program[j]	100%
	Stakeholders	Supplier risk assessment rate (suppliers falling within the scope of assessment)[k]	100%
	Nexans Foundation	Amount allocated by the Nexans Foundation[l]	≥€400,000

The number of performance shares vesting under the CSR performance condition will depend on the number of CSR targets achieved by December 31st, 2025.

		Depending on performance levels at the end of the vesting period expiring on March 16, 2027, the number of shares that will be definitively acquired by the Chief Executive Officer may vary between 0 and a maximum of 13,600 shares, in accordance with the performance conditions set out above.
Valuation of the benefits of all kinds	EUR 7,645	Christopher Guérin uses a company car.

In addition, the following compensation items were in effect as of December 31st, 2023. A detailed description of these items is set forth in the 2023 Universal Registration Document in section 4.6.4 (*Compensation 2023 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	As Chief Executive Officer, Christopher Guérin is entitled to a termination indemnity. The termination indemnity will be payable only (1) in the event of a forced departure due to a change of control or strategy (it being specified that this condition will be deemed to be met unless otherwise decided by the Board of Directors, particularly in the case of serious misconduct), and (2) after the Board of Directors has placed on record that the applicable performance conditions have been met, either at the time of, or after the termination or change in the Chief Executive Officer's duties, in accordance with Article L.225-42-1 of the French Commercial Code. The payment of the indemnity would be subject to an overall rate of achievement of objectives for target annual variable compensation of at least 80% on average over the three years prior to the date of the forced departure. The Compensation Committee will determine the achievement rate of the applicable performance conditions and submit their findings to the Board of Directors for a final decision. The indemnity will be equal to two years' worth of his total compensation (fixed and variable), i.e. 24 times his most recent monthly compensation (fixed portion) prior to the month of his departure plus an amount equal to his most recent monthly base compensation (fixed portion) multiplied by his most recent nominal bonus rate. The final amount payable in relation to the termination indemnity would be paid in one installment within a maximum of one month after the Board of Directors' assessment of whether the applicable criteria have been met. In compliance with the compensation policy for executive officers described in Section 4.6.2. of the 2023 Universal Registration Document, the termination indemnity may not exceed two years' worth of actual compensation (fixed and variable).
Non-compete indemnity	EUR 0	Christopher Guérin has undertaken not to exercise any business that would compete either directly or indirectly with any of the Company's businesses for a period of two years from the end of his term of office as Chief Executive Officer, irrespective of the reason for the termination of his duties. In return for this undertaking he will receive a non-compete indemnity which will be paid in 24 equal and successive monthly installments and will correspond to one year of his total fixed and variable compensation, i.e. 12 times the amount of his most recent monthly compensation (fixed portion) plus an amount equal to his most recent monthly base compensation (fixed portion) multiplied by his most recent nominal bonus rate. The Board of Directors may require Christopher Guérin as Chief Executive Officer to comply with a non-compete obligation for a period of less than two years. In such a case, the non-compete indemnity payable would be reduced on a proportionate basis.

		In accordance with Article 25.3 of the AFEP-MEDEF Code (December 2022 version), in the event of Christopher Guérin's departure, the Board of Directors will decide whether or not the non-compete agreement entered into with him will apply and will be entitled to cancel it (in which case no non-compete indemnity will be payable). In addition, in accordance with Article 25.4 of the AFEP-MEDEF Code, no non-compete indemnity will be due if Christopher Guérin takes retirement upon leaving the Group.
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 2023 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 2023 is EUR 300,000.

APPROVAL OF THE COMPENSATION POLICY FOR DIRECTORS AND EXECUTIVE DIRECTORS FOR 2024 (RESOLUTIONS 12 TO 14)

In accordance with the provisions of Article L.22-10-8 II of the French Commercial Code, the shareholders are invited to approve the principles and criteria for determining, granting and allocating the fixed, variable and exceptional items making up the total compensation and benefits of all kinds for Nexans executive corporate officers for the financial year 2024.

The **12th resolution** concerns the compensation policy for members of the Board of Directors, which includes a fixed portion and a predominantly variable portion, depending on the directors' attendance at Board of Directors meetings, their participation in Committees and the specific missions that may be entrusted to them (Independent Lead Director and Director responsible for monitoring climate and environmental issues). The total annual amount of compensation allocated to members of the Board of Directors was set at 820,000 euros at the Shareholders' Meeting held on May 11th, 2023, with effect from the financial year beginning January 1st, 2023. The compensation policy for corporate officers for the 2024 financial year was established by the Board of Directors on February 14th, 2024, upon the recommendation of the Compensation Committee.

Upon the recommendation of the Compensation Committee, the Board of Directors decided to increase the amount of remuneration allocated to the Chairwoman of the Accounts, Audit and Risks Committee from EUR 7,000 to EUR 9,000 per Committee meeting, while maintaining the ceiling on total remuneration for her role as Chairwoman of the Accounts, Audit and Risks Committee at EUR 36,000 per year.

In addition, the Board of Directors has implemented a policy for the reimbursement of Board of Directors members' travel expenses and has decided that the following expenses will be reimbursed to Board of Directors members: plane tickets for national and international air travel, train tickets, public transport, taxis and VTCs, accommodation and meal expenses.

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 2023 Universal Registration Document.

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

The compensation policy for the Chairman of the Board of Directors is described in detail in the report presented in section 4.6.1.3. of the 2023 Universal Registration Document.

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

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

The structure of the compensation of Christopher Guérin as Chief Executive Officer was reviewed on February 16, 2021, and approved at the Shareholders' Meeting on May 12, 2021. In accordance with the compensation policy for executive officers, the compensation of Christopher Guérin remained unchanged for a period of three years.

The 2024 compensation policy was evaluated by the Compensation Committee during four meetings between July 2023 and February 2024, before being proposed and approved by the Board of Directors.

On the recommendation of the Compensation Committee on February 14, 2024, the Board of Directors defined the new compensation policy for Christopher Guérin which will apply from 2024. The compensation was reviewed in its amount and its structure. It resulted in a more competitive and balanced compensation in consistency with the Group's performance and strategy.

The reference panel selected to benchmark Christopher Guérin comprises 15 companies (cf. table below) and has been defined according to four main criteria: industrial, project-centric companies, comparable size and attractiveness. 11 of the companies in the 2023 reference panel were already in the 2021 reference panel.

Nexans is positioned above the 40th percentile in terms of EBITDA margin, and between 30th and 40th percentile in terms of EBITDA value and market capitalization, with respect to the reference panel.

	Industry			Size	
	Process industry	Cable & Electrification	Project Centric	Economic size	Market capitalization
Alstom SA	●		●		●
Arkema SA	●				●
BIC SA	●			●	●
Bureau Veritas			●		
Imerys SA	●			●	●
ISS A/S	●			●	●
Legrand SA	●	●			
Plastic Omnium SE	●			●	●
Prysmian SpA	●	●			
Rexel SA		●			●
SEB SA	●			●	●
SPIE SA			●	●	●
Technip FMC	●		●	●	
Valeo SE	●				●
Vallourec SA	●		●	●	●

Figure 1 : Reference panel selection criteria

STRUCTURE OF THE 2024 COMPENSATION OF THE CHIEF EXECUTIVE OFFICER

On the recommendation of the Compensation Committee, the Board of Directors decided to rebalance short-term and long-term variable compensations, while ensuring alignment with the business practices of the reference panel. Previously, the proportion of the short-term incentive was 39% (37.5% now), while the long-term incentive was at 34% (37.5% now). After the proposed change, the portion of the fixed, short-term variable and long-term variable components (excluding exceptional compensation) in the CEO's total compensation, assuming that the maximum rate of annual variable compensation is reached and that the Board of Directors grants the maximum number of performance shares, is the following:

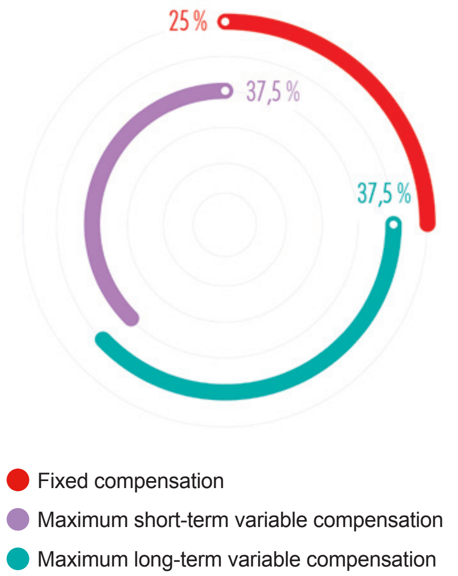


Figure 2 : Structure of the 2024 compensation

FIXED COMPENSATION

The Board of Directors proposed to offer a fixed remuneration of 950,000 euros to Christopher Guérin. The decision was made taking into account the performance of the group and the overall competitiveness of the compensation, including the analysis of the reference panel, to ensure retention in the context of the upcoming 3-years strategic plan.

→ Context:

Following 20 years' experience in operational and managerial positions in Nexans, Christopher Guérin was appointed Chief Executive Officer of the Group in 2018. The remuneration of Christopher Guérin was set at 600,000 euros, 15% lower than his predecessor, whose fixed remuneration was set at 700,000 euros at the 2014 shareholders meeting. At the time, Christopher Guerin's fixed remuneration was 22% lower than the median of the reference peer group.

At its meeting of February 16, 2021, in view of the excellent performance of the Group, led by Christopher Guérin, the Board of Directors decided to reduce the gap in a first step and set, for a period of 3 years, the fixed remuneration to 750,000 euros to make it closer to the appropriate level. However, this amount still positioned his fixed remuneration 7% lower than the median of the reference panel.

→ Performance:

In its decision to align the fixed remuneration to the median of the reference panel, the Board of Directors recognizes the consistent outperformance of Christopher Guérin and the Group since his appointment in 2018 and reaffirms its trust in his leadership and capabilities to deliver the next strategic plan of the Group.

Nexans 2021-2024 Winds of Change strategic plan: A proven strategy for Sustainable Electrification

Under the leadership of Christopher Guérin, the Group has significantly improved its financial performance through the transformation its operating model and focus of its activities on sustainable electrification, while reducing its environmental impact.

Since 2021, the Winds of Change strategy, announced and promoted by Christopher Guérin, has been successfully deployed and continues to demonstrate its relevance and potential.

By refocusing the Group on high value-added sustainable electrification businesses, and by focusing on its strategic customers, the Group has been able to provide innovative solutions and new technologies to effectively meet the challenges of the electricity revolution.

At the end of 2023, the Group benefited from a strong backlog of orders, in line with its electrification strategy. This was reflected in the signing record contracts, unprecedented in the Nexans's history.

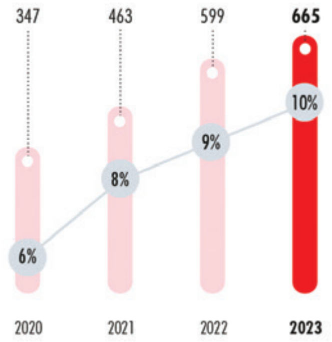
Generation & Transmission adjusted backlog reached a record high of 6.1 billion euros at the end of December 2023. After the success of the DolWin 6 project and the signing of the BorWin 6 project in 2022, Nexans continued its long-term partnership with the operator TenneT and signed the largest contract in its history in 2023, for an amount of 1.7 billion euros, for the connection of future wind farms in the German North Sea. The Group also signed a 1.43 billion euros contract for the interconnection of the networks in Greece and Cyprus for the EuroAsia Interconnector section, renamed «Great Sea Interconnector».

Under Christopher Guérin's leadership, the Group continued to simplify its model to amplify its impact and promote growth in value rather than in volume. This has enabled and still enables the Group to significantly improve its profitability, delivering 2024 Capital Markets Day commitments announced in 2021, one year ahead of target, while preserving the environment and promoting employee engagement:

- Since December 31, 2020, Nexans has continuously created value with reported EBITDA growth of 92%. With an adjusted EBITDA of 665 million euros in 2023, the adjusted EBITDA margin increased 4.1 points to 10.2% of revenue in 2023 (compared to 6.1% in 2020).
- For the second consecutive year, the return on capital employed (ROCE) reached an all-time high of 20.7% in 2023. This represents an increase of 10.5 points compared to December 31, 2020.
- The Group generated exceptional levels of cash with a normalized cash conversion rate above 40%. This exceeded 50% of EBITDA in 2023.

