Convening brochure of the Combined Shareholders' Meeting 2025

Ordinary and Extraordinary

May 15th, 2025 | 2:30 pm

NEXANS — IMMEUBLE LE VINCI
4 ALLÉE DE L'ARCHE
92400 COURBEVOIE, FRANCE

Contents

SHAREHOLDERS INFORMATION

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

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

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, May 15, 2025, at 2:30 PM at le Vinci (Nexans' headquarters) in La Défense, Courbevoie. 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 and available for replay on the company's website. You will also be able to submit your questions through the system set up for this purpose.

During this General Meeting, we will be commenting on the performance and key highlights of the 2024 financial year. We will also provide an update on the Group's climate change strategy and follow up the actions the actions taken in this area.

On the agenda, is the composition of the Board of Directors, with the reappointment of two directors: Marc Grynberg, as an independent director and Climate Director, and Francisco Perez Mackenna, as a director proposed by the main shareholder, Invexans Limited.

Additionally, the agenda includes the appointment of a new director representing employee shareholders. The Board of Directors recommends to appoint Gwenaël Gilbert, who would bring valuable experience as Managing Director of Nexans Brazil, along with expertise in industries such as metallurgy and energy transition.

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.

2024 was a record-breaking year for the company, achieving unprecedented profitability. This confirms the relevance of the company's vision and ambition. The Group is firmly positioned among the world's leading players committed to sustainable electrification. As such, Nexans today plays an essential leadership role in the energy transition.

2024 also marked the success of our transformation and the launch of our new strategic roadmap for 2025-2028. I am confident that this new strategy will further strengthen Nexans' leadership in electrification and create long-term value for its shareholders.

Beyond stock market performance, and in line with the dividend policy introduced in 2021 to better share the company's success with you, we propose the distribution of a dividend of €2.60 per share—an increase of 13% compared to the previous year.

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, 2024.
2. Approval of the consolidated financial statements for the fiscal year ended on December 31st, 2024.
3. Allocation of profit for the fiscal year ended on December 31st, 2024 and setting of the dividend.
4. Renewal of the term of office of Marc Grynberg as Director.
5. Renewal of the term of office of Francisco Pérez Mackenna as Director.
6. Appointment of Gwenaël Gilbert as Director representing employee shareholders.

A. Appointment of Bruno Daguet as Director representing employee shareholders.

7. Approval of the information relating to the compensation items paid during the fiscal year ended on December 31st, 2024 or granted for the same fiscal year to Nexans corporate officers.
8. Approval of the items of compensation paid during the fiscal year ended on December 31st, 2024, or granted for the same fiscal year to Jean Mouton, Chairman of the Board of Directors.
9. Approval of the items of compensation paid during the fiscal year ended on December 31st, 2024, or granted for the same fiscal year to Christopher Guérin, Chief Executive Officer.
10. Approval of the compensation policy of the members of the Board of Directors for the fiscal year 2025.
11. Approval of the compensation policy of the Chairman of the Board of Directors for the fiscal year 2025.
12. Approval of the compensation policy of the Chief Executive Officer for the fiscal year 2025.
13. Approval of a regulated agreement between a Company's subsidiary and Bpifrance Participations.
14. Authorization granted to the Board of Directors to carry out transactions involving Company's shares.

Extraordinary Shareholders' Meeting

15. 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.
16. Delegation of authority to be granted to the Board of Directors for a 26-month-period, for the purpose of deciding upon the capital increase of the Company by the issuance of ordinary shares and/or securities giving access to Company's equity securities or giving the right to the allocation of debt securities, with preferential subscription rights for shareholders up to a maximum nominal amount of EUR 14 million.
17. Delegation of authority to be granted to the Board of Directors for a 26-month-period, for the purpose of deciding to increase the share capital via the capitalization of premiums, reserves, profits or other amounts, the capitalization of which would be limited to a par value of EUR 14 million.
18. Delegation of authority to be granted to the Board of Directors for a 26- month-period, for the purpose of deciding or authorizing the issuance - without shareholders' preferential subscription rights - of ordinary Company shares and/or securities granting rights to equity securities of the Company, or granting rights to debt securities, via a public offering, with an exclusion of offers referred to in 1° of Article L411-2 of the French Monetary and Financial Code, and within the limit a par value of EUR 4,375,330, a sub ceiling shared by the 19th, 20th, and 21st resolutions.

19 Delegation of authority to be granted to the Board of Directors for a 26-month-period, for the purpose of deciding on the issuance - without shareholders' preferential subscription rights - of ordinary Company shares and/or securities granting rights to equity securities of the Company, or granting rights to debt securities, via public offering pursuant to 1° of Article L. 411-2, of the French Commercial and Monetary Code, and within the limit of a par value of EUR 4,375,330, a sub-ceiling shared by the 18th, 20th and 21st resolutions.

20 Delegation of authority to be granted to the Board of Directors for a 26-month-period, for the purpose of deciding to increase the number of securities to be issued in the event of a share capital increase with or without shareholders' preferential subscription rights, within a limit not to exceed 15% of the initial amount of the issuance, and up to the limit of the aggregate ceiling set pursuant to the 16th resolution and of the shared sub ceiling set pursuant to the terms of the 18th, 19th and 21st resolutions.

21. Delegation of power granted to the Board of Directors for a 26-month-period, for the purpose of issuing ordinary Company shares or securities granting rights to Company equity securities to be issued in consideration of contributions in kind of shares or equity securities granting rights to the share capital, without shareholders' preferential subscription rights, within the limit of a par value of EUR 4,375,330 which corresponds to the shared sub ceiling set with respect to the 18th, 19th and 20th resolutions.

22. Delegation of authority to be granted to the Board of Directors for a twenty-four (24)-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.

23. Delegation of authority to be granted to the Board of Directors for an eighteen (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 22nd 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.

24. Authorization to be granted to the Board of Directors for the purpose of granting in 2026 existing or newly issued free shares to employees and corporate officers of the Group or to some of them without shareholders' preferential subscription rights within the limit of a nominal value of EUR 330,000, subject to the satisfaction of the performance conditions set by the Board of Directors and for a twelve (12)-month-period beginning on January 1st, 2026.

25. Authorization to be granted to the Board of Directors for the purpose of granting in 2026 existing or newly issued free shares to employees or to some of them, without shareholders' preferential subscription rights, within the limit of a nominal value of EUR 50,000, not subject to performance conditions, for a twelve (12)-month-period beginning on January 1st, 2026.

26. Amendment of Article 13 of the Company's bylaws: clarification of the use of written consultation for Board resolutions.

Ordinary Shareholders' Meeting

27. 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?

This Shareholders' Meeting will be broadcast live and recorded in full on the Company's website, in video format, at the following link: **www.nexans.com**

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 13th, 2025 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 13th, 2025**, 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 15th, 2025 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 28th, 2025, to 3:00 pm Paris time on Wednesday, May 14th, 2025.

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 https://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 9th, 2025.
- Tick the box **A** at the top of the attached instruction form.
- Date and sign at the bottom of the form.
- Return the form as soon as possible so as to receive your admission card in sufficient time, either:
  - If you are a registered shareholder, in the enclosed pre-paid envelope;
  - If you are a bearer shareholder, to the financial intermediary where your share account is maintained.

Voting will take place using an electronic voting tablet.

2. Voting or giving proxy online

If you wish to vote or give proxy, you can do it online 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 https://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 28th, 2025 at 9:00 am, until Wednesday, May 14th, 2025 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 9th, 2025.

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 14th, 2025 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 15th, 2025**, 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 14th, 2025 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.

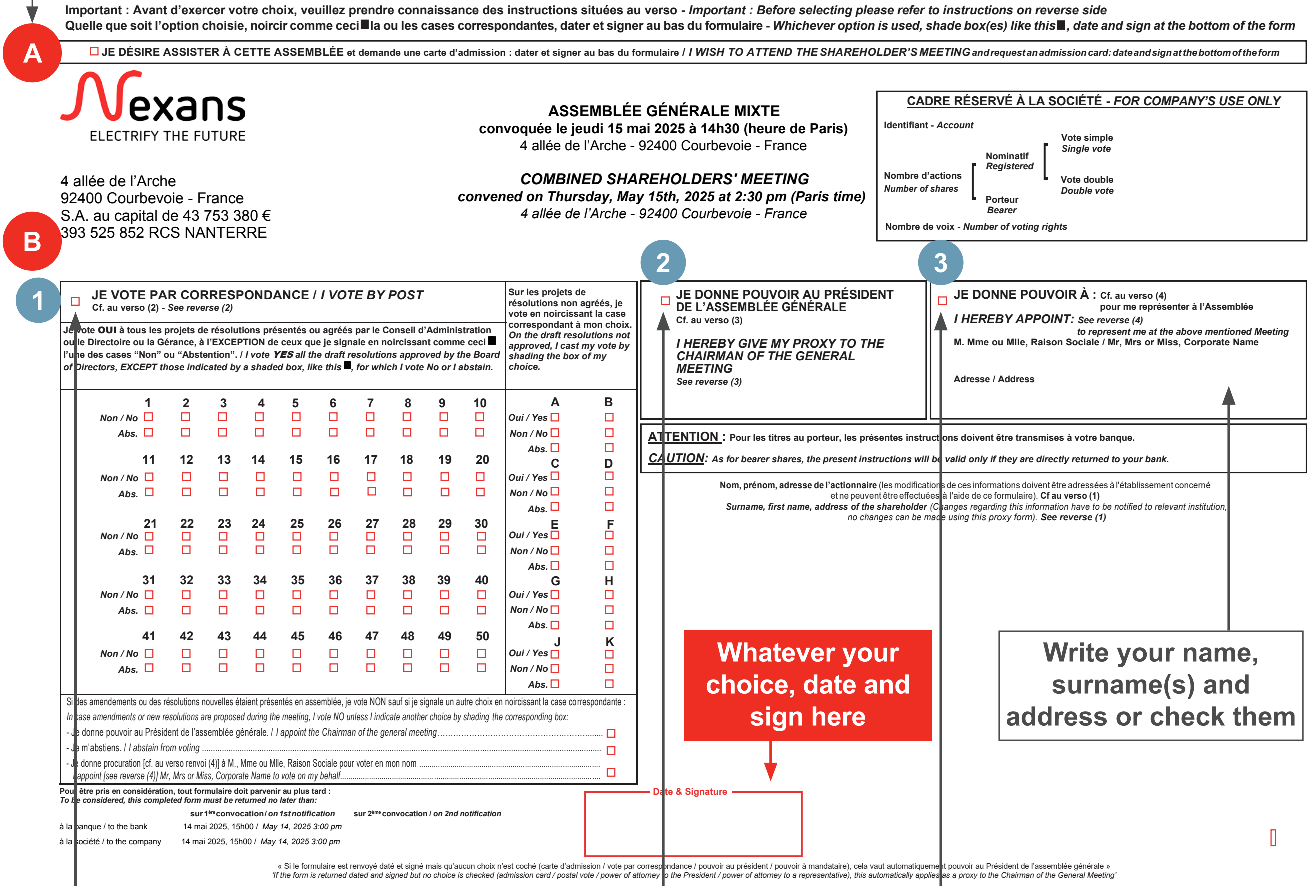
For any proxy without indication of a proxy holder, the Chairman of the Shareholders' Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors, and against the adoption of all other draft resolutions. To cast any other vote, the shareholder must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

Nexans
ELECTRIFY THE FUTURE

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*

☐ **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*

Nexans
ELECTRIFY THE FUTURE

4 allée de l'Arche
92400 Courbevoie - France
S.A. au capital de 43 753 380 €
393 525 852 RCS NANTERRE

ASSEMBLÉE GÉNÉRALE MIXTE
convoquée le jeudi 15 mai 2025 à 14h30 (heure de Paris)
4 allée de l'Arche - 92400 Courbevoie - France

COMBINED SHAREHOLDERS' MEETING
convened on Thursday, May 15th, 2025 at 2:30 pm (Paris time)
4 allée de l'Arche - 92400 Courbevoie - 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.*

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.

	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.	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐

	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)***

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	14 mai 2025, 15h00 / *May 14, 2025 3:00 pm*	
à la société / to the company	14 mai 2025, 15h00 / *May 14, 2025 3:00 pm*	

Date & Signature

« 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'

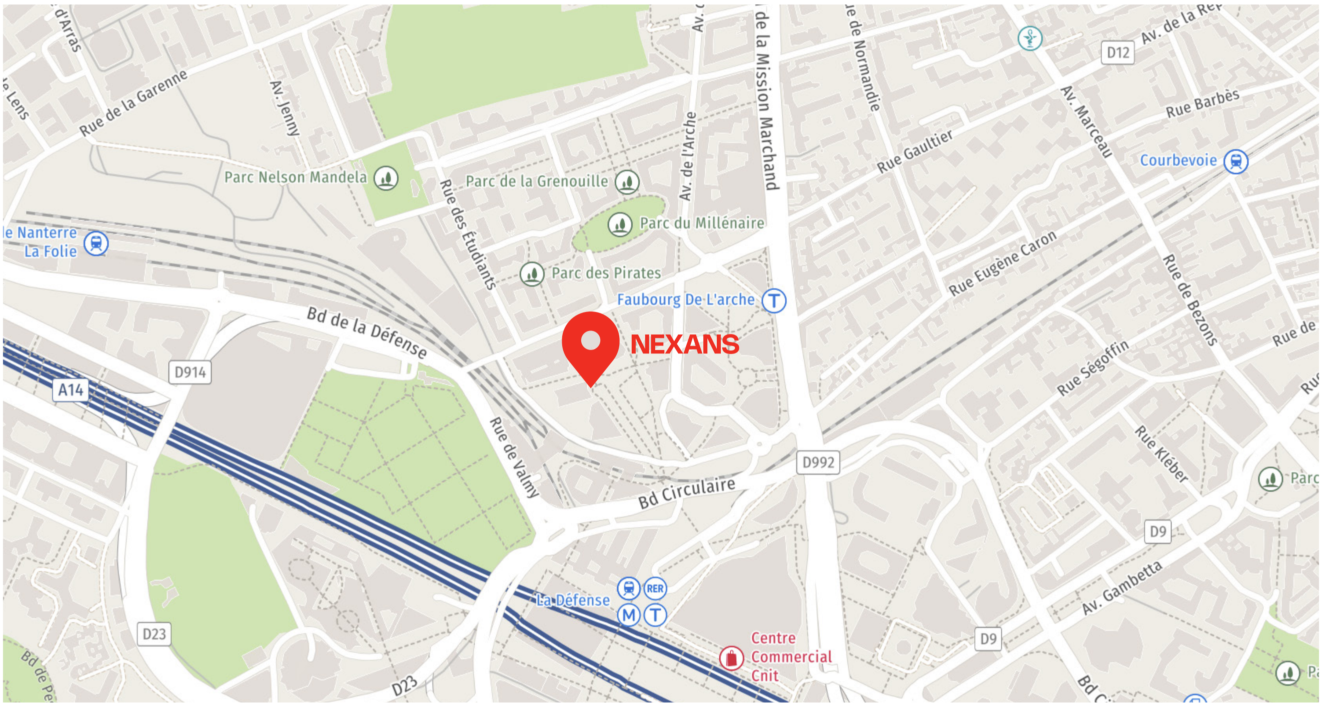
If you wish to vote by mail:
tick box 1 and follow the instructions.

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?

NEXANS – IMMEUBLE LE VINCI
4, allée de l'Arche
92400 Courbevoie



Public Transport Access : (www.ratp.fr)

METRO
Line 1, Station La Défense

RER
Line A, Station La Défense
Line E, Station La Défense

TRAIN
Line U, Station La Défense
Line L, Station La Défense

TRAM
Line 2, Station la Défense ou Faubourg de l'Arche

BUS
Lines 258, 141, 159, 275, 276, 360, 174, 278, 541, 73, 144

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, 2024 - 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, 2024, which reveal profits of EUR 155,055,698 and a net profit, Group share, of EUR 279,250 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 2024. It is proposed to distribute a dividend per share of EUR 2.60, increasing by 13% compared to the previous year. If this proposition is approved, the dividend will be paid on May 21st, 2025. It will be detached on May 19th, 2025 (ex-date).