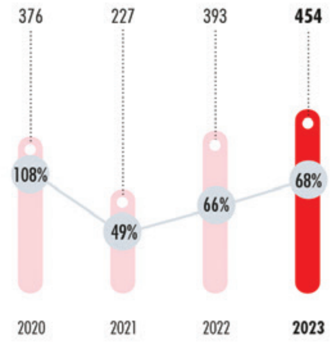
These results have been reinforced by a relevant M&A strategy with the acquisition of Centelsa in 2022 and Reka in 2023 which generated +20% and +50% run-rate synergies, significantly ahead of schedule.

REPORTED EBITDA[1] (€M) AND EBITDA MARGIN[2] (%)



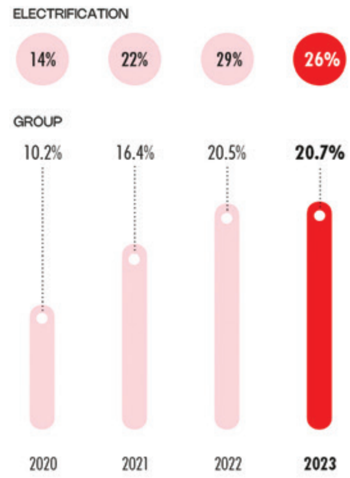
(1) EBITDA is defined as operating margin before depreciation and amortization. Starting 2023, EBITDA is relabeled as Adjusted EBITDA to comply with ESMA/20151415, and defined as operating margin before (i) depreciation and amortization, (ii) share-based payment expenses, and (iii) some other specific operating items which are not representative of the business performance. Refer to appendix.
(2) Reported EBITDA on standard sales.

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



(3) Normalized Free Cash Flow is calculated as Free Cash-Flow excluding Strategic Capex, disposal proceeds of tangible assets, impact of material activity closures and assuming project tax cash-out based on completion rate rather than termination.
(4) NCCR (Normalized cash conversion ratio) defined as Normalized Free Cash Flow / reported EBITDA.

ROCE[5] (%)



(5) 12-month Operating Margin on end of period Capital Employed, excluding antitrust provision, including annual contribution from Reka Cables in 2023.

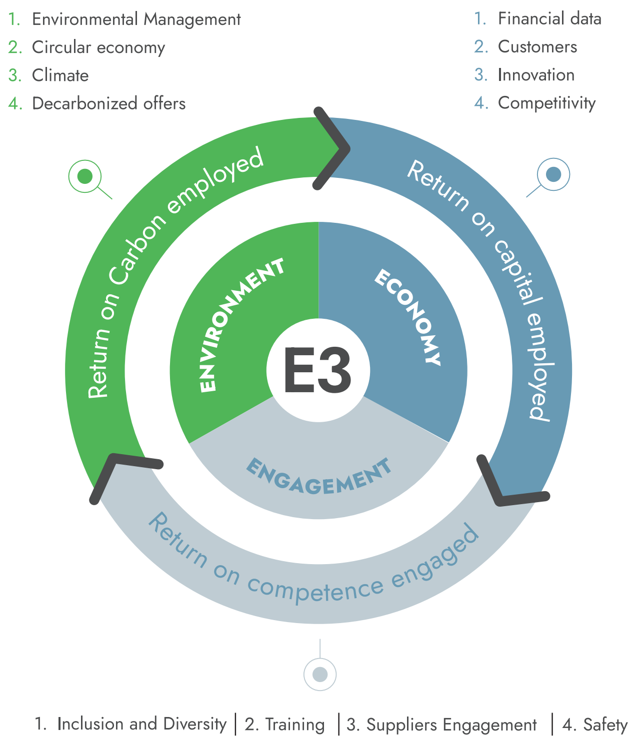
Nexans' unique E3 performance model

The Group's outstanding performance is the result of a performance model introduced in 2021, Nexans' E3 performance model. This innovative framework seeks to integrate Economic performance with positive outcomes for the Environment and people Engagement.

Under the leadership of Christopher Guérin, the Group has been able to deploy this innovative performance model, defining priorities and investments based on the three Es and evaluating each business unit following the three criteria: return on capital invested, return on carbon employed and return on competence engaged.

Thanks to this holistic approach, in addition to the Group's strong economic performance, Nexans reported a reduction in scopes 1, 2 and 3 GHG emissions of 36% compared to 2019, which is ahead of target. In addition, metallurgical plants in Canada and France have received the Copper MarkTM label for responsible copper production.

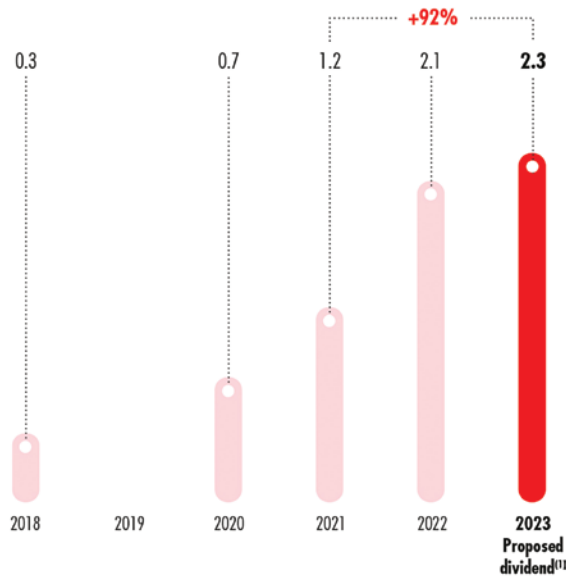
The Group also benefits from a high level of employee engagement (with a 2022 engagement rate of 77%) which helps promote the corporate vision and translate it into concrete operational actions.



An attractive shareholder return

Thanks to the implementation of its strategy, operational model and execution, the Group has created value for its shareholders. Over the past five year the Total Shareholder Return increased by +270%, supported by a progressive dividend policy which increased by +92% since 2021.

DIVIDEND/SHARE (€)



(1) Subject to Nexans Annual Shareholders Meeting vote.

→ Competitiveness:

The Board of Directors noted that the current fixed compensation of Christopher Guérin is significantly lower than the Reference panel, positioned below the first quartile and 21% lower than median. The median fixed remuneration for the reference panel equals 950,000 euros and the average fixed remuneration equals 983,000 euros.

Over the last three years, the median fixed remuneration of the 11 companies in the 2021 benchmark increased by 15%.

Given Nexans' positioning between the 30th and 40th percentiles of the reference panel and the challenges related to its transformation, the Board of Directors decided to propose a more competitive fixed remuneration, aligned with the median, to encourage Christopher Guérin to continue pursuing the Group's electrification strategy and creating value for its stakeholders.

In addition, the Board of Directors considered the evolution of the CEO pay ratio, which compares the CEO's salary to the average employee's salary. It has decreased by 36% over the past 3 years. (refer to 4.6.5 : Pay ratios).

With the above considerations in mind, the Board of Directors decided to offer Christopher Guérin a fixed remuneration of 950,000 euros, in alignment with median of the reference panel.

The annual fixed compensation will be subject to the approval at the 2024 at the Shareholders' Meeting through the resolution on the Chief Executive Officer's compensation policy for 2024.

VARIABLE COMPENSATION

At its meeting on February 14, 2024, the Board of Directors set the structure and objectives of Christopher Guérin's variable compensation for 2024. The target rate of the annual variable compensation remains unchanged and aligned with the median of the reference panel. It represents 100% of the annual fixed compensation. The level of the short term variable remuneration may vary from 0% to 150% of his fixed annual compensation according to the achievements of objectives set by the Board of Directors.

On the recommendation of the Compensation Committee, on February 14, 2024, the Board of Directors decided to transfer the Net income objective from the individual to the collective portion of his annual objectives, changing mechanically the proportion of collective objectives at 65% and the portion of individual objectives at 35%, versus 60% and 40% respectively. Achievement of collective and individual objectives is assessed against demanding pre-established annual objectives in line with the Group's strategy.

Target amounts for the selected objectives are those of the 2024 budget. All targets are set with their respective minimum and maximum thresholds to ensure compensating for performance (cf. Figure 3).

VARIABLE COMPENSATION STRUCTURE AND OBJECTIVES

Minimum and maximum targets are defined in absolute value within brackets set for each indicator and aligned with the annual budget approved by the Board of Directors.

Bonus payment trigger threshold may not be less than 90% of the ROCE, EBITDA and net income targets, and 80% of the NFCF. In the event of outperformance, the bonus payment threshold may not exceed 110% of the ROCE, EBITDA and net revenue targets, and 120% of the NFCF.

Below the trigger threshold, no bonus is paid, then the bonus follows a linear interpolation from 0% to 150% of the basic salary between the respective minimum and maximum thresholds is followed.

Objectives and their respective weighting for 2024 are as follows:

Criteria	Weighting	Minimum 0% of target compensation	Target 100% of target compensation	Maximum 150% of target compensation
Collective objectives	**65%**			
ROCE	25%	90%	100.0%	110%
EBITDA	40%	90%	100.0%	110%
Net revenue	10%	90%	100.0%	110%
NFCF*	25%	80%	100.0%	120%
Individual objectives	**35%**	**80% of target compensation**	**100% of target compensation**	**150% of target compensation**
Deployment of the strategy	30%	Quantitative and qualitative objectives set by the Board of Directors		
Operational efficiency	30%	Quantitative and qualitative objectives set by the Board of Directors		
Culture, engagement and deployment of the ESG Policy	40%	Quantitative and qualitative objectives set by the Board of Directors		

Figure 3 : Short-term variable structure
*Normalized Free Cash Flow, which corresponds to the published Free Cash Flow, restated for strategic capital expenditure, disposal proceeds of tangible assets, the impact of significant material activity closures and a calculated tax disbursement for high-voltage projects, based on completion rate rather than termination.

In the event of a significant change in the Group's reporting structure, the Board of Directors may decide to adjust these criteria accordingly.

The individual objectives and their respective weighting for 2024 are as follows:

1. Strategy deployment – 30%:

- Capital Market Day 2025-2028. Presentation of strategic movements, seminar of the Board of Directors and internal, external communication;
- Inorganic: continued asset rotation in light of the economic context.

2. Operational efficiency – 30%:

- Deployment of the Group's industrial strategy by amplifying Industry 4.0;
- Excellence of Generation & Transmission in the deployment of the transformation plan and the execution of the order backlog;
- Integration of acquisitions.

3. Culture, engagement & ESG – 40%:

→ Culture & Engagement

- Design and implementation of a new organization (focused on Distribution & Usages) to increase the agility of decision-making and empower the Business Units;
- Deployment and adoption of the new culture and successful cultural integration of acquisitions;
- Embodying E3 leadership at all levels.

→ Deployment of the ESG Policy

- Safety: Workplace accident frequency rate (FR1) ≤ 0.9;
- E3 leadership: 15% of sites E3 compatible, implementation of dedicated E3 training, climate strategy aligned with the objective;
- Diversity: Increase in the overall proportion of women. Reach 20% women in Senior Management positions, 18% for overall employees across Group (excluding Harnesses).

These objectives were set in line with the Group's strategy and approved on the basis of the projected budget as reviewed by the Board of Directors. Collective and individual objectives were set by the Board of Directors on February 14, 2024.

Payment of annual variable compensation will be subject to approval at the 2025 Shareholders' Meeting of the resolution related to the total compensation and benefits-in-kind paid in 2025 or granted to the Chief Executive Officer for 2024 in accordance with Article L.225-100 of the French Commercial Code.

LONG-TERM COMPENSATION IN SHARES

On the recommendation of the Compensation Committee, the Board of Directors decided to rebalance sort-term and long-term variable compensations. The Maximum value of shares allocation is increased and aligned with the median of the reference panel, i.e. 150% of the Chief Executive Officer's annual fixed compensation.

At its meeting on February 14, 2024, the Board of Directors set out the performance conditions for the long-term incentive plan:

- 40% of the performance shares granted to the Chief Executive Officer for 2024 will be subject to a vesting condition based on Nexans' total shareholder return (TSR) as compared with that of a panel made up of comparable companies approved by the Board of Directors.

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 panel of comparable companies:

- 40% of the performance shares granted in 2024 will be subject to a financial performance condition based on the EBITDA rate with a minimum level of cash conversion at the end of 2026. In the event of a significant change in the Group's reporting structure, the Board of Directors may decide to adjust the operating margin and capital employed to take account of this change;
- 20% of the performance shares granted in 2024 will be subject to a performance condition linked to the Group's CSR ambitions as set out in the roadmap for 2024-2026.

For 2024, the shares that may be granted to the Chief Executive Officer are capped by the resolution adopted by the Shareholders' Meeting of May 11, 2023 at no more than 12% of the aggregate number of performance shares granted (i.e. 36,000 shares), corresponding to around 0.08% of the Company's share capital at December 31, 2023 (made up of 43,753,380 shares).