RENEWAL OF DIRECTORS AND APPOINTMENT OF A NEW DIRECTOR REPRENTING EMPLOYEE SHAREHOLDERS (RESOLUTIONS 4 TO 6 AND A)

The purpose of the **4th resolution** is to renew the term of office of Marc Grynberg, 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, 2028.

Marc Grynberg was Chief Executive Officer (CEO) of Umicore from November 2008 to October 2021. He was head of the Group's Automotive Catalysts business unit from 2006 to 2008. He brings to the Board of Directors his experience in ESG and sustainable development. He has been a Director since May 11th, 2027, and is a member of the Strategy and Sustainable Development Committee and the Accounts, Audit and Risks Committee. He is also Director responsible for monitoring climate and environmental issues since January 20th, 2022. The Director responsible for monitoring climate and environmental issues reports to the Strategy and Sustainable Development Committee, the Board of Directors and the Shareholders' Meeting. In 2024, Marc Grynberg attended some ten meetings with Nexans' management. He presented the progress of the Group's climate strategy at the Shareholders' Meeting of May 16th, 2024, discussed climate and environmental issues with investors and participated in the Climate Day organized by Nexans in Rabat on September 26, 2024. During the second half of the year, he critically reviewed the process of thinking about the next steps of the climate roadmap as part of the preparation of the 2025-2028 Capital Markets Day. With the Chairwoman of the Accounts, Audit and Risk Committee, he initiated joint sessions of the Accounts, Audit and Risk Committee and the Strategy and Sustainable Development Committee (two meetings) on the work on the Corporate Sustainability Reporting Directive (CSRD), reviewed the work on the Taxonomy and the studies carried out on the TCFD and biodiversity. He examined the impact of external growth as part of an M&A due diligence on Nexans' climate roadmap, in particular on the decarbonization trajectory.

On January 15th, 2025, the Board of Directors confirmed his qualification as an independent Director with respect to the independence criteria of the Afep-Medef Code.

Marc Grynberg attended all Board of Directors meetings in 2024. He also attended all the meetings of the Strategy and Sustainable Development Committee and the Accounts, Audit and Risks Committee.

The purpose of the **5th resolution** is to renew, upon the proposal of the shareholder Invexans Limited, the term of office of Francisco Pérez Mackenna, 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, 2028.

Francisco Pérez Mackenna has served as Chief Executive Officer (CEO) of the Chilean company Quiñenco S.A. since 1998. Since December 29, 2023, he has been the Chairman of the Board of Directors of CCU (Compañía Cervecerías Unidas S.A.) and LQ Inversiones Financieras, as well as Vice-Chairman of the Board of Directors of Banco de Chile. He has been a Director since May 31st, 2011, and is a member of the Accounts, Audit and Risks Committee, the Appointments and Corporate Governance Committee, the Compensation Committee, and the Strategy and Sustainable Development Committee.

Francisco Pérez Mackenna attended all Board of Directors meetings in 2024. He also attended 75% of the Accounts, Audit and Risks Committee meetings, and all the meetings of the Appointments and Corporate Governance Committee, the Compensation Committee, and the Strategy and Sustainable Development Committee.

The purpose of the **6th** and **A resolutions** is to appoint the Director representing employee shareholders. Pursuant to the terms of Article 12 bis of the Company bylaws, direct employee shareholders appointed Gwenaël Gilbert, Vice-President PWR-Grid & Connect Brazil and Managing Director of Nexans Brazil, via electronic mean, and members of the Supervisory Boards of Nexans FCPE mutual funds units appointed Bruno Daguet, Vice-President Industrial Operations & Engineering, as candidates for this position.

After having considered both outstanding applications, and upon the recommendation of the Appointments and Corporate Governance Committee, the Board of Directors has approved Gwenaël Gilbert's application on the basis of his international experience as corporate officer. In accordance with Article 12bis of the Company's Articles of Association, as only one seat on the Board to represent employee shareholders is to be filled, the candidate with the highest number of votes will be appointed.

The **6th resolution** aims to appoint Gwenaël Gilbert as director representing employee shareholders for a four-year term of office, expiring at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the fiscal year ending December 31st, 2028.

The **resolution A** is not approved by the Board of Directors. It aims to appoint Bruno Daguet as director representing employee shareholders for a four-year term of office, expiring at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the fiscal year ending December 31st, 2028.

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

If the Shareholders' Meeting resolves in favor of these renewals and this appointment, the Board of Directors would thus be reduced from 14 to 13 directors after the Shareholders' Meeting, following the non-renewal of Andronico Luksic Craig's term of office, which expires at the end of the Shareholders' Meeting of May 15th, 2025, Mr. Luksic having not requested his renewal. 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 60%[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%[2].

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

2026 AGM	Laura Bernardelli, Anne Lebel
2027 AGM	Bpifrance Participations represented by Karine Lenglart, Oscar Hasbún Martinez(1), Jean Mouton, Hubert Porte
2028 AGM	Jane Basson, Tamara de Gruyter
2029 AGM	Gwenaël Gilbert(2), Marc Grynberg, Francisco Pérez Mackenna(1)

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

The term of office of Angéline Afanoukoé, the director representing employees appointed by the France Group Works Council, expires at the end of the Shareholders' Meeting. On March 6th, 2025, the France Group Works Council has decided to renew the term of office of Angéline Afanoukoé as a director representing employees with effect from May 15th, 2025, for a four-year period, until the end of the 2029 Shareholders' Meeting. Angéline Afanoukoé, a French citizen, is Nexans' Head of Global Employer Brand and Educational Partnerships having been Nexans Head of Institution Relations from 2020 to 2023 and the Head of External Affairs between 2017 and 2019. In her current role, Angéline is responsible for talent acquisition, employer branding and partnership strategies in the field of education. She is also responsible for the dissemination and promotion of Nexans Foundation projects while strengthening employee engagement in this area.

The term of office of Elisabetta Iaconantonio, the director representing employees appointed by the European Group Works Council, expires at the end of the 2028 Shareholders' Meeting.

[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.
[2] Proportion of women directors calculated without including the directors representing employees, but including the employee shareholder director.

APPROVAL OF THE INFORMATION RELATING TO THE ELEMENTS OF COMPENSATION PAID DURING FISCAL YEAR 2023 OR ALLOCATED IN RESPECT OF FISCAL YEAR 2024 TO CORPORATE OFFICERS (RESOLUTION 7)

In accordance with the provisions of Article L.22-10-34 I of the French Commercial Code, the purpose of the **7th resolution** is to submit to the vote of the Shareholders' Meeting the elements of compensation paid during the or allocated for the fiscal year 2024 to the directors and 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 2024 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 8 and 9.

The compensation of the 14 members of the Board of Directors, for a total amount of **EUR 779,560**, is shown in the following table:

Director	Amount of compensation allocated for 2024 and paid in 2024
Jean Mouton	€ 0
Angéline Afanoukoé	€ 0
Selma Alami	€ 0
Jane Basson	€ 77,500
Laura Bernadelli	€ 75,000
Bpifrance Participations, represented by Karine Lenglart	€ 77,500
Tamara de Gruyter(a)	€ 50,194
Marc Grynberg	€ 109,000
Oscar Hasbún Martinez	€ 75,000
Elisabetta Iaconantonio(b)	€ 0
Sylvie Jéhanno(c)	€ 36,366
Anne Lebel	€ 104,000
Andrónico Luksic Craig	€ 27,000
Bjørn Erik Nyborg(d)	€ 0
Francisco Pérez Mackenna	€ 88,000
Hubert Porte	€ 60,000

(a) Censor from March 20th, 2024 to May 16th, 2024 and Director since May 16th, 2024
(b) Director representing employees since May 16th, 2024
(c) Director whose term of office ended on May 16th, 2024
(d) Director representing employees whose term of office ended on May 16th, 2024

APPROVAL OF THE COMPENSATION ELEMENTS PAID DURING FISCAL YEAR 2024 OR ALLOCATED IN RESPECT OF FISCAL YEAR 2024 TO JEAN MOUTON AS CHAIRMAN OF THE BOARD OF DIRECTORS (RESOLUTION 8)

In accordance with the provisions of Article L. 22-10-34 II of the French Commercial Code, the **8th resolution** is intended to submit to the vote of the Shareholders' Meeting the elements of compensation paid or allocated during fiscal year 2024 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 2024 Universal Registration Document, in section 4.6.3 (*2024 Compensation of Jean Mouton, Chairman of the Board of Directors*), and are reiterated in the following summary table:

Compensation items paid during fiscal year 2024 or allocated in respect of fiscal year 2024	Amounts or book value of the compensation items paid during fiscal year 2024 or allocated in respect of fiscal year 2024	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 16th, 2024 under the 10th 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 2024. He did not receive any other benefits.