In accordance with the compensation policy for executive officers, Christopher Guérin, as Chief Executive Officer, must hold 25% of the performance shares definitively vested in registered form until the end of his duties with a minimum of 15,000 shares as set by the Board of Directors.

The compensation policy for the Chief Executive Officer for 2024 is detailed in the report presented in paragraphs 4.6.1.3 of the 2023 Universal Registration Document.

AUTHORIZATION TO BE GRANTED TO THE BOARD OF DIRECTORS TO CARRY OUT TRANSACTIONS INVOLVING THE COMPANY SHARES (RESOLUTION 15)

We propose that you renew, under substantially similar conditions, the authorization granted by the Shareholders' Meeting dated May 11th, 2023 (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.

In January 2023, the Company bought back 35,856 shares under the shares buyback program implemented by the Board of Directors on May 11th, 2022, in accordance with the authorization granted by the Shareholders' Meeting of May 11th, 2022, for a total amount of 3.2 million euros, allocated to meeting the obligations arising from the free share and performance share plans for employees and corporate officers.

In 2023, the Company also bought back 45,000 shares at a weighted average price of 75.162 euros per share, representing a total cost of 3.4 million euros, to be used to meet obligations arising from the free share and performance share plans for employees and corporate officers.

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

Between January 1st and December 31st, 2023, under this liquidity contract, the Company carried out :

- 6,318 purchase transactions, totaling 1,089,538 shares at an average price of EUR 79.2517, i.e. a total amount of EUR 86,347,761.20; and
- 6,523 sales transactions, totaling 1,089,538 shares at an average price of EUR 79.4441, for a total amount of EUR 86,557,376.90.

As of December 31st, 2023, the Company held 119,858 of its own shares (0.27% of the capital), including 27,951 shares under the liquidity agreement.

In the context of the authorization submitted for your approval under the terms of the 15th Resolution, it is proposed to authorize the Board of Directors, with the authority to sub-delegate, to purchase or arrange for the purchase of Company shares, in order to conduct the following transactions: the free allocation of shares to eligible employees and corporate officers in the context of, in particular, the provisions of articles L. 225-197-1 and L.22-10-59 et seq. of the French Commercial Code (see section below entitled “Grants of performance shares and free shares” for further information); the implementation of any Company stock option plan or similar plan; the allocation or sale of shares to employees as part of their profit sharing in the growth of the Company and pursuant to any corporate employee savings plans or employee shareholding plan, as well as carrying out any hedging transaction related to the aforementioned employee shareholding plans; and generally, the satisfaction of obligations associated with stock option plans or other share plans benefiting the employees or the corporate officers of the Company or of a related company; the cancellation of all or part of the shares resulting from a buyback; the simulation of the secondary market for Nexans shares through an investment services provider pursuant to the terms of a liquidity contract; the delivery of shares upon exercise of the rights attached to securities granting access to the share capital, or the delivery of shares in the context of external growth transactions within a limit not to exceed 5% of the share capital.

Share purchases may involve a number of shares such that:

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

Shares may be purchased, sold, exchanged or transferred at any time within the limits authorized by the laws and regulations in force, and by any means, excluding derivatives on the regulated market or off-market (including by block purchases or sales). The maximum purchase price of the Company’s shares would be EUR 150 per share (excluding acquisition costs). The total amount allocated to the buyback program may not exceed EUR 175 M.

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

EXTRAORDINARY SHAREHOLDERS’ MEETING

It should be noted that the Company completed the following transactions in 2023 by using the delegations granted by the Shareholders’ Meeting held on May 11th, 2022:

March 16th, 2023 October 24th, 2023	**Long-Term Compensation plan: grants of performance shares and free shares** The Board of Directors implemented the Group’s long-term compensation policy by adopting Long-term Compensation Plans No. 23 and No. 23A, providing for the grant of 297,850 performance shares, then, after cancellation of 9,070 shares, the grant of 5,000 additional shares to a new employee out of the 300,000 performance shares authorized by the May 11th, 2022 Shareholders’ Meeting, and 48,880 free shares out of the 50,000 authorized by the Shareholders’ Meeting of May 11th, 2022.

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 16)

Along with **Resolution 15** authorizing the Board of Directors to purchase, or order the purchase of Company shares in order to, in particular, cancel some or all of the shares resulting from said buyback, it is proposed that you renew the authorization granted by the Extraordinary Shareholders' Meeting of May 11th, 2023 (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.

EMPLOYEE SHAREHOLDING (RESOLUTIONS 17 AND 18)

Under the terms of resolutions 25 and 26 of the Shareholders' Meeting of May 11th, 2023, the Board of Directors had requested authorization to launch an international employee share ownership plan in 2024. The Board of Directors decided, upon the recommendation of the Compensation Committee, to postpone this employee share ownership plan until 2025. The purpose of this postponement is to ensure alignment with the new equity story scheduled for the fourth quarter of 2024.

The purpose of **resolutions 17 and 18** is to ask the Shareholders' Meeting for a new authorization to enable an employee share ownership plan to be implemented in 2025.

Share capital increase reserved for employees (Resolution 17)

The purpose of this proposal is to renew the delegation granted to the Board of Directors by the Shareholders' Meeting of May 11th, 2023 in order to enable the completion of a potential employee shareholding plan. As such, the Board of Directors could carry out a share capital increase reserved for members of a Group company savings plan up to a nominal limit of EUR 600,000, representing a maximum number of 600,000 ordinary shares.

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

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

Since 2002, the Company practice has been to implement an employee shareholding plan every two years, it being specified that the last employee shareholding plan was implemented on July 26th, 2022. The Company now intends to set up an employee share ownership plan every three years.

Share capital increase reserved for a category of beneficiaries in the context of an employee shareholding plan (Resolution 18)

This delegation is intended to enable the Board of Directors to decide to carry out a share capital increase of a maximum par value of EUR 150,000 for the benefit of any credit institution (or subsidiary of such institution) acting at Nexans' request for the implementation, in favor of certain foreign employees , of an alternative offer presenting an economic profile comparable to the employee shareholding plan that could potentially be put in place in the context of a share capital increase reserved for employees pursuant to the terms of the 17th resolution. The alternative offer could consist in allocating to the employees concerned, in proportion to the shares in the FCPE or subscribed shares, a right to receive, at expiration, a stock appreciation right, such formula being commonly used in this type of transaction.

Indeed, in some countries, the applicable legal and/or tax regulations could make it difficult or untimely to implement employee shareholding plans formulae including a structured offer of FCPE units pursuant to the terms of the 17th resolution. The implementation of alternative formulae, for the benefit of certain foreign employees could therefore prove desirable, as was the case during the Group's previous employee shareholding plan carried out by the Group. As a matter of fact, the implementation of these alternative formulas could make it necessary to complete a **share capital increase reserved for a financial institution** participating in the structuring of the operation with the same discount as that granted to employees, thereby justifying the cancellation of shareholders' preferential subscription rights.

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

The issuance price of the shares pursuant to the terms of this delegation should be equal to the Reference Price retained in the context of the delegation granted by virtue of the 17th Resolution of this Shareholders' Meeting, provided it is adopted, minus a discount.

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

GRANT OF SHARES (RESOLUTIONS 19 TO 21)

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

- the corporate officers 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 Group's 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 330,000 performance shares (Resolution 19) and a maximum number of 50,000 free shares (Resolution 20) for the benefit of some "Talented" employees, who are not part of the Executive Committee, and who don't benefit from performance shares. 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 19 and 20 in 2025 would amount to 0.08% of the share capital as of December 31st, 2023. 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 Compensation Committee's proposal, each of which is assessed over a 3-year period. Considering the performance and continued employment conditions which have been set, a portion of the grant of these shares could be rendered null and void. The performance conditions of the previous performance share plans resulted in the vesting of the shares initially allocated between 0% and 65% of the maximum.

The performance conditions that will be set by the Board of Directors, upon the proposal of the Compensation Committee, for the performance share plan envisaged for 2025 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.

<u>Grants of performance shares to the executive corporate officers</u>

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, 2023.

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 20th, 2024 pursuant to the authorizations granted by the Shareholders' Meeting dated May 11th, 2023:

<table>
<tr><td>Perimeter</td><td>533 executive officers and managers employed in France and abroad, including the Chief Executive Officer, Christopher Guérin and employees members of the Executive Committee.</td></tr>
<tr><td></td><td>

• **281,100 performance shares** of the 300,000 performance shares authorized by the Shareholders' Meeting dated May 11th, 2023, **representing less than 0.7% of the share capital at year-end 2023**, 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 281,100 shares assume maximum performance with respect to the three performance conditions retained, as described below.

20,000 shares were allocated to Christopher Guérin, as Chief Executive Officer.

• **45,600 free shares (not subject to performance conditions)** of the 50,000 shares authorized by the Shareholders' Meeting dated May 11th, 2023, **representing approximately 0.1% of the share capital at year-end 2023**, 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.

</td></tr>
<tr><td>Dilutive Impact</td><td>The maximum overall dilutive impact of the plan is less than 0.08% on the basis of the share capital as of December 31st, 2023, without taking into account the potential use of existing shares.</td></tr>
<tr><td>Vesting Period</td><td>4 years</td></tr>
<tr><td>Continued Employment Condition</td><td>The definitive vesting of the performance and free shares will be subject to a 4-year continued employment condition.</td></tr>
<tr><td>Performance Conditions</td><td>

The definitive vesting of the performance shares is subject to stringent performance conditions, each of which is measured over a 3-year period. The performance conditions are split into three segments: stock market performance, economic performance and ESG performance.

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, Encore Wire, Legrand, NKT Cables, Orsted, Prysmian, Rexel, Signify 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.

<table>
<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>
<tr><td>1st or 2nd in the ranking</td><td>100%</td></tr>
<tr><td>3rd in the ranking</td><td>90%</td></tr>
<tr><td>4th in the ranking</td><td>80%</td></tr>
<tr><td>5th in the ranking</td><td>60%</td></tr>
<tr><td>Below 5th in the ranking</td><td>0%</td></tr>
</table>

40% of the granted performance shares shall be subject to an economic performance condition consisting in measuring the EBITDA Margin[1] at year-end 2026.

<table>
<tr><th>Levels of the EBITDA margin at year-end 2026</th><th>Percentage of the number of vested shares</th></tr>
<tr><td>≥ 12%</td><td>100%</td></tr>
<tr><td>≥ 11.6% and < 12%</td><td>90%</td></tr>
<tr><td>≥ 11.2% and < 11.6%</td><td>80%</td></tr>
<tr><td>≥ 10.8% and < 11.2%</td><td>70%</td></tr>
<tr><td>≥ 10.4% and < 10.8%</td><td>60%</td></tr>
<tr><td>≥ 10% and < 10.4%</td><td>50%</td></tr>
<tr><td>< 10%</td><td>0%</td></tr>
</table>

20% of the granted performance shares shall be subject to a Corporate Social Responsibility performance condition consisting in achieving the Group's CSR ambitions.

The 2026 CSR scorecard will be finalized at the latest in Q3 2024, in order to be in line with the targets to be announced at the Capital Markets Day on November 13th, 2024.The Board of Directors will determine the CSR objectives at the latest in Q3 2024.

</td></tr>
</table>

[1] The consolidated EBITDA margin is defined as the operating margin before depreciation and amortization, as reported in the 2025 year-end financial statements and published in 2026.NCCR, expressed as a percentage, is defined as the quotient of normalized Free Cash Flow (or NFCF, which excludes strategic capex, disposals of property, plant and equipment and impacts related to site or business closures), by EBITDA, as reported in the year-end 2025 financial statements and published in 2026.

Grant of free shares under a performance condition (Resolution 19)

The **19th resolution** is to authorize the Board of Directors to make, in 2025, free allocations of existing shares or shares to be issued to some or all of the Group's employees and corporate officers, waiving the shareholders' pre-emptive rights to subscribe for them, up to a maximum nominal amount of EUR 330,000, subject to performance conditions to be set by the Board of Directors, for a period of 12 months as from January 1st, 2025.

Grant of free shares without a performance condition (Resolution 20)

This **20th resolution** is to authorize the Board of Directors to make, in 2025, free allocations of existing shares or shares to be issued to employees or certain employees, waiving the shareholders' preferential subscription rights, up to a maximum nominal amount of EUR 50,000, not subject to performance conditions, for a period of 12 months from January 1st, 2025.

Grant of free performance shares linked to the new strategic plan (Resolution 21)

Nexans will present its new Equity Story on November 13th, 2024 at the Capital Markets Day (CMD). In order to motivate and retain the members of the Executive Committee and certain key people to carry out this ambitious plan until its completion at the end of 2028, the Board of Directors wishes to set up a special long-term incentive plan, as it did in 2021, when the previous strategic plan was launched.

This long-term remuneration would be linked in particular to the Group's economic indicators, in line with the new strategic plan. The terms and conditions will be published on the Company's website as soon as they have been set by the Board of Directors, on the recommendation of the Compensation Committee.

In accordance with Article L. 22-10-59 of the French Commercial Code, the Board of Directors is asking the Shareholders' Meeting the authorization to allocate a maximum of 130,000 performance shares (Resolution 21) to employees it chooses from among the employees and corporate officers of the Company and of companies or groups of companies affiliated to it under the conditions set out in Article L. 225-180 of the French Commercial Code.

The maximum dilutive impact of the grants that would be made under resolution 21 in 2024 would be less than 0.35% of the share capital as at February 29th, 2024. The shares definitively allotted will come either from the issue of new shares or from the repurchase by the Company of existing shares as part of a share buyback program in order to limit the dilution of shareholders.

The proposed authorization is limited to the needs of the proposed plan. The Board of Directors will set demanding performance conditions on the recommendation of the Compensation Committee, each of which will be assessed over a 3-year period.

AMENDMENT OF THE COMPANY'S BYLAWS: REMOVAL OF THE OBLIGATION TO APPOINT AN ALTERNATE STATUTORY AUDITOR (RESOLUTION 22)

Under the terms of the **22nd resolution**, it is proposed to amend Article 16 of the Company's bylaws, which provides for the appointment of as many alternate Statutory Auditors as there are Statutory Auditors.

Since the entry into force of Law n°2016-1691 of December 9th, 2016 on transparency, the fight against corruption and the modernization of economic life (known as the «Sapin 2 Act»), the appointment of an alternate Statutory Auditor is only required if the Statutory Auditor is a natural person or a one-person company (Article L. 821-40 of the French Commercial Code).

It is proposed that Article 16 of the bylaws be amended to remove the statutory obligation to appoint alternate Statutory Auditors, and that it be worded as follows:

«Article 16 - Statutory Auditors
The ordinary general shareholders meeting shall appoint at least two auditors who shall carry out their audit function in accordance with the law. They can be re-elected."

ORDINARY SHAREHOLDERS' MEETING

NON-RENEWAL OF AN ALTERNATE STATUTORY AUDITOR (RESOLUTION 23)

The term of office of the alternate Statutory Auditor, Mr. Patrice Morot, expires at the end of the 2024 Shareholders' Meeting.

In the 6th Resolution, it is proposed that you reappoint PricewaterhouseCoopers Audit, a multi-person legal entity, as Statutory Auditor.

The **23rd Resolution** is to acknowledge the end of the term of office of the Alternate Statutory Auditor, and to decide, upon the adoption of the 22nd resolution on the amendment of Article 16 of the Company's bylaws, not to renew his term of office.

POWERS TO CARRY OUT FORMALITIES (RESOLUTION 24)

The **24th Resolution** is a customary resolution concerning the granting of the powers necessary to carry out the formalities related to the resolutions adopted by the Shareholders' Meeting.

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ORDINARY SHAREHOLDERS' MEETING

First Resolution - Approval of the Company's financial statements and transactions for the fiscal year ended on December 31st, 2023

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the Company's financial statements for the fiscal year ended on December 31st, 2023, and the reports of the Board of Directors and the Statutory Auditors, approves, in their entirety, the Company's financial statements, including the balance sheet, income statement and appendix, as submitted, showing a profit of EUR 104,843,114, as well as the transactions reflected in these financial statements or summarized in these reports.

In accordance with Article 223 quater of the French General Tax Code, the Shareholders' Meeting also approved the amount of expenses and charges referred to in Article 39-4 of the French General Tax Code, corresponding to expenses and charges not deductible from corporate income tax, amounting to EUR 4,800, for the fiscal year ended on December 31st, 2023, and the amount of tax relating thereto is nil.

Second Resolution - Approval of the consolidated financial statements for the fiscal year ended on December 31st, 2023

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, 2023, and the reports of the Board of Directors and the Statutory Auditors, approves, in their entirety, the consolidated financial statements, including the balance sheet, income statement and appendix, as submitted, showing a net profit (group share) of EUR 221,358 thousand, as well as the transactions reflected in these financial statements or summarized in these reports.

Third Resolution - Allocation of income for the fiscal year ended on December 31st, 2023 and setting of the dividend

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

1. Notes that:

• Net profit for the fiscal year ended on December 31st, 2023 amounts to:	EUR 104,843,114
• Retained earnings amount to:	EUR 67,697,740
• **Total distributable profit amounts to:**	**EUR 172,540,854**

2. Resolves to allocate net profit for the fiscal year ended on December 31st, 2023, i.e., a profit of EUR 104,843,114, as follows:

- An amount of EUR 100,632,774 to a dividend distribution, i.e., a dividend of EUR 2.30 per share (based on 43,753,380 shares constituting the share capital as at December 31st, 2023); and
- The balance, i.e., EUR 4,210,340, to the "retained earnings".

In the event that, when the dividend is 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 "retained earnings".

The dividend coupon will be detached on May 21st, 2024 and paid out as from May 23rd, 2024.

The dividend is calculated before any tax and/or social security deductions that may apply to any shareholder, depending on his or her individual situation. In accordance with Article 243 bis of the French General Tax Code, 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 to the 40% tax deduction referenced in Subparagraph 2 of Paragraph 3 of Article 158 of the French General Tax Code.

The Shareholders' Meeting notes that the amounts of dividends paid over the last three fiscal years, all eligible to the 40% tax deduction, were as follows:

	Fiscal Year 2020 (paid in 2021)	Fiscal Year 2021 (paid in 2022)	Fiscal Year 2022 (paid in 2023)
Dividend per share	EUR 0.70	EUR 1.20	EUR 2.10
Number of shares eligible for dividends	43,730,007	43,337,074	43,657,466
Total amount	EUR 30,611,004.90	EUR 52,004,488.80	EUR 91,680,678.60

Fourth Resolution – Renewal of the term of office of Jane Basson as Director

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the report of the Board of Directors, decides to renew Jane Basson's term of office as Director for the statutory four-year (4) period, set to expire at the end of the ordinary shareholders' meeting to be called to approve the financial statements for the fiscal year ending on December 31st, 2027.

Fifth Resolution –Appointment of Tamara de Gruyter as Director

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the report of the Board of Directors, decides to appoint Tamara de Gruyter as Director for the statutory 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, 2027.

Sixth Resolution – Renewal of the term of office of an acting Statutory Auditor

meetings, after considering the report of the Board of Directors, decides to renew the term of office of the company PricewaterhouseCoopers Audit (Compagnie Régionale des Commissaires aux Comptes de Versailles), located at 63, rue de Villiers, 92208 Neuilly-sur-Seine Cedex, France, as acting Statutory Auditor, for the six fiscal year legal term, set to expire at the end of the ordinary shareholders' meeting to be called to approve the financial statements for the fiscal year ending on December 31st, 2029.

Seventh Resolution – Appointment of the company PricewaterhouseCoopers Audit as Statutory Auditor in charge of the certification of sustainability information

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the report of the Board of Directors, decides to appoint the company PricewaterhouseCoopers Audit (Compagnie Régionale des Commissaires aux Comptes de Versailles), located at 63, rue de Villiers, 92208 Neuilly-sur-Seine Cedex, France, as Statutory Auditor in charge of the certification of sustainability information, for the remaining term of its mandate as acting Statutory Auditor, set to expire at the end of the ordinary shareholders' meeting to be called to approve the financial statements for the fiscal year ending on December 31st, 2029.

Eighth Resolution – Appointment of the company Mazars as Statutory Auditor in charge of the certification of sustainability information

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the report of the Board of Directors, decides to appoint the company Mazars (Compagnie Régionale des Commissaires aux Comptes de Versailles et du Centre), located at Tour Exaltis, 61, rue Henri Regnault, 92075 Paris-La Défense Cédex, France, as Statutory Auditor in charge of the certification of sustainability information, for the remaining term of its mandate as acting Statutory Auditor's office, set to expire at the end of the ordinary shareholders' meeting to be called to approve the financial statements for the fiscal year ending on December 31st, 2026.

Ninth Resolution – Approval of the information relating to the compensation items paid during the fiscal year ended on December 31st, 2023 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, after considering the corporate governance report of the Company referenced at Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34 I of the same Code, the information referred to in paragraph I of Article L. 22-10-9 of the French Commercial Code presented therein, as set out in the 2023 Nexans Universal Registration Document, sections 4.6.2 to 4.6.4.

Tenth Resolution –Approval of the items of compensation paid during the fiscal year ended on December 31st, 2023, 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, after considering the corporate governance report of the Company referenced at Article L. 225-37 of the French Commercial Code, approves, in accordance with 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, 2023 or allocated for the same fiscal year to Jean Mouton, Chairman of the Board of Directors, presented therein, as set out in the 2023 Nexans Universal Registration Document, section 4.6.3.

Eleventh Resolution –Approval of the items of compensation paid during the fiscal year ended on December 31st, 2023, 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, after considering the corporate governance report of the Company referenced at Article L. 225-37 of the French Commercial Code, approves, in accordance with 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, 2023 or allocated for the same fiscal year to Christopher Guérin, Chief Executive Officer, presented therein, as set out in the 2023 Nexans Universal Registration Document, section 4.6.4.

Twelfth Resolution – Approval of the compensation policy of the members of the Board of Directors for the fiscal year 2024

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering 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, in accordance with Article L. 22-10-8 of the same Code, the compensation policy of the members of the Board of Directors presented therein, as set out in the 2023 Nexans Universal Registration Document, section 4.6.1.1.

Thirteenth Resolution – Approval of the compensation policy of the Chairman of the Board of Directors for the fiscal year 2024

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering 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, in accordance with Article L. 22-10-8 II of the same Code, the compensation policy of the Chairman of the Board of Directors presented therein, as set out in the 2023 Nexans Universal Registration Document, section 4.6.1.2.

Fourteenth Resolution – Approval of the compensation policy of the Chief Executive Officer for the fiscal year 2024

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering 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, in accordance with Article L. 22-10-8 II of the same Code, the compensation policy of the Chief Executive Officer presented therein, as set out in the 2023 Nexans Universal Registration Document, section 4.6.1.2.

Fifteenth 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 report of the Board of Directors:

1. Authorizes the Board of Directors, with the right to sub-delegate under the conditions provided by law, in accordance with Articles L. 22-10-62 et seq. and L. 225-210 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 16th, 2014, on market abuse, to purchase or cause to purchase Company shares for the purposes of:
    - allocating free shares to eligible employees and corporate officers in the context of, in particular, Articles L. 225-197-1 et seq. and L. 22-10-59 et seq. of the French Commercial Code;
    - implementing any Company stock option plan for eligible employees, in particular under Articles L. 225-177 et seq. and L. 22-10-56 et seq. of the French Commercial Code or any similar plan;
    - allocating, selling, or transferring shares to employees as part of their profit sharing plan or pursuant to corporate employee savings plans under the conditions provided by law and, in particular under Articles L. 3332-1 et seq. of the French Labor Code, or any other employee share plans, in particular 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;
    - generally, meeting any obligations associated with stock option plans or other share plans benefiting employees or corporate officers of the Company or of any related company;
    - cancelling all or part of the shares resulting from such buyback within the legal limits;
    - stimulating the secondary market of the Nexans shares through an investment services provider pursuant to the terms of a liquidity contract that complies with market practices recognized by the French financial markets

regulator (Autorité des Marchés Financiers);

- 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, within the limit of 5% of the share capital;

2. 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 20th, 2024, a share capital comprised of 43,753,380 shares, it being specified that when shares are bought back to promote liquidity under the conditions defined by the French financial markets regulator'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; and
    - the number of shares acquired by the Company for retention and subsequent delivery as exchange, payment or otherwise in the context of external growth transactions, mergers, spin-offs or capital contributions, shall not exceed 5% of its share capital;

3. Decides that 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, 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 buyback 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, within the limits permitted by applicable regulations;

4. Decides that the maximum purchase price per share under the present resolution shall be equal to EUR 150 (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 delegated the necessary powers to the Board of Directors for the purpose of adjusting the aforementioned maximum 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 175 million;

5. Grants all necessary powers to the Board of Directors, with the right to sub-delegate under the conditions provided 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;

6. Decides that this authorization is effective from the date of the Shareholders' Meeting and will expire at the end of a period of eighteen (18) months as from the date of the Shareholders' Meeting; as of the date hereof, this authorization cancels the unused portion, as the case may be, of the authorization granted to the Board of Directors by the combined ordinary and extraordinary shareholders' meeting dated May 11th, 2023, 17th resolution.