APPROVAL OF THE COMPENSATION ITEMS PAID DURING FISCAL YEAR 2024 OR ALLOCATED IN RESPECT OF FISCAL YEAR 2024 TO CHRISTOPHER GUÉRIN AS CHIEF EXECUTIVE OFFICER (RESOLUTION 9)

In accordance with the provisions of Article L.22-10-34 II of the French Commercial Code, the purpose of the **9th 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 2024 to Christopher Guérin, Chief Executive Officer.

Shareholders are therefore being asked to vote on the following compensation items paid or allocated in fiscal year 2024: fixed compensation for 2024, annual variable compensation for 2023 paid in 2024, annual variable compensation for 2024 allocated in respect of 2024, performance shares allocated in 2024, and benefits in kind.

These elements comply with the recommendations of the AFEP-MEDEF Code, detailed in the 2024 Universal Registration Document, section 4.6.4 (*2024 Compensation of Christopher Guérin, Chief Executive Officer*), and reiterated in the following summary table:

Items of compensation paid in 2024 or granted	Amounts or book value of the items of compensation paid in fiscal year 2024 or granted in respect of the fiscal year 2024	Comments and explanations
2024 fixed compensation	EUR 950,000	Gross amount, pre-tax and social security charges. In 2024, upon the recommendation of the Compensation Committee, the Board of Directors reviewed the fixed compensation of the Chief Executive Officer and decided to increase his fixed compensation from 750,000 euros to 950,000 euros for 2024.
2023 annual variable compensation paid in 2024	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.
2024 annual variable compensation allocated for 2024	EUR 1,280,363	For 2024, the annual variable compensation of Christopher Guérin could vary from 0% to 150% of the annual fixed compensation, which corresponds to a maximum amount of 1,425,000 euros. With regard to the collective portion of the variable compensation, in strict application of the level of achievement of the objectives defined for 2024 (ROCE 25%, EBITDA 40%, Net Income 10% and NFCF 25%):

- The Group achieved a ROCE of 24.2% at December 31st, 2024 (at constant exchange rate) for a maximum objective of 22.5%. 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 777 million (at constant exchange rate) for a maximum objective of EUR 730 million. The achievement rate for EBITDA is 100% of the maximum amount, this indicator having overachieved compared to the budget;
- The Group achieved a NFCF of EUR 387 million (at constant exchange rate) for a maximum objective of EUR 300 million. The achievement rate for NFCF is 100% of the maximum amount, this indicator having also overachieved compared to the budget.
- The Group achieved a Net Income of EUR 272 million (at constant exchange rate) for a maximum objective of EUR 235 million. The achievement rate for Net Income is 100% of the maximum amount, this indicator having overachieved compared to the budget;.

The Board of Directors noted that the portion of variable compensation amounted to EUR 926,500 (representing 100% of the maximum potential amount of EUR 926,500).

For the portion contingent on specific, pre-defined individual objectives, the Board of Directors assessed the achievement level of the objectives for 2024. 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 83.3% of the maximum amount. The Capital Markets Day (CMD) associated with the launch of Lynxeo and the sale of Amercable was successful. The sale of Amercable was completed and closed at $285 million. Lynxeo’s were fully carved-out as planned for December 2024 and non-electrification activities started the second phase of the divestment process.
- The achievement rate for the “**operational efficiency**” objective was 77.8% of the maximum amount. Industry 4.0 associated with Automation has been deployed with Schneider Electric in 65% of our plants Electrification. G&T faced difficulties and delays on two projects that were resolved in 2024. Quality systems are getting very robust and will bring stability in 2025. Successful integration of Reka and the integration of LTC is running as per target and timing.
- The achievement rate for the “**culture and engagement**” objective was 56.7% of the maximum amount. Following the CMD, the new organization was launched with the creation of market divisions and the reinforcement lift up of key regions at the Executive Committee. For the first time in Nexans’ history, the Management Committee reinforced its international diversity, with 8 nationalities in 6 different locations. Nexans is behind schedule in deploying the new culture. Nevertheless, the work with sociologists kept going all year long, and the employee engagement increased by gained 10 points in France. Each factory created its movie on its history to anchor its DNA & will launch workshops with operators to think of future investments. Nexans also continues to maintain a solid and constructive social dialogue with its social partners.
- The achievement rate of the “**deployment of the ESG policy**” was 80.0% of the maximum amount. Newly integrated companies (LTC, Reka) are increasing upward the LTI ratio despite an overall improvement in the Group’s historical plants. In 2024, Nexans counted 18 E3-qualified sites (Lima, Nar Ibrahim, Santiago, Weyburn, Erembodegen, La Verpillière, Donchery). The overall gender diversity progressed by 0.4% to reach 16.8% despite a slight decrease of women in top management (16.4%).

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On this basis, the Board of Directors noted that the individual portion amounted to EUR 354,113 (for a potential maximum of EUR 498,750, i.e. 71.0% of this amount).
The total variable portion as determined by the Board of Directors for 2024 therefore amounts to EUR 1,280,363, i.e. 89.9% 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.
</td>
</tr>
<tr>
<td>Stock options, performance shares, or any other long-term compensation component</td>
<td>A maximum number of 20,000 performance shares valued at EUR 1,373,412</td>
<td>
In accordance with the Group's long-term compensation policy and the authorization given at the Annual Shareholders' Meeting of May 11th, 2023, on March 20th, 2024 the Board of Directors approved the recommendation of the Compensation Committee and adopted a new long-term compensation plan (Plan no. 24). 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 20,000 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 compared with that of the Eurostoxx 600 Industry index reference panel made up of the following nine companies: Belden, Encorewire, Legrand, NKT Cables, Orsted, Prysmian, Rexel, Signify 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.
<table>
<tr><th>Rank achieved by Nexans compared to panel TSR</th><th>% of shares vested based on this 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>
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:
<table>
<tr><th>EBITDA margin thresholds for the 2026 fiscal year <u>if the NCCR is greater than 40%</u></th><th>% of shares vested based on this condition</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>≥10.0% and <10.4%</td><td>50%</td></tr>
<tr><td><10%</td><td>0%</td></tr>
</table>
</td>
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<td>
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 2026:
2026 CSR objectives
<table>
<tr><th></th><th></th><th></th><th>2026 objectives</th></tr>
<tr><td>ENGAGEMENT</td><td>Workplace safety</td><td>Workplace accident frequency rate (LTI/MTI)[a]</td><td>6.5</td></tr>
<tr><td></td><td>Employee engagement</td><td>Proportion of women in management positions[b]</td><td>30%</td></tr>
<tr><td></td><td></td><td>Employee engagement index[c]</td><td>78%</td></tr>
<tr><td>ENVIRONMENT</td><td>Decarbonation</td><td>Reduction of GHG emissions (Scopes 1 and 2)[d]</td><td>37%</td></tr>
<tr><td></td><td></td><td>Reduction of GHG emissions (Scope 3[e] global)</td><td>29.2%</td></tr>
<tr><td></td><td>Circular economy</td><td>Recycled copper content[f]</td><td>20%</td></tr>
<tr><td></td><td>Energy transition</td><td>% of sales covered by a PEP (Product Environmental Profile)[g]</td><td>49%</td></tr>
<tr><td>ECOSYSTEMS</td><td>Business ethics</td><td>Proportion of employees who completed the compliance training program[h]</td><td>100%</td></tr>
<tr><td></td><td>CSR risk on the value chain</td><td>Net supplier CSR risk[i]</td><td>1.3</td></tr>
</table>
The number of performance shares vesting under the CSR performance condition will depend on the number of CSR targets achieved by December 31st, 2026.
Depending on performance levels at the end of the vesting period expiring on March 20th, 2028, the number of shares that will be definitively acquired by the Chief Executive Officer may vary between 0 and a maximum of 20,000 shares, in accordance with the performance conditions set out above.
</td>
</tr>
<tr>
<td>Valuation of the benefits of all kinds</td>
<td>EUR 7,645</td>
<td>Christopher Guérin uses a company car.</td>
</tr>
</table>

In addition, the following compensation items were in effect as of December 31st, 2024. A detailed description of these items is set forth in the 2024 Universal Registration Document in section 4.6.4 (*Compensation 2024 of Christopher Guérin, Chief Executive Officer*).