EXTRAORDINARY SHAREHOLDERS' MEETING

Sixteenth 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, after considering the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance Articles L. 22-10-62 et seq. and L. 225-210 et seq. of the French Commercial Code:

1. Authorizes the Board of Directors to reduce the share capital of the Company, on one or more occasions, in such proportions and at such times as it deems appropriate, by cancelling, within the limits set by law, all or part of the shares acquired in the context of any share buybacks plan authorized by the Shareholders' Meeting, within the limits permitted by law;
2. Decides that, on the date of each cancellation, the maximum number of shares cancelled by the Company per twenty-four (24) month period prior to such cancellation, including the shares subject to such cancellation, may not exceed 10% of the share capital of the Company on that date, i.e., for illustrative purposes, a maximum number of 4,375,338 shares as of March 20th, 2024;
3. 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;
4. Grants all necessary powers to the Board of Directors, with the right to sub-delegate under the conditions provided by law, for the purpose of carrying out any cancellation and share capital reduction transactions that could potentially be carried out by virtue of this authorization, setting the final amount applicable to any share capital reduction, amending the bylaws accordingly and, generally, completing all necessary formalities;
5. Decides that this authorization is effective from the date of the Shareholders' Meeting and will expire at the end of a period of 18 months as from the date of the Shareholders' Meeting; as of the date hereof, this authorization cancels the unused portion, as the case may be, of the authorization granted to the Board of Directors by the combined ordinary and extraordinary shareholders' meeting dated May 11th, 2023, 18th resolution.

Seventeenth Resolution –Delegation of authority to be granted to the Board of Directors for an 18 month-period, for the purpose of deciding to increase the share capital via the issuance of shares, and reserved for members of savings plans, without shareholders' preferential subscription rights, for the benefit of said members, and within the limit of a par value of EUR 600,000

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing extraordinary shareholders' meetings, after considering the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with Articles L. 225-129-2, L. 225-129-6, and L. 225-138-1 of the French Commercial Code and, in particular, Articles L. 3332-18 to L. 3332-24 of the French Labor Code:

1. Delegates to the Board of Directors, with the right to sub-delegate under the conditions provided by law, its authority to decide to increase the share capital of the Company, in one or more transactions, of a maximum par value of EUR 600,000 or the equivalent in any other currency or monetary unit established by reference to several currencies , in such proportions and at such times as it deems appropriate, via the issuance(s) of shares , reserved for eligible current and former employees and corporate officers, pursuant to the terms of the French Labor Code, who are members of one or several company savings plans (or any other plan under which Articles L. 3332-1 et seq. of the French Labor Code or any other analogous law or regulation would allow for reserving a share capital increase to its members under equivalent conditions) implemented within the Group including the Company and the French or foreign companies related to the Company under the conditions set forth in Article L. 225-180 of the French Commercial Code and Article L 3344-1 of the French Labor Code, it being specified that the subscription of shares can be carried out via a fonds commun de placement d'entreprise (collective employee investment vehicle under French law, or "FCPE"), in particular an FCPE with an investment "formula" in the meaning of the French financial markets regulator's regulations, or any other collective investment vehicle authorized under applicable regulations; any issue of preference shares;
2. Decides that the maximum par value of share capital increases that could potentially be carried out based on this delegation will be deducted from the aggregate EUR 14 million par value ceiling set in Paragraph 2 of the 19th resolution of the general shareholders' meeting dated May 11th, 2023 or, as the case may be, from the corresponding ceiling set forth in a resolution of the same type that were to replace said resolution during the validity period of the delegation hereof;

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

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

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

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

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

    - to set, under applicable legal conditions, the list of companies, the above-mentioned beneficiaries of which may subscribe the shares and benefit, as the case may be, from the grant of free shares ;
    - to decide that the subscriptions can be carried out directly by beneficiary members of a company savings plan, or via an FCPE or other structures or entities permitted under applicable legal or regulatory provisions;
    - to set the opening and closing dates for subscriptions;
    - to determine the amounts of the issuances that will be carried out by virtue of this authorization and to set, in particular, the issuance prices, dates, time frames, and terms and conditions applicable to the subscription, payment, delivery, and benefit entitlement (jouissance) of the securities (which could be retroactive), the reduction rules applicable in the event of oversubscription as well as the other terms and conditions of the issuances, within applicable legal and regulatory limits ;
    - in the event of a grant of free shares to set the dates, time frames, and terms and conditions applicable to the allocation of these shares, within the legal and regulatory limits in force and, in particular, to fully or partially replace the discounts on the above-mentioned with this grant, or deduct the exchange value of these shares from the total amount of the employer matching contribution, or a combination of both, and deduct the necessary amounts, as the case may be, from the issuance reserves, profits, or premiums, to pay for the new shares to be issued that would be granted as such;
    - to acknowledge the completion of the share capital increases up to the limit of shares effectively subscribed;
    - as the case may be, to deduct, at its own discretion, the share capital increase costs from the amount of related premiums and withdraw the amounts necessary to increase the legal reserve to one tenth of the new share capital amount resulting from these share capital increases;
    - to enter into all agreements, to complete all necessary transactions and formalities either directly or indirectly via an officer, including completing the formalities required following the share capital increases and amending the Bylaws accordingly; and
    - generally, to enter into any agreement, in particular for the purpose of successfully completing the planned issuances, to take all measures and decisions and to complete all formalities useful for the issuance, the listing, and the financial servicing of the securities issued by virtue of this delegation, as well as for the exercise of the rights attached thereto, or required post-completion of the share capital increases;

8. Decides that this delegation will expire in 18 months as from the date of the Shareholders' Meeting; this delegation cancels the unused portion, as the case may be, of the delegation granted to the Board of Directors by the combined ordinary and extraordinary shareholders' meeting dated May 11th, 2023, 25th resolution.

Eighteenth Resolution - Delegation of authority to be granted to the Board of Directors for an 18 month-period, for the purpose of carrying out a share capital increase reserved for a category of beneficiaries, allowing for an employee shareholding plan to be offered to employees of certain foreign Group subsidiaries, under conditions comparable to those provided for in the 17th resolution of this General Shareholders' Meeting, without shareholders' preferential subscription rights, for the benefit of said category of beneficiaries, and within the limit of a par value of EUR 150,000

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

1. Acknowledges the fact that the legal and/or tax framework in certain countries could make it difficult or irrelevant to implement employee shareholding plans carried out directly or via an FCPE "formula" company by virtue of the 17th resolution subject to this General Shareholders' Meeting (it being specified that eligible beneficiaries of the Groupe Nexans companies, the registered headquarters of which are located in one of these countries, are hereinafter referred to as "Foreign Employees," and that the "Nexans Group" includes the Company and the French and foreign subsidiaries related to the Company under the conditions set forth in Article L. 225-180 of the French Commercial Code and of Article L. 3344-1 of the French Labor Code) and, as a result, the fact that the implementation, for the benefit of Foreign Employees, of alternate formulae differing from those offered to residents of France who are members of one of the company savings plans established by one of the companies of the Nexans Group could be recommended;

2. Delegates its authority to the Board of Directors, with the ability to sub-delegate under the conditions set forth by law, for the purpose of deciding to increase the share capital of the Company, in one or several transactions, both in France and abroad, in the amounts and at the times it shall determine, either in Euros or in any other currency or monetary unit established by reference to several currencies, via the issuance of shares without shareholders' preferential subscription rights, for the benefit of the category of beneficiaries defined hereafter, it being specified that the subscription of these shares can be carried out in cash or by offsetting receivables;

3. Decides to cancel shareholders' preferential subscription right to the shares issued in the context of this delegation and to reserve the right to subscribe them to the following category of beneficiaries: any credit institution or subsidiary of such an institution acting at the Company's request to implement an alternate offer for the benefit of all or part of the Foreign Employees, presenting an economic profile comparable to any employee shareholding scheme that could potentially be put in place in the context of a share capital increase carried out pursuant to the terms of the 25th resolution of this General Shareholders' Meeting;

4. Decides that, in event this delegation is used, the issuance price of the new shares, to be issued pursuant to the terms of this delegation, can neither be lower to an amount equal to the average of the opening prices of the Company share during the twenty trading days preceding the date of the decision that sets the opening date of the subscription period subject to this resolution or of a share capital increase carried out by virtue of the 17th resolution of this General Shareholders' Meeting, decreased by the maximum discount above-mentioned in the 17th resolution; the Board of Directors can decide to reduce or cancel any discount thus granted, if deemed appropriate and, in particular, in order to take into account the legal, accounting, tax, and social security regimes applicable locally;

5. Decides that the share capital increase(s) decided by virtue of this delegation can grant the right to subscribe to a number of shares representing a maximum par value of EUR 150,000;

6. Decides that the maximum par value of share capital increases that could potentially be carried out based on this authorization will be deducted from the aggregate EUR 14 million par value ceiling set in Paragraph 2 of the 19th resolution of the General Shareholders' Meeting dated May 11th, 2023 or, as the case may be, from the corresponding ceiling set forth in a resolution of the same type that were to replace said resolution during the validity period of the delegation hereof;

7. Decides that the Board of Directors will have all powers, with the ability to delegate such powers as permitted by law, for the purpose of using this delegation in the context of one or several transactions and, in particular:
    - to compile the list of beneficiaries of each issuance from among the category of beneficiaries defined above, and the number of shares to be subscribed by each of them;
    - to determine the employee shareholding schemes to be offered to Foreign Employees, in light of applicable local law restrictions, and to select the countries retained from among those in which the Group has subsidiaries, as well as the subsidiaries whose employees will be eligible to participate in the transaction;
    - to determine the par value of the issuances to be carried out by virtue of this delegation and to set, in particular, the issuance prices, within the limits established in this resolution, to acknowledge the final amount of each share capital increase;
    - to set the dates and any other terms and conditions of such share capital increase under the conditions set forth by law;
    - to take all measures to complete the issuances, to take the necessary steps to ensure the listing of the issued securities, complete the formalities required following the share capital increases and amend the By-Laws accordingly and, generally, do all that is necessary;

- as the case may be, if deemed appropriate, to deduct the costs of such a share capital increase from the amount of related premiums and withdraw the amounts necessary to increase the legal reserve to one tenth of the new share capital amount resulting from such a share capital increase; and
- generally, to enter into any agreement, in particular for the purpose of successfully completing the planned issuances, to take all measures and decisions and to complete all formalities useful for the issuance, the listing, and the financial servicing of the shares issued by virtue of this delegation, as well as for the exercise of the rights attached thereto, or required post-completion of the share capital increases;

9. Decides that this delegation will expire in 18 months as from the date of this Shareholders' Meeting; this delegation cancels the unused portion, as the case may be, of the delegation granted to the Board of Directors by the combined ordinary and extraordinary shareholders' meeting dated May 11th, 2023, the 26th resolution.

Nineteenth Resolution - Authorization to be granted to the Board of Directors for the purpose of granting in 2025 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 par value of EUR 330,000, subject to the satisfaction of the performance conditions set by the Board of Directors and for a 12 month-period beginning on January 1st, 2025

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

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 Articles L. 225-197-1 et seq. and Articles L. 22-10-59 et seq. of the French Commercial Code, and with the right to sub-delegate under the conditions provided 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 aggregate par value of existing shares or newly issued shares allocated pursuant to this authorization cannot be higher than EUR 330,000 (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), i.e., approximately 0.75% of the share capital as at December 31st, 2023, comprising 43,753,380 shares;
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 0.09% of the share capital as at December 31st, 2023, consisting of 43,753,380 shares;
5. 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 under the conditions provided 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; and
- 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 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 12 months as from January 1st, 2025.

Twentieth Resolution - Authorization to be granted to the Board of Directors for the purpose of granting in 2025 existing or newly issued free shares to employees or to some of them, without shareholders' preferential subscription rights, within the limit of a par value of EUR 50,000, not subject to performance conditions, for a 12 month-period beginning on January 1st, 2025

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

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 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 under the conditions provided 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 par value of existing shares 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), i.e., approximately 0.11% of the share capital as at December 31st, 2023, comprising 43,753,380 shares;
3. 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 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 12 months as from January 1st, 2025.