<table>
<tr><th>Items of Compensation</th><th>Amounts or book value of the items of compensation</th><th>Comments and explanations</th></tr>
<tr>
<td>Severance Payment</td>
<td>EUR 0</td>
<td>
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.
</td>
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</table>

		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 Sections 4.6.1.2 and 4.6.1.3 of the 2024 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 2024 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 2024 is EUR 380,000.

APPROVAL OF THE COMPENSATION POLICY FOR DIRECTORS AND EXECUTIVE DIRECTORS FOR THE FINANCIAL YEAR 2025 (RESOLUTIONS 10 TO 12)

In accordance with the provisions of Article L.22-10-8 II of the French Commercial Code, the shareholders are invited to approve the principles and criteria for determining, granting and allocating the fixed, variable and exceptional items making up the total compensation and benefits of all kinds for Nexans executive corporate officers for the financial year 2025.

The **10th resolution** concerns the compensation policy for members of the Board of Directors for the financial year 2025, 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 2025 financial year was established by the Board of Directors on February 18th, 2025, upon the recommendation of the Compensation Committee.

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 2024 Universal Registration Document.

The **11th resolution** concerns the compensation policy for the Chairman of the Board of Directors for the financial year 2025, 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 sections 4.6.1.2 and 4.6.1.3. of the 2024 Universal Registration Document.

The **12th resolution** relates to the compensation policy of the Chief Executive Officer for the financial year 2025, which includes fixed compensation, variable compensation, long-term compensation in performance shares, and a benefit in kind (company car) and the grant of performance shares linked to the 2025-2028 strategic plan, as authorised by the general shareholders' meeting of May 16th, 2024 under its 21st resolution. 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 (CEO) was reviewed on February 14th, 2024, and approved at the Shareholders' Meeting on May 16th, 2024. Pursuant to the compensation policy for executive corporate officers, the compensation of Christopher Guérin was remained unchanged for a period of three years, from 2021 to 2023.

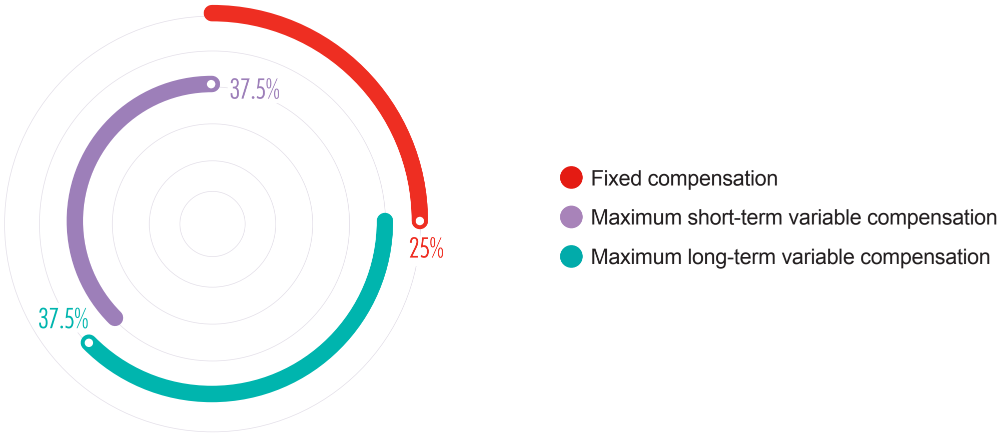
The 2025 compensation policy was reviewed by the Compensation Committee during three meetings between October 2024 and February 2025, before being proposed and approved by the Board of Directors.

At its meeting of February 18th, 2025, the Board of Directors, on the recommendation of the Compensation Committee, set the new compensation policy for 2025 for Christopher Guérin in line with the compensation policy approved in 2024 and in line with the "Sparking Electrification with Tech Solutions" strategic plan announced on November 13th, 2024 during the Capital Markets Day.

The compensation policy for the Chief Executive Officer is described in detail in the report presented in sections 4.6.1.2 and 4.6.1.3. of the 2024 Universal Registration Document.

Structure of the 2025 compensation of the Chief Executive Officer

On the recommendation of the Compensation Committee, the Board of Directors decided to maintain the compensation structure approved by the Shareholders' Meeting of May 16th, 2024, ensuring the balance of short-term and long-term variable compensation. The portion of the fixed, maximum short-term variable and maximum long-term variable components (excluding exceptional compensation) in the Chief Executive Officer's (CEO) total compensation is the following:



Fixed compensation

At its meeting of February 18th, 2025, the Board of Directors set the fixed compensation of Christopher Guérin at 950,000 euros for 2025. This compensation, reviewed on February 14th, 2024 and approved by the Shareholders' Meeting of May 16th, 2024, remains unchanged in 2025. In accordance with the compensation policy, it is only reviewed every three years.

Variable compensation

At its meeting on February 18th, 2025, the Board of Directors set the structure and objectives of Christopher Guérin's annual variable compensation for 2025. The target rate of the annual variable compensation remains unchanged and represents 100% of the annual fixed compensation. The annual variable compensation may vary from 0% to 150% of the fixed annual compensation according to the achievement of demanding objectives set by the Board of Directors. This is composed of collective objectives representing 65% of the target variable compensation and individual objectives representing 35%.

Target amounts for the selected objectives are those of the 2025 budget approved by the Board of Directors. All targets are set with a minimum and maximum threshold in order to ensure that performance is appropriately rewarded.

VARIABLE COMPENSATION STRUCTURE AND OBJECTIVES

The Board of Directors decided, on the recommendation of the Compensation Committee, to revise the indicators of the collective portion as well as their breakdown in order to ensure the alignment of the Chief Executive Officer's (CEO) annual variable compensation with Nexans' ambitions for 2028 as communicated on November 13th, 2024 through "Sparking Electrification with Tech Solutions", the third phase of its long-term strategy to build the global pure player in electrification.

Upon the recommendation of the Compensation Committee, the Board of Directors has decided to include the criterion of organic growth in the annual variable compensation. This organic growth criterion expressed in percentage of growth, aligned with the Group's long-term strategy, aims at ensuring its operational implementation.

In 2025, the collective portion of the annual variable compensation is then made up of five criteria: organic growth expressed as a percentage of growth, ROCE, EBITDA, free cash flow and net income expressed in euros.

Minimum and maximum targets are defined by the Board of Directors in absolute value within predefined 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 50% of the organic growth target, 90% of the ROCE, EBITDA and net income targets, and 80% of the Free Cash Flow target. In the event of outperformance, the bonus payment threshold may not exceed 150% of the organic growth target, 110% of the ROCE, EBITDA and net income targets, and 120% of the FCF target.

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.