Twenty-first Resolution - Authorization to be granted to the Board of Directors for the purpose of granting 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 par value of EUR 130,000, subject to the satisfaction of the performance conditions set by the Board of Directors and for a 12 month-period

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

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 Articles L. 225-197-1 et seq. and Articles L. 22-10-59 et seq. of the French Commercial Code, and with the right to sub-delegate under the conditions provided 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 par value of existing shares or newly issued shares allocated pursuant to this authorization cannot be

higher than EUR 130,000 (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), i.e. less than 0.30% of the share capital as at December 31st, 2023, comprising 43,753,380 shares;

3. Decides that the grant of all or part of said shares to their beneficiaries will only become final and binding provided the performance conditions, to be set by the Board of Directors based on the Appointments, Compensation, and Corporate Governance Committee's proposal, are effectively met;
4. Decides that the total number of existing or newly issued shares granted by virtue of this authorization to corporate officers of the Company cannot exceed 20% of the total granted envelope i.e., less than 0.06% of the share capital as of December 31st, 2023, consisting of 43,753,380 shares;
5. 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; and
    - 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 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. Decided that this authorization is granted for 12 months as from the date of this Shareholders' Meeting.

Twenty-second resolution - Amendment of Article 16 of the Company's bylaws: removal of the obligation to appoint an alternate Statutory Auditor

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing extraordinary shareholders' meetings, decides, in accordance with Article L. 821-40 of the French Commercial Code, which no longer requires the appointment of an alternate Statutory Auditor when the acting Statutory Auditor is legal entity with several shareholders, to amend Article 16 of the Company's bylaws as follows:

"Article 16 – Auditors
The ordinary general shareholders meeting shall appoint at least two auditors who shall carry out their audit function in accordance with the law. They can be re-elected."

ORDINARY SHAREHOLDERS' MEETING

Twenty-third Resolution - Non-renewal of an alternate Statutory Auditor

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, acknowledges the end of the term of office of Patrice Morot, located at 63, rue de Villiers, 92208 Neuilly-sur-Seine Cedex, as alternate Statutory Auditor, at the end of the Shareholders' Meeting, and decides, upon the adoption of the twenty-second resolution of the Shareholders' Meeting, not to renew his mandate. The Shareholders' Meeting notes that, to date, only one alternate Statutory Auditor remaining in office is the company CBA, located at Tour Exaltis, 61, rue Henri Regnault, 92400 Courbevoie.

Twenty-fourth 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

8 | Candidate Directors

Jane Basson

Independent director

- Head of Transformation, Corporate Secretary and member of the Executive Committee of Airbus Defence and Space
- 1st appointment : May 13th, 2020
- Member of the strategy ans Substainable Development Committee, Appointment and Corporate Governance Committee, and Compensation Committee
- 100% attendance at all Board meetings en 2023
- French nationality, 54 years old
- Expertise :

Number of Nexans shares	500
Date of appointment as Director	May 13th, 2020
Expertise/Experience	Jane Basson has been Head of Transformation, Corporate Secretary and member of the Executive Committee of Airbus Defence and Space since October 1, 2021. She was previously Chief of Staff to the Chief Operating Officer and Head of People Empowerment in Operations at Airbus and, prior to that, Chief of Staff to the CEO (2016-2019). Jane worked for various law firms and the Business and Industry Advisory Committee to the OECD in Paris before joining Airbus in 2000. She held various roles in Corporate Communications before being appointed Vice President Internal Communications in 2003. In 2008 she moved to human resources to develop a culture change program in support of the company's business transformation strategy Power8 and was appointed Senior Vice President Leadership Development & Culture Change for the group in June 2012 when she set up the Airbus Leadership University. She also chairs Balance for Business, a 10,000 strong employee-led inclusion and diversity platform at Airbus. Jane has a degree in International Communications, Journalism and Business Administration. Originally South African, Jane has French nationality and lives in Toulouse, France with her husband and daughter.
Qualifications and skills	Industry; HR Education and Communication; ESG, Sustainable Development and Compliance; Strategy; Digital; Executive functions; International experience
Corporate mandates as and functions of December 31, 2023	None
Independence qualification	Independent Director See section 4.4.1.3. of the Universal Registration Document 2023
Committee involvement	Member of the Appointments and Corporate Governance Committee, the Compensation Committee, and the Strategy and Sustainable Development Committee
Attendance in 2023	100% of Board of Directors' meetings 80% of the Appointments and Corporate Governance Committee meetings 83% of the Compensation Committee meetings 88% of the Strategy and Sustainable Development Committee meetings

Tamara de Gruyter

Censor

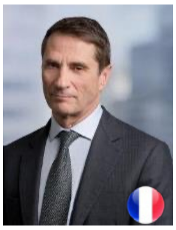
- President Business Portfolio and member of the Executive Board at Wärtsilä
- Censor
- Appointment as a Censor : March 20th, 2024
- Dutch nationality, 52 years old
- Expertise :

Number of Nexans shares	/
Date of appointment as Censor	March 20th, 2024
Expertise/Experience	Tamara de Gruyter is President Portfolio Business and member of the executive board at Wärtsilä. She began her career in 1996 at LIPS which was acquired in 2002 by Wärtsilä. Tamara held various managerial positions within the company both in the Marine as well as Services Business. She had been Managing Director for 2 joint-ventures in China as well as for Wärtsilä's pump business in Singapore. Upon returning to Europe, she has held various Vice President positions before becoming Chief Transformation Officer end of 2019. Tamara has been a member of Wärtsilä's executive board since 2020 as President Portfolio Business. Since January 1st, 2024, Tamara took up the role of President Portfolio Business. Tamara is a graduate of the Haarlem Polytechnic and holds a Bachelor in Shipbuilding Engineering.
Qualifications and skills	Industry; Digital; Strategy; Executive functions; International experience
Corporate mandates as and functions of December 31, 2023	• Director of Combient Oy • Within Wärtsilä Group: - Chairman of the Board of Directors of: Trident B.V., American Hydro, Wärtsilä Suzhou China, Wärtsilä Gas Solutions Norway, Wärtsilä Defence Solutions, Wärtsilä SAM Electronics, Wärtsilä Water Systems
Independence qualification	Independent Director Tamara de Gruyter is President Portfolio Business at Wärtsilä, one of the clients of the Nexans Group. The Board of Directors has examined the significant business relationships between Nexans and Wärtsilä, using both quantitative and qualitative criteria. In 2023, the Nexans Group generated less than 0.1% of its revenue through sales to Wärtsilä. As a result, the Board of Directors does not consider the 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 as it is a longstanding relationship dating back prior to Tamara de Gruyter's appointment as Nexans' Censor. The Board also took into consideration Tamara de Gruyter's duties as President Portfolio Business. This position does not give her direct decision-making power over the commercial agreements or projects that correspond to the business relationship between Nexans and Wärtsilä. She does not receive any compensation in relation to any agreements, connections or business relationships that may exist between Nexans and Wärtsilä. Lastly, to maintain her character of independence, Tamara de Gruyter has undertaken not to participate in (i) the preparation of projects or contracts to be entered into by Wärtsilä or any company in the Wärtsilä Group with Nexans or a Nexans Group company, (ii) the work performed by Wärtsilä under a contract signed with Nexans or any Nexans Group company, or (iii) any votes on matters discussed by the Board of Directors of Nexans relating to projects in which Wärtsilä would or could be directly or indirectly interested, as a client.
Committee involvement	N/A
Attendance in 2023	N/A

Nexans
ELECTRIFY THE FUTURE

9 | Presentation of the Board of Directors

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



JEAN MOUTON
Chairman

ANNE LEBEL
Lead Independent Director

JANE BASSON[1]
Independent Director

LAURA BERNARDELLI
Independent Director

MARC GRYNBERG
Independent Director
Climate Director

SYLVIE JÉHANNO[2]
Independent Director

HUBERT PORTE
Director

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

ANDRÓNICO LUKSIC CRAIG
Director proposed by shareholder Invexans Limited (UK) Quiñenco Group

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

KARINE LENGLART
Permanent representative of Bpifrance Participations

SELMA ALAMI
Director representing employee shareholders

ANGÉLINE AFANOUKOÉ
Director representing employees

BJØRN ERIK NYBORG[3]
Director representing employees

[1] Director proposed for renewal
[2] Director has asked not to be put forward for renewal
[3] Director has not be reconducted by the European Work Council

The terms of office of the directors are as follows:

2025 AGM	Marc Grynberg, Francisco Pérez Mackenna[1], Andrónico Luksic Craig[1], Selma Alami[2]
2026 AGM	Laura Bernardelli, Anne Lebel
2027 AGM	Bpifrance Participations représentée par Karine Lenglart, Oscar Hasbún Martinez[1], Jean Mouton, Hubert Porte
2028 AGM	Jane Basson, Tamara de Gruyter

(1) Director proposed by main shareholder Invexans Limited
(2) Director representing employee shareholders

The term of office of Bjørn Erik Nyborg, the director representing employees appointed by the European Group Works Council, expires at the end of the Shareholders' Meeting. The European Group Works Council has decided to appoint Elisabetta Iaconantonio as a director representing employees with effect from May 16th, 2024, for a four-year period, until the end of the 2028 Shareholders' Meeting. Elisabetta Iaconantonio, an Italian citizen, is a General Accounting Specialist at the Pioltello industrial site in Italy. She has fourteen years' experience with the Nexans Group. With a degree in Economics with honours, she began her career as an auditor at KPMG in Milan, Italy, and joined Nexans in 2011 as a Management Controller, then as a General Accounting Specialist. In 2009, she co-founded Officine Buone, a voluntary organisation that implements social projects in over 40 hospitals and care facilities in Italy for patients and care-workers.

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 Shareholders' Meeting.

Nexans
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14
MEMBERS
(50% WOMEN, 50% MEN)

4
DIRECTORS PROPOSED BY MAJOR SHAREHOLDERS
(3 by Invexans Limited (UK)/ Quiñenco Group, 1 by Bpifrance Participations)

10
MAIN AREAS OF EXPERTISE
(Industry, Energy, Strategy, Finance, Services, Supply chain, Human resources, Corporate governance, Digital and Communication)

3
DIRECTORS REPRESENTING EMPLOYEES
(2 representing employees, 1 representing employee shareholders)

54,5%
INDEPENDENT DIRECTORS

1
LEAD INDEPENDENT DIRECTOR

1
CLIMATE DIRECTOR

4
COMMITTEES

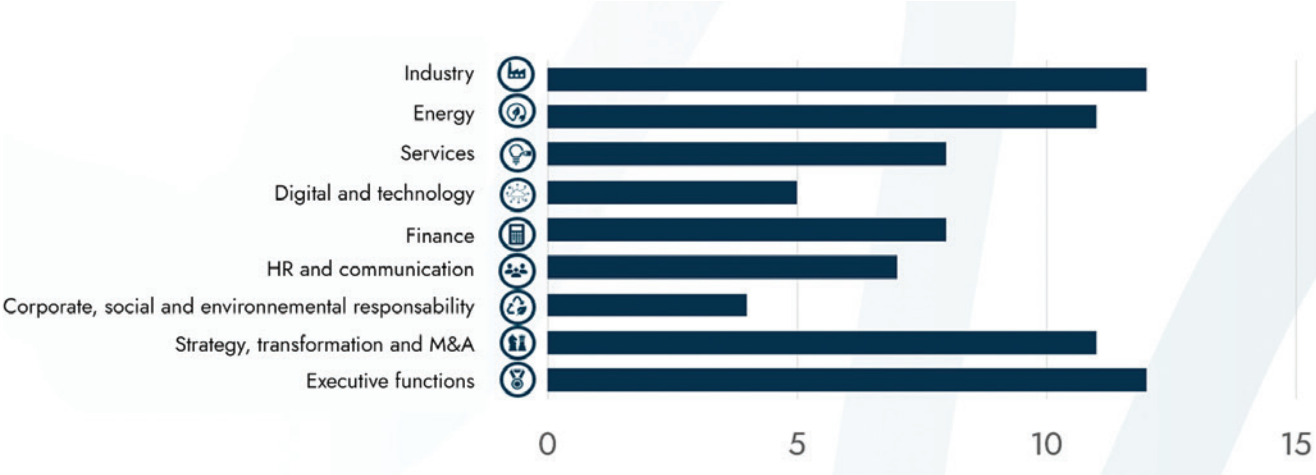
1. **ACCOUNTS, AUDIT AND RISK**
2. **STRATEGY & SUSTAINABLE DEVELOPMENT**
3. **APPOINTMENTS & CORPORATE GOVERNANCE**
4. **COMPENSATION**

The Board of Directors met eight times in 2023, with an average annual attendance rate of 96%. The number of meetings attended by each Board member in 2023 is indicated in the table below:

Director / Censor	Number of Meetings attended
Jean Mouton	8
Angéline Afanoukoé	8
Selma Alami	8
Jane Basson	8
Laura Bernardelli	8
Marc Grynberg	8
Oscar Hasbún Martinez	8
Karine Lenglart (Bpifrance Participations)	8
Sylvie Jéhanno	8
Anne Lebel	8
Andrónico Luksic Craig	3
Bjørn Erik Nyborg	8
Francisco Pérez Mackenna	8
Hubert Porte	8

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:



Nexans
ELECTRIFY THE FUTURE

10 | Presentation of the Committees of the Board of Directors

4 active Committees of the Board

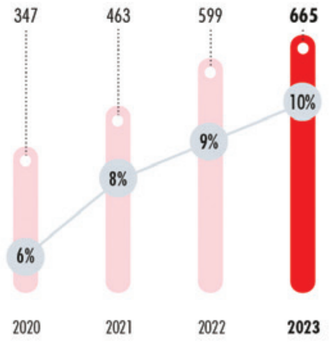
	ACCOUNTS, AUDIT & RISK COMMITTEE	STRATEGY & SUSTAINABLE DEVELOPMENT COMMITTEE	COMPENSATION COMMITTEE	APPOINTMENTS & CORPORATE GOVERNANCE COMMITTEE
COMMITTES	Chair: Laura Bernardelli 4 members 75% independent 50% women 4 meetings – 100% participation	Chair: Oscar Hasbún 6 members 33.3% independent 33% women 8 meetings – 97.9% participation	Chair: Anne Lebel 6 members 60% independent 1 employee 80% women 6 meetings – 94.4% participation	Chair: Anne Lebel 5 members 60% independent 80% women 5 meetings - 92% participation
MAINS ACTIVITIES IN 2023	• Annual and half-year financial statements and financial press releases • Internal audit and internal control, risk management, information system risks, cybersecurity and insurance • Compliance programme, whistleblowing cases • Presentations by Statutory Auditors, Statutory Auditors' assignments	• Review of the strategic plan and its planning, the business portfolio, several strategic options and CAPEX as well as external growth projects including La Triveneta Cavi • Review of industrial strategy • Group's policy, priorities, actions, risks and performance in the areas of Social and Environmental Responsibility, the CSR scorecard, the extra-financial performance declaration and the duty of care plan • Group Climate Strategy	• Compensation policy for directors and corporate officers • Compensation of the Chairman of the Board and the CEO • Long Term Incentive Plans and employee shareholding plans • Review of publications on the compensation of executive directors • Review of the Board Reports on Corporate Governance and on AGM resolutions • Proposal of a Board member reimbursement of travel policy	• Composition of the Board and its Committees, proposals for the appointment and renewal of Directors • Succession plans for the CEO and the Executive Committee • Diversity policy within the Board of Directors and management bodies • Qualification of the independence of Board members • Results of the Board Assessment and actions to be implemented as a result of this assessment • Recommendations on corporate governance

Common activities of the Accounts, Audit and Risk Committee and the Strategy & Sustainable Development Committee in 2023

Joint session on the Corporate Sustainability Reporting Directive and its implementation within the Group

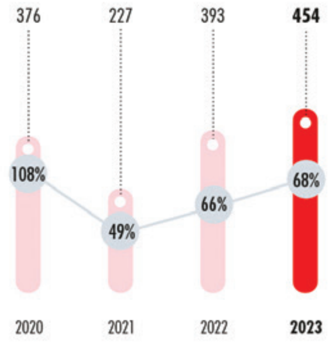
11 | Overview of 2023 financial year

REPORTED EBITDA(1) (€M) AND EBITDA MARGIN(2) (%)



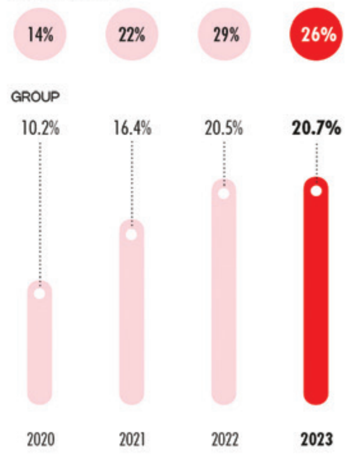
(1) EBITDA is defined as operating margin before depreciation and amortization. Starting 2023, EBITDA is relabeled as Adjusted EBITDA to comply with ESMA/20151415, and defined as operating margin before (i) depreciation and amortization, (ii) share-based payment expenses, and (iii) some other specific operating items which are not representative of the business performance. Refer to appendix.
(2) Reported EBITDA on standard sales.

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



(3) Normalized Free Cash Flow is calculated as Free Cash-Flow excluding Strategic Capex, disposal proceeds of tangible assets, impact of material activity closures and assuming project tax cash-out based on completion rate rather than termination.
(4) NCCR (Normalized cash conversion ratio) defined as Normalized Free Cash Flow / reported EBITDA.

ROCE(5) (%)



(5) 12-month Operating Margin on end of period Capital Employed, excluding antitrust provision, including annual contribution from Reka Cables in 2023.

NON-FINANCIAL KEY FIGURES IN 2023

CDP	A
ecovadis	Top 1%
SUSTAINALYTICS	19.8
MSCI	A
ISS ESG	B-

SBTi validation of Nexans' 2030 climate commitments:

-46%
reduction in Scopes 1 and 2 GHG emissions

-30%
reduction in Scope 3 GHG emissions

FULL-YEAR 2023 HIGHLIGHTS AND GENERAL OPERATING CONTEXT

2023 BUSINESS PERFORMANCE

In 2023, **sales at standard metal prices** reached €6,512 million. At constant scope and currency, organic growth was -0.9% compared to 2022, and +3.0% excluding Other activities, which are being scaled-down in line with the Group's strategy. Electrification businesses (Generation & Transmission, Distribution, and Usage) declined by -1.5% organically reflecting (i) the exit from the Umbilical activity in the Generation & Transmission segment, (ii) the focus on profitability and product mix toward higher value-added solutions despite some normalization in the Usage segment, and (iii) excellent momentum in the Distribution segment on the back of buoyant utilities demand. The Non-electrification business was up +13.7% reflecting new developments in Auto-harnesses, recovery in Aerospace and solid momentum in Mining, while Other activities continued to be downsized by a strong -17.9% organically compared to 2022.

The scope effect included the positive contribution of two acquisitions in the Distribution and Usage businesses, partly offset by the divestment of the Telecom Systems business, Aginode, finalized in October 2023. After successfully acquiring Centelsa in Colombia in 2022, and achieving over €12 million in synergies one year ahead of schedule thanks to the SHIFT programs roll-out, Nexans is continuing its strategy of expansion in Electrification markets. On April 26, 2023, the Group completed the acquisition of Reka Cables in Finland. Nexans anticipates €11 million in recurring synergies after full ramp-up, meaning +€4 million run-rate synergies to be delivered 6 to 12 months ahead of the initial plan. These two acquisitions add €500 million current sales in Electrification and enhance Nexans' global portfolio in key segments.

Adjusted EBITDA reached €665 million in 2023, up by a strong +8.2% versus €616 million in 2022. **Adjusted EBITDA margin** was strong at 10.2% versus 9.1% in 2022, supported by cable businesses and illustrating Nexans' value-driven model and embedded focus on performance. Electrification achieved a record adjusted EBITDA margin of 12.5% in 2023 thanks to the product mix shift toward innovative, higher value-added solutions, and structural profitability improvements in the Distribution and Usage segments, more than offsetting the decline in the Generation & Transmission segment affected by one-offs in the first half of the year.

In 2023, **specific operating items** included €13 million related to share-based payment expenses, and €40 million in relation to additional costs on long-term projects impacted by past reorganizations. These additional costs led to subsequent losses at completion which are not representative of the actual business performance. In 2022, EBITDA included €16 million of specific operating items related to share-based payment expenses.

EBITDA (including share-based payment expenses) amounted to €652 million in 2023, above the guidance upgraded in July, versus €599 million in 2022.

ROCE pursued its record-high trajectory, reaching 20.7% for the Group (20.5% in 2022), and 26.4% for the Electrification businesses.

Operating margin totaled €432 million in 2023, representing 6.6% of sales at standard metal prices (versus 6.2% in 2022).

The Group ended 2023 with **operating income** of €374 million, compared with €395 million in 2022. The main changes were as follows:

- **Reorganization costs** amounted to €49 million in 2023 versus €39 million in 2022. In 2023, this amount mainly included costs for the on-going termination of Umbilical projects in Norway, restructuring actions to implement a leaner organization, as well as costs related to new transformation actions launched during the period.
- The **core exposure effect** was a negative €12 million in 2023 versus a negative €30 million in 2022.
- Other operating income and expenses represented net income of €1 million in 2023, versus €46 million in 2022, of which:
  - **Net asset impairment** for €23 million in 2023, versus zero in 2022. In 2023, the reversal of impairment was related to Australia and to the Amercable unit in the United States, both on the back of the continued stronger performance.

- **Net losses on asset disposals** amounted to €9 million in 2023, mainly related to the disposal of the Telecom Systems business and of an equity investment. In 2022, the net gain of €54 million was mainly related to the sale of the Hanover property in Germany.

The **net financial expenses** amounted to €(83) million in 2023, compared with €(57) million during the same period last year. The decrease is mainly related to the higher cost of net debt, as well as a negative currency impact.

Income tax expense stood at €68 million, down from €90 million in 2022. The tax rate amounted to 18% of operating income in 2023 as a result of higher deferred tax assets recognition.

Net income thus amounted to €223 million in 2023, versus €248 million in 2022, representing €5.1 per share.

CASH FLOW AND NET DEBT AT 31 DECEMBER 2023

Normalized free cash flow grew by a strong 16% year-on-year to €454 million, in line with the Group's solid operating performance and reflecting the strict management of working capital. Cash from operations was a strong €511 million in 2023. Change in working capital amounted to €287 million on the back of high Generation & Transmission project related advance payments. Thus, operating working capital represented 0.3% of the Group's annual sales at December 31, 2023 (2.7% at December 31, 2022), below its normative level of ≤6%. The Normalized free cash flow also included a reorganization cash impact of €98 million in 2023, up year-on-year, mainly due to a non-recurring loss at completion in a Generation & Transmission project. Recurring capital expenditure amounted to €178 million (€141 million in 2022), representing 2.7% of Group standard sales in 2023. Normalized free cash flow also included financial interest for €73 million (€48 million in 2022), and other investing impacts for a negative €23 million (vs a positive €13 million in 2022).

Calculated based on normalized free cash flow, the adjusted EBITDA to cash conversion rate was 68%.

Free cash flow before M&A reached €234 million for the year (€271 million in 2022), and included strategic capital expenditure in the Generation & Transmission business of €199 million (€157 million in 2022), corresponding mainly to the expansion of the Halden plant in Norway, and the investment in a third cable-laying vessel. Thus, for full-year 2023, total capital expenditure amounted to €377 million. On top of strategic capital expenditure, the other items differing between normalized free cash flow and free cash flow before M&A corresponded to Proceeds from disposals of property, plant and equipment and intangible assets of €6 million in 2023 (€60 million in 2022) and normative project tax cash-out for €28 million (€25 million in 2022).

Net cash flow from M&A amounted to a net outflow of €79 million in 2023 and mainly included the acquisition of Reka Cables in Finland, as well as the divestment of Aginode. In 2022, this figure was a net outflow of €255 million related to the acquisition of Centelsa.

Equity operations included the payment of the 2022 dividend of €2.10 per share for a total amount of €93million, and share buybacks for €6 million. There was a net outflow of €87 million related to unfavorable foreign exchange fluctuations and new leases liabilities.

Net debt remained well under control at €214 million at December 31, 2023, from €182 million at December 31, 2022, representing a 0.4x leverage ratio as per covenant definition.

The Board of Directors decided that, at the Annual General Meeting of May 16, 2024, it will recommend a **dividend payment** of €2.30 per share in respect of 2023, a 9.5% increase versus the prior year, in line with the policy of increasing progressively the dividend as a mark of its confidence in the Group's prospects.