The individual objectives and their respective weighting for 2025 are as follows:

Criteria	Weighting	Minimum	Target	Maximum
Collective objectives	**65%**	**0% of target compensation**	**100% of target compensation**	**150% of target compensation**
Organic growth (in %)	10%	50%	Budget	150%
ROCE (in %)	20%	90%	Budget	110%
EBITDA (in €M)	30%	90%	Budget	110%
Net income (in €M)	10%	90%	Budget	110%
Free Cash Flow (in €M)	30%	80%	Budget	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	40%	Quantitative and qualitative objectives set by the Board of Directors		
Culture, engagement and deployment of the ESG Policy	30%	Quantitative and qualitative objectives set by the Board of Directors		

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 2025 are as follows:

1. Strategy deployment – 30%

- Organic: Roll out of the Capital Markets Day 2025-2028 through the launch of new offers and a growth above +3%
- Inorganic: Divestment of non-electrification activities upon approval by the Board of Directors: Close 1 or 2 divestments before the year-end
- Conduct the necessary postmortem analysis to ensure value creation

2. Operational efficiency – 40%

- Success of the new organization through the new PWR-Transmission team, synergies between market divisions and regions,
- Deployment of the Group's industrial strategy with the reinforcement of Industry 4.0. Reach 85% of industrial sites,
- PWR-Transmission execution and quality performance. Ensure an order book 6 billion euros and above. Implement required actions to reach 90% of the budget to prevent the risk of project delays
- Integration of acquisitions: Achieve €20m in synergies with LTC

3. Culture, engagement & ESG – 30%

→ Culture & Engagement

- Build a succession plan for key roles
- Deployment and adoption of the new culture (leadership model and associated behaviors)
- Roll-out the E3 leadership development program

→ Deployment of the ESG Policy

- Safety: Workplace frequency rate (FR1: 0.9)
- E3 Leadership: 20% Sites are E3 compatible, new training dedicated to E3 in place. Climate strategy aligned with targets
- Diversity: 20% women in top management positions and 18% for all Group employees (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 on January 14th, 2025. Collective and individual objectives were set by the Board of Directors on February 18th, 2025.

Payment of annual variable compensation will be subject to approval at the 2026 Shareholders' Meeting of the resolution related to the total compensation and benefits-in-kind paid in 2026 or granted to the Chief Executive Officer (CEO) for 2025 in accordance with Article L.225-100 of the French Commercial Code.

Long-term compensation in shares

The maximum amount of the long-term compensation, expressed in the form of the valuation of share awards, remains unchanged at 150% of the annual fixed compensation.

At its meeting on March 21st, 2025, the Board of Directors set out the performance conditions for the long-term incentive plan:

- 40% of the performance shares awarded to the Chief Executive Officer (CEO) for 2025 will be subject to a vesting condition based on the Nexans' relative performance of the Total Shareholder Return (TSR).

  On the recommendation of the Compensation Committee, the Board of Directors has decided to change the way the external performance condition is measured for the long-term remuneration scheme. This external performance condition will be measured with a combined TSR performance, compared with a panel of 9 companies (the only criteria of TSR performance in previous plans), and with the Eurostoxx 600 Industrial Goods & Services.

  This decision to move towards a combined TSR reflects the willingness of the Board of Directors to structure, for the CEO and the Group's key managers, a more balanced remuneration between the recognition of the Group's economic performance and shareholder return performance, while still being highly demanding.

  Changes in the economic landscape and in capital operations limit the possibility of measuring the relative TSR performance in a stable and reliable manner, and prompt to broaden the basis of comparison for stock market performance. A detailed benchmark analysis of SBF120 companies shows that a large proportion of companies that measure external performance against an Index. Nevertheless, it is important for Nexans to maintain a basis for industry segment comparison with a selected panel and an industrial segment index, the Eurostoxx 600 industrial Goods & Services. With 40% of shares allocated as part of long-term remuneration based on relative TSR performance, Nexans maintains a high standard of long-term remuneration. For a balanced remuneration policy, the Board of Directors has decided to allocate TSR performance with 30% of performance measured against the panel (TSR-Panel) and 70% of performance measured against an index (TSR-Index). No shares can be vested with a TSR performance lower than the median of the panel and lower the index performance.

For the considered period, 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 and index values for the three months preceding the share grant with the averaged TSR for the three months preceding the end of the performance assessment period. The number of shares definitively acquired will be determined on the basis of the following scale:

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

Performance achieved by Nexans compared to the TSR of the panel	% of shares vested for 30% of the stock market performance condition
1st rank	100%
2nd rank	90%
3rd rank	80%
4th rank	70%
5th rank	60%
Below the rank 5th rank	0%

Performance achieved by Nexans compared to the TSR of the index	% of shares vested for 70% of the stock market performance condition
≥ 140%	100%
≥ 130%	90%
≥ 120%	80%
≥ 110%	70%
≥ 100%	60%
<100%	0%

- 40% of the performance shares granted in 2025 will be subject to a financial performance condition based on the consolidated adjusted EBITDA, assessed on December 31st, 2027, with a minimum level of Cash conversion ratio. 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.

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

Levels of adjusted EBITDA for the 2027 financial year if the cash conversion ratio is greater than 30%	Percentage of shares vested under this condition
≥ 1 030 €M	100%
≥ 1 020 €M	90%
≥ 1 010 €M	80%
≥ 1 000 €M	70%
≥ 990 €M	60%
≥ 980 €M	50%
< 980 €M	0%

- 20% of the performance shares awarded in 2025 will be subject to a performance condition linked to the Group's ESG ambitions, assessed at December 31st, 2027, as set out in the roadmap for 2025-2028 (ESG Scorecard) incorporating several criteria.

		2027 Targets
ENVIRONMENT		
Focus on Decarbonization	Reduction of GHG emissions (respectively scopes "1 & 2" [1] et "3" [2] full scope)	39% 29,4%
Focus on Circular Economy	Copper recycled content[3]	21%
Transition énergétique	% of sales covered by a PEP (Product Environmental Profile)[4]	53%
ENGAGEMENT		
Focus on a Safe workplace	Total Recordable Incident Rate (LTI/MTI)[5]	6.3
Focus on People engagement	Gender diversity in graded positions[6]	30%
	NLV Engagement[7]	≥ 78%
ECOSYSTEMS		
Focus on Business Ethic	Completion rate of Compliance awareness trainings[8]	100%
Focus on CSR risks on the value chain	Supplier CSR net risk[9]	1.15

(1) Greenhouse Gas (GHG) emissions for scopes 1 and 2, as defined by the GHG protocol – ghgprotocol.org. The targets are based on the reduction of emissions of 2019, the base year and SBTi commitment. In accordance with SBTi, targets may be revised after 5 years or if a significant event, such as an acquisition or divestment, has an impact of +/-5% on the company's greenhouse gas emissions trajectory.
(2) Greenhouse Gas (GHG) emissions for part of scope 3 relating to SBTi perimeter, as defined by the GHG protocol – ghgprotocol.org. The targets are based on the reduction of emissions of 2019, the base year and SBTi commitment. In accordance with SBTi, targets may be revised after 5 years or if a significant event, such as an acquisition or divestment, has an impact of +/-5% on the company's greenhouse gas emissions trajectory.
(3) Percentage of total quantity of recycled copper tonnage used in metallurgy productions out of total copper tonnage in metallurgy productions. Are considered tonnages entering casting unit, including production in tolling. Recycled copper equals to tonnage scrap plus recycled content of cathodes and cathode recycled content is based on written supplier auto-declaration.
(4) Percentage of sales covered by a third party verified Valid PEP out of total of D&U sales. In case of a significant event such as M&A or divestiture, this objective might be revised to reflect the Company performance at constant perimeter.
(5) Total number of recorded LTI and MTI defined as FR2 based on the electrification scope. In case of a significant event such as M&A or divestiture, this objective might be revised to reflect the Company performance at constant perimeter.
(6) Gender parity in management positions. Number of women in graded positions / Total number of graded positions. In case of a significant event such as M&A or divestiture, this objective/evaluation might be revised to reflect the Company performance at constant perimeter.
(7) Engagement score from the Nexans employee engagement survey (Nexans Living Voices). The engagement index is a composite index made of a combination of annually defined questions from the annual NLV survey deemed reflective and predictive of engagement. In case of a significant event such as M&A or divestiture, this objective/evaluation might be revised to reflect the Company performance at constant perimeter.
(8) Completion rate of target population, as yearly defined in the Compliance Training Strategy of the Group, having covered yearly e-learning training courses related to topics that can include, for example: anti-corruption, conflict of interest, competition law, harassment and discrimination or internal alerts systems.
(9) Suppliers CSR net risk based on category / country risk and supplier vulnerability, applied to Nexans CSR critical categories and weighted by spend. at constant LME - In case of a significant event such as M&A or divestiture, this objective/evaluation might be revised to reflect the Company performance at constant perimeter.