SUSTAINABILITY

Committed to electrifying the future with impact, the Group is recognized by rating agencies as one of the best industry performers in terms of social responsibility. Nexans improved its Ecovadis score which reached 80 out of 100 (Top 1%), and increased its CDP Climate rating to A, joining the prestigious Climate “A list”. The Group was also included in the CAC® SBTi 1.5 index. These results demonstrate Nexans’ commitments to sustainability and the Group’s continued improvement over many years. Notable developments in 2023 included:

- The accelerated deployment of the E3 performance model to ensure the convergence of Economic, Engagement and Environment pillars. Some 300 managers were onboarded across the Group and for the first time, business leaders for Electrification sites were set Economic and Environmental targets.
- The reinforcement of Nexans’ commitments to fight global warming with the presentation of its updated Climate plan at its Annual General Meeting. In line with the expectations of the Paris Agreement to contain global warming at 1.5°C above preindustrial levels by the end of the century, the Group has set itself an ambitious target, based on the SBTi (Science Based Target initiative) approach targeting a 46% reduction in Scope 1 & 2 GHG emissions by 2030 compared to 2019, and a 30% decrease in Scope 3 emissions by 2030. The company is also committed to achieving Net Zero by 2050 for all scopes.
- Expansion of the Group’s sustainable offering with the launch of a new range of low-carbon medium voltage cables. By adopting a holistic approach all along the value chain, the Group reduced the greenhouse gas emissions of its low- and medium-voltage cables by 35% to 50% versus standard cables. Furthermore, the Group made significant progress with Trimet in their joint development project to improve the eco-balance of power cables by incorporating recycled aluminum content in the production of aluminum rods used.

2023 KEY FIGURES

(in millions of euros)	2022	2023
Sales at current metal prices	8,369	7,790
Sales at standard metal prices[1]	6,745	6,512
Organic growth	*+6.3%*	*-0.9%*
Adjusted EBITDA[2]	**616**	**665**
Adjusted EBITDA as a % of standard sales	*9.1%*	*10.2%*
Specific operating items	*(16)*	*(53)*
Depreciation and amortization	*(180)*	*(179)*
Operating margin	**420**	**432**
Reorganization costs	(39)	(49)
Other operating items	14	(9)
Operating income	**395**	**374**
Net financial expense	(57)	(83)
Income taxes	(90)	(68)
Net income	**248**	**223**
Net debt	182	214
Normalized free cash-flow	393	454
ROCE	20.5%	20.7%

[1] Sales at standard copper price of €5,000/ton and aluminum price of €1,200/ton – refer to Glossary.
[2] EBITDA renamed Adjusted EBITDA to align with the AMF recommendations. No change in definition compared to June 2023: starting 2023, Adjusted EBITDA is defined as operating margin before (i) depreciation and amortization, (ii) share-based payment expenses, and (iii) some other specific operating items which are not representative of the business performance. In 2022, adjusted EBITDA excluded €16 million of share-based payment expenses while there were no other recurring operating items that were not representative of the business performance.

2023 PERFORMANCE BY SEGMENT

| *GENERATION & TRANSMISSION (13 % OF TOTAL GROUP SALES*

(in millions of euros)	2022	2023
Sales at standard metal prices[1]	**958**	**870**
Organic growth	*+11.6%*	*+0.8%*
Adjusted EBITDA[2]	**159**	**83**
Adjusted EBITDA as a % of standard sales	*16.6%*	*9.5%*

Generation & Transmission **standard sales** came in at €870 million in 2023, up +0.8% organically compared to 2022, and +17% excluding the Umbilicals activity which the Group is currently discontinuing. Business was strong in the fourth quarter due to the execution of Sunrise Wind, Empire Wind 1 in the United States and the Tyrrhenian Link projects.

Despite the rebound initiated in the second half of 2023, the segment's **adjusted EBITDA** reached €83 million in 2023, down -48% compared to 2022. The **adjusted EBITDA margin** was 9.5% in 2023, versus 16.6% in 2022. The gradual margin upturn in the second half of 2023 to 10.8% (versus 7.8% in the first half) came from improved project execution, and the US-based Charleston plant being fully ramped-up, partially offsetting the dilutive impact of the execution of legacy projects and unfavorable currency effect.

Customer activity remained robust, and in line with its risk-reward selectivity approach, the segment's **adjusted backlog** reached €6.1 billion at December 31, 2023, up by 74% compared to December 31, 2022, boosted by the fourth-quarter order for the Great Sea Interconnector (formerly EuroAsia) and the Orkney project in the United Kingdom. On December 22, 2023, Nexans received an advance payment from IPTO as part of the First Notice to Proceed of the Great Sea Interconnector. This marked the first significant step in the contract signed last July.

The robust visibility of manufacturing and installation asset loads has been extended through 2030. Strategic investments continued as planned throughout the year, with the completion of the Halden plant extension in Norway early 2024 and the launch of an investment for a third cable-laying vessel to address substantial backlog growth.

| *DISTRIBUTION (18% OF TOTAL GROUP SALES)*

(in millions of euros)	2022	2023
Sales at standard metal prices[1]	**1,088**	**1,186**
Organic growth	*+12.2%*	*+4.5%*
Adjusted EBITDA[2]	**88**	**156**
Adjusted EBITDA as a % of standard sales	*8.1%*	*13.2%*

Standard sales in the Distribution segment rose organically by +4.5% compared with 2022 to €1,186 million. Demand was solid reflecting secular megatrends, including grid modernization and renewable energy projects in Europe and North America. South America and Asia Pacific were slower due to the timing of orders, while the Middle East and Africa remained strong. In this context, the Group announced the signing of an MoU to build a new plant in Morocco the expand its production capacities.

Adjusted EBITDA rose by a sharp 78% year-on-year to €156 million, supported by new frame-agreements, operational excellence and the contribution from the Reka Cables acquisition completed in April 2023. In this context, the adjusted EBITDA margin reached a record 13.2%,compared with 8.1% in 2022.

| USAGE (26% OF TOTAL GROUP SALES):

(in millions of euros)	2022	2023
Sales at standard metal prices[1]	**1,837**	**1,679**
Organic growth	*+13.5%*	*-6.3%*
Adjusted EBITDA[2]	**221**	**229**
Adjusted EBITDA as a % of standard sales	*12.0%*	*13.6%*

Standard sales in the Usage segment amounted to €1,679 million in 2023. Sales were down -6.3% organically compared with the prior year, reflecting the normalization of volumes mainly in Canada as anticipated. The Group benefited from a continued product mix improvement toward higher value-added solutions, driven by the accelerated pace of adoption of fire safety cables and the launch of new products and solutions. In this context, the Group announced the launch of a €40 million investment program over the next three years at its Autun site in France, in order to accelerate itsindustry 4.0 and fire safety offer. Europe was resilient despite the construction slowdown in some areas and destocking in the fourth quarter. Demand was weak in Asia Pacific, while Middle East and Africa remained well-oriented.

Adjusted EBITDA reached €229 million, up by 3.7% year-on-year, supported by sustained strength in pricing by higher value-added solutions, and the contribution from Reka Cables starting April 30, 2023, offset by a negative currency effect mainly reflecting the depreciation of Canadian currency and the devaluation of the Turkish currency. In this context, **adjusted EBITDA margin** reached the high level of 13.6% (vs 12.0% in 2022).

| NON-ELECTRIFICATION (INDUSTRY & SOLUTIONS) (27% OF TOTAL GROUP SALES)

(in millions of euros)	2022	2023
Sales at standard metal prices[1]	**1,559**	**1,750**
Organic growth	*+12.3%*	*+13.7%*
Adjusted EBITDA[2]	**135**	**185**
Adjusted EBITDA as a % of standard sales	*8.6%*	*10.6%*

Standard sales in the Industry & Solutions segment were €1,750 million in 2023, representing strong organic year-on-year growth of +13.7% supported by solid momentum in Auto-harnesses, Shipbuilding, Rail and Mining, as well as a recovery in Aerospace. Automation witnessed a slowdown in the second half reflecting weakening orders after a period of solid execution.

Adjusted EBITDA rose by +37% to €185 million, with an **adjusted EBITDA margin** of 10.6%, versus 8.6% last year, reflecting operational improvements and product mix.

| OTHER ACTIVITIES

(in millions of euros)	2022	2023
Sales at standard metal prices[1]	**1,302**	**1,026**
Organic growth	*-13.6%*	*-17.9%*
Adjusted EBITDA[2]	**13**	**13**

The **Other Activities** segment – corresponding for the most part to copper wire and telecom sales, and including corporate structural costs that cannot be allocated to other segments – reported **standard sales** of €1,026 million in 2023. Sales were down -17.9% organically year-on-year, mainly linked to the Group's strategy to reduce copper wire external sales through tolling agreements in order to mitigate their dilutive effect.

The segment's **adjusted EBITDA** was stable at €13 million in 2023, versus €13 million in 2022, reflecting profitability enhancement within the Metallurgy activity, more than offsetting the divestment of Aginode which marked the exit of the Group from the Telecom System business. Starting 2023, the segment's adjusted EBITDA excluded share-based payment expenses amounting to €16 million in 2022 and €13 million in 2023.

2024 OUTLOOK

In 2024, Nexans expects to benefit from continued buoyant market demand, supported by global megatrends in electrification, as well as its structural transformation and value-added solutions to support its growth and profitability improvements. The Distribution market is currently entering a hyper cycle of investment. The record risk-reward backlog in Generation & Transmission provides solid visibility, and the Group will benefit from the contribution of the ramp-up of the Halden plant in Norway.

At the beginning of the year, the macroeconomic context is marked by ongoing weak demand in some geographies in construction. Countries affected in 2023, proved to be resilient thanks to value-added offers, customer selectivity and the strong focus on cash generation. In this demanding context, some initiatives are already in place and Nexans will draw on the agility and commitment of its teams to adapt to changes and continue to focus on cash generation. A progressive improvement is expected throughout the year and datacenters, industrial and mobility markets are expected to remain resilient.

In this context for 2024, assuming there are no conjunctural effects and excluding non-closed acquisitions and divestments, Nexans expects to achieve:

- Adjusted EBITDA of between €670 and 730 million;
- Normalized Free Cash Flow of between €200 and 300 million.

Moreover, the Group is confirming its 2024 Capital Markets Day targets and will continue the implementation of its strategic roadmap and priorities.

12 | Financial results for the last 5 financial years

	2023	2022	2021	2020	2019
I- Share capital at the end of the fiscal year					
a) Share capital (in thousands of euros)	43 753	43 753	43 756	43 756	43 606
b) Number of shares issued	43 753 380	43 753 380	43 755 627	43 755 627	43 606 320
II- Results of operations (in thousands of euros)					
a) Sales before taxes	41 094	39 869	28 637	25 996	27 902
b) Income before tax, employee profit-sharing, depreciation, amortization and provisions	105 066	97 931	52 249	16 252	21 236
c) Income taxes	906	861	21 764	462	686
d) Employee profit-sharing due for the fiscal year	(217)	(243)	(81)	(161)	(215)
e) Income after tax, employee profit- sharing, depreciation, amortization and provisions	104 843	73 068	51 030	14 070	23 441
f) Dividends	100 633[1]	91 681	52 507	30 629	-
III- Income per share (in euros)					
a)Income after tax and employee profit-sharing but before depreciation, amortization and provisions	2,42	2,25	1,19	0,37	0,50
b) Income after tax, employee profit- sharing, depreciation, amortization and provisions	2,40	1,67	1,17	0,32	0,54
c) Dividend per share	2,10	2,10	1,20	0,70	-
IV- Personnel					
a) Average headcount during the year	5.67	6	6	7	8
b) Total fiscal year payroll (in thousands of euros)	4 071	4 295	5 364	6 898	6 098
c) Total amount paid for employee benefits during the fiscal year (in thousands of euros)	1 629	1 178	2 146	2 289	2 033

[1] Based on the number of shares at December 31, 2023.

13 | Information request form

Mixed Shareholders' Meeting
Thursday May 16th, 2024 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 2024

Signature

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

For over a century, Nexans has played a crucial role in the electrification of the planet and is committed to electrifying the future. With approximately 28,500 people in 41 countries, the Group is paving the way to a new world of safe, sustainable and decarbonized electricity that is accessible to everyone. In 2023, Nexans generated 6.5 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: Power Generation & Transmission, Distribution, Usage and Industry & Solutions. Nexans was the first company in its industry to create a Foundation supporting sustainable initiatives, bringing access to energy to disadvantaged communities worldwide. The Group is recognized on the CDP Climate Change A List as a global leader on climate action and has committed to Net-Zero emissions by 2050 aligned with the Science Based Targets initiative (SBTi).

Nexans. *Electrify the future.*

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

Nexans
Joint stock Company with a share capital of 43,753,380 euros
Registered office: 4 Allée de l'Arche - 92400 Courbevoie - France
393 525 852 Trade and Companies' Register Nanterre