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

Average of objective achievements	% of vesting for the number of shares subject to that condition
100%	100%
70%-100%	Linear interpolation from 70% to 100%
Below 70%	0%

For 2025, the shares that may be awarded to the Chief Executive Officer (CEO) are capped by the resolution adopted by the Shareholders' Meeting of May 16th, 2024 at no more than 12% of the aggregate number of performance shares awarded (i.e. 39,600 shares), corresponding to around 0.09% of the Company's share capital at December 31st, 2024 (made up of 43,753,380 shares).

Exceptional long-term share-based compensation scheme in connection with the Sparkling Electrification strategic plan (2025-2028)

On November 13th, 2024, at its Capital Markets Day 2024, Nexans presented its strategic plan and the Group's ambitions for the period 2025-2028. This new strategic roadmap is focused on strengthening its position in the electrification markets, through innovative solutions and new market segments. This Strategic Long Term Incentive Plan aims at supporting the improvement of the Group's financial performance, including an adjusted EBITDA target of 1,150 million euros by 2028.

Considering that achieving these ambitious targets will require an outstanding engagement of the Executive Committee and key people for the Group, the Board of Directors is willing to set up a specific Long-Term Incentive Plan, based on the allocation of performance shares such as the 2021 Strategic Long Term Incentive supporting the strategy "Winds of change".

This plan, the "Strategic Long-Term Incentive Plan", will apply to about 50 beneficiaries, including the Chief Executive Officer and the Executive Committee members.

It will take the form of Performance shares pursuant to the 21st resolution adopted by the Annual Shareholder meeting of May 16th, 2024. This resolution authorized the Board of Directors to grant performance shares, up to a maximum of 130,000 shares to the purpose of a special long-term incentive plan based on the new Long-Term Strategy.

At its meeting of March 21st, 2025, the Board of Directors set the performance conditions for the Strategic Long-Term Incentive Plan to be achieved by the end of 2028, with the aim of reinforcing the managers alignment with shareholders' interests in line with the strategic plan : "Sparking Electrification".

- 10% of performance shares will be subject to a performance condition based on portfolio rotation, in order to pursue the Group's electrification strategy.

  Vesting 100% of the performance shares related to this condition requires a 100% electrification rate (excluding metallurgy) by December 31, 2028.

- 15% of performance shares will be subject to a performance condition based on organic growth targets of the Group's electrification activities.

  Vesting 100% of the performance shares related to this condition requires an average annual growth rate (CAGR) in the Group's electrification business of +4% from 2025 à 2028.

- 35% of performance shares will be subject to a performance condition based on an adjusted EBITDA target.

  Vesting 100% of the performance shares related to this condition requires an adjusted EBITDA of €1,150 million by the end of end 2028.

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- 20% of performance shares will be subject to a performance condition based on a conversion rate of the Group EBITDA in Free Cash Flow.

  Vesting 100% of the performance shares related to this condition requires cash conversion rate of 45%.
- 20% of performance shares will be subject to a combined stock market performance condition consisting in measuring Nexans' Total Shareholder Return (TSR) compared with a panel of comparable companies and compared with the Eurostoxx 600 Industrial index over the performance measurement period. No shares may be vested for a performance of the Nexans' TSR performance below the panel median or below the index performance.

The number of performance shares that will vest at the end of the performance period of the Strategic Long-Term Incentive Plan shall not exceed 100% of the number of performance shares allocated by the Board of Directors in 2025.

The vesting of performance shares will be conditional on a presence condition of the beneficiaries until the end of March 2029, without exception (except in the event of death or disability). This presence condition aligned with the objective of retaining beneficiaries of the Strategic Long-Term Incentive Plan.

The Board of Directors may adjust the performance objectives of the Strategic Long-Term Incentive Plan or the performance measurement at the end of the vesting period in the event of the occurrence including unpredictable changes in the economic environment or market dynamics, having an impact on the parameters used to measure performance, with the sole purpose of neutralizing the impact of said events.

The allocation of shares to the Chief Executive Officer will be conditional on the adoption of the 2025 compensation policy for the Chief Executive Officer by the Annual Shareholder Meeting of May 15th, 2025. The number of shares allocated to the Chief Executive Officer **shall not exceed the maximum of 20%** of the total envelope set by the 21st resolution adopted by the Annual Shareholders Meeting of May 16th, 2024.

In accordance with the compensation policy for executive corporate officers, Christopher Guérin, as Chief Executive Officer (CEO), 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 2025 is detailed in the report presented in sections 4.6.1.2 and 4.6.1.3 of the 2024 Universal Registration Document.

APPROVAL OF A REGULATED AGREEMENT BETWEEN A COMPANY OF THE GROUP AND BPIFRANCE PARTICIPATIONS (RESOLUTION 13)

On October 29th, 2024, the Board of Directors authorized the signature by Nexans Continuous Copper Casting and Refining, a company in which the Company holds an indirect 70% stake, through its subsidiary Nexans France, of a financing agreement with Bpifrance. The agreement forms part of the France 2030 investment plan, which aims to develop industrial competitiveness and the technologies of the future, for a project to invest in a production line for recycled copper wire rod. The aim of the agreement is to enable Nexans to benefit from financing totaling around EUR 15 million in the form of subsidies (60%) and a repayable advance over seven years (40%).

Bpifrance is the parent company of Bpifrance Participations, which holds 5.19% of Nexans share capital and voting rights and is a member of the Company Board of Directors. Consequently, in accordance with articles L. 225-38 et seq. of the French Commercial Code, this transaction is subject to the prior authorisation of the Board of Directors.

The principle, content and terms and conditions of this transaction were examined by the Board of Directors, in the absence of Karine Lenglart, Bpifrance Participations permanent representative on the Board of Directors. The Board noted that it was in the Company interest to enter into this financing agreement with Bpifrance, before authorizing its conclusion.

During the 2024 fiscal year, this agreement did not give rise to any payment to Nexans Continuous Copper Casting and Refining.

AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS TO CARRY OUT TRANSACTIONS INVOLVING THE COMPANY'S SHARES (RESOLUTION 14)

We propose that you renew, under substantially similar conditions, the authorization granted by the Shareholders' Meeting dated May 16th, 2024 (Resolution 15), 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 2024, the Company bought back 175,000 shares under the shares buyback program implemented by the Board of Directors on September 26th, 2023, in accordance with the authorization granted by the Shareholders' Meeting of May 11th, 2023, for a total amount of 16.4 million euros, allocated to meeting the obligations arising from the free share and performance share plans for employees and corporate officers.

In 2024, the Company also bought back 150,000 shares at a weighted average price of 112.21 euros per share, representing a total cost of 16.83 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, 2024, under this liquidity contract, the Company carried out :

- 14,224 purchase transactions, totaling 1,669,552 shares at an average price of EUR 109.7338, i.e. a total amount of EUR 183,206,387.60; and
- 11,004 sales transactions, totaling 1,669,552 shares at an average price of EUR 109.9075, for a total amount of EUR 183,496,331.10.

As of December 31st, 2024, the Company held 183,759 of its own shares (0.42% 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 **14th 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, in one or more times, excluding derivatives on the regulated market or off-market (including purchases or sales by block of shares). 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 400 M. This maximum amount has been increased compared with the amount approved by the General Meeting of May 16th, 2024 in order to give the Company flexibility in its purchasing policy, in compliance with the applicable regulations and in line with market practice.

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 2024 by using the delegations granted by the Shareholders' Meeting held on May 11th, 2023:

March 20th, 20234 October 29th, 2024	**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. 24 and No. 24A, providing for the grant of 281,100 performance shares, then, after cancellation of 5,000 shares, the grant of 3,500 additional shares to 2 employees of Group subsidiaries out of the 300,000 performance shares authorized by the May 11th, 2023 Shareholders' Meeting, and 45,600 free shares out of the 50,000 authorized by the Shareholders' Meeting of May 11th, 2023.

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 15)

Along with **resolution 14** 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 16th, 2024 (Resolution 16) 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.

DELEGATIONS OF AUTHORITY TO BE GIVEN TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL (RESOLUTIONS 16 TO 21)

The Board of Directors wishes to have a certain flexibility in the choice of possible issues and to be able to quickly and flexibly raise the financial resources necessary for the Group development and transformation.

The Board of Directors has decided, with respect to all the share capital increase delegations (excluding those authorizing the grant of free shares - **resolutions 24 and 25**), to continue to apply the Board of Directors' neutrality principle at the time of takeover. Therefore, all of these delegations cannot be used by the Board of Directors at the time of a takeover.

The Board of Directors submits the following resolutions to the Shareholders' Meeting vote under the conditions and within the limits presented in the summary table and the developments discussed thereafter. The term of the proposed delegations is **twenty-six months from the date of the Shareholders' Meeting**.

These resolutions can be split up into **two major categories**: those that would give rise to share capital increases with shareholders' preferential subscription rights and those that would give rise to share capital increases without shareholders' preferential subscription rights.

Any share capital increase in cash grants shareholders a "**preferential subscription right**," which is detachable and transferable for the duration of the subscription period: each shareholder has the right to subscribe, for at least 5 trading days as from the beginning of the subscription period, a number of new shares proportional to his or her equity interest in the share capital.

It is proposed that you grant the Board of Directors with the ability to cancel this preferential subscription right in order to carry out public offers or aimed exclusively at qualified investors and/or a restricted circle of investors referred to as in 1° of Article L. 411-2 of the French Monetary and Financial Code, or public offers aimed at a wider audience than the Company's shareholders. Indeed, based on market conditions, the type of investors concerned by the issuance, and the type of securities issued, it is necessary to cancel the preferential subscription right to carry out a securities investment in the best possible conditions, particularly when the speed of the transactions constitutes an essential condition for their success, or when the issuances are carried out on foreign financial markets. Such cancellation can secure a larger amount of capital due to more favorable issuance conditions. In accordance with legal and regulatory provisions, the issue price of the shares without preferential subscription rights may be set by the Board of Directors, in compliance with the applicable legal and regulatory provisions, within the framework of the flexibility now permitted by Law no. 2024-537 of 13 June 2024, known as the 'Attractiveness Law'. However, it is proposed that the issue price of ordinary shares issued under this authorisation should continue to be subject to restriction that have been generally accepted until now. Therefore, the issue price of the shares will be at least equal to the weighted average price for the last three trading days before the price is set, possibly reduced by a maximum 10% discount price, after correcting the difference, if any, in benefit entitlement date (jouissance), guaranteeing reference to market conditions.

The resolutions authorizing the grant of performance shares and free shares (**24th and 25th resolutions**) imply, as per the law, shareholders' express waiver of their preferential subscription right in favor of the beneficiaries of these grants.

The table below summarizes the financial authorizations proposals submitted to the Shareholders' Meeting of May 15th, 2025:

<table>
<tr><th>Resolutions proposed to General Shareholders' Meeting dated May 15th, 2025[1]</th><th>Ceilings per resolution (par value)[2]</th><th>Subceilings shared by several resolutions (par value)</th><th>Ceilings shared by several resolutions (par value)</th><th>Aggregate ceiling (par value)</th></tr>
<tr><td colspan="5">Share capital increase with and without preferential subscription rights</td></tr>
<tr><td>Issuance of ordinary shares or securities (French ORAs, OBSAs, OCEANEs, ABSAs, ABSOs, ABSARs…) with preferential subscription rights (R16) and with a possible over-allocation option (R20)</td><td>€ 14,000,000, or 14,000,000 shares (< 32% of the share capital)
Debt securities = € 350,000,000</td><td>-</td><td rowspan="7">€ 14,000,000, or 14,000,000 shares (< 32% of the share capital)</td><td rowspan="7">€ 14,000,000 or 14,000,000 shares

Debt securities granting rights to equity securities : = € 350,000,000</td></tr>
<tr><td>Issuance of ordinary shares via the capitalization of premiums, reserves, or profits, or any other sum, the capitalization of which is authorized (R17)</td><td>€ 14,000,000, or 14,000,000 shares (< 32% of the share capital)</td><td>-</td></tr>
<tr><td>Issuance of ordinary shares or securities (French ORAs, OBSAs, OCEANEs…) without preferential subscription rights via a public offering excluding the offers referred in 1° of Article L. 411-2 of the French Monetary and Financial Code (R18) with a possible over-allocation option (R20), or an issuance of shares or securities representing debt and granting rights to equity securities (French ORAs, OBSAs, OCEANEs…) via a public offering referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code (R19) with a possible over-allocation option (R20)</td><td>€ 4,375,330, or 4,375,330 shares (< 10 % of the share capital)
Debt securities = € 350,000,000</td><td rowspan="2">€ 4 375 330 or 4,375,330 shares (< 10 % of the share capital)</td></tr>
<tr><td>Issuance of ordinary shares and securities granting rights to equity securities in consideration of tendered securities: as a method of payment for acquisitions (R21)</td><td>€ 4 375 330 or 4,375,330 shares (< 10 % of the share capital)</td></tr>
<tr><td colspan="3">Employee Profit-sharing Schemes (Intéressement)</td></tr>
<tr><td>Issuance of ordinary shares reserved for employees who are members of company savings plans (R22). Authorization for 24 months</td><td>€ 600,000 or 600,000 shares</td><td>-</td></tr>
<tr><td>In the event that the above delegation is used, an issuance of ordinary shares or securities granting rights to equity securities for the benefit of a credit institution for the purpose of implementing an SAR (stock appreciation right) type alternate formula, in favor of certain foreign employees (Chile, China, South Korea, United-States, Greece, Italy, Japan, Sweden) (R23) Authorization for 18 months</td><td>€ 150,000 or 150,000 shares</td><td>-</td></tr>
<tr><td>Grant of performance shares to corporate officers and key managers in 2026 - LTIP n°26 – Authorization granted for a twelve-month period as from January 1st, 2026 (R24)</td><td>€ 330,000 or 330,000 shares</td><td colspan="3">-</td></tr>
<tr><td>Grant of free shares to certain high-potential executives and/or exceptional contributors without performance conditions in 2026 - LTIP n°26 – Authorization granted for a twelve-month period as from January 1st, 2026 (R25)</td><td>€ 50,000 or 50,000 shares</td><td colspan="3">-</td></tr>
</table>

[1] The abbreviation "R..." indicates the number of the resolution submitted to the General Shareholders' Meeting dated May 15th, 2025
[2] The maximum number of shares that could potentially be issued corresponds to the maximum par value of the share capital increases that could potentially be carried out insofar as the par value of a Company share is equal to one Euro.

The nominal amount of the capital increases that could be carried out pursuant to the delegations of authority conferred by resolutions 16 to 23 would be capped at EUR 14 M overall (i.e. less than 32% of the share capital at December 31st, 2024).

Over-allocation option (Resolution 20)

This delegation would enable the Board of Directors, in the event of excess subscription requests, to increase the number of securities to be issued at the same price as that retained for the initial issuance carried out by virtue of the 16th, 18th and 19th resolutions of this Shareholders' Meeting, within the limits of the ceilings set for the issuances under the terms of these resolutions, as well as within the time frame and limits set forth under applicable regulations as at the issuance date (or, currently, within thirty days of the close of the subscription period and within a limit not to exceed 15% of the initial issuance).

Considering, in particular, the volatility of current market conditions, the Board of Directors believes that this delegation allows for the exercise of over-allocation options, a common mechanism compliant with market practices.

Share capital increase in remuneration for in kind contributions (Resolution 21)

This delegation enables the Board of Directors to issue ordinary shares or securities granting rights to Company equity securities to be issued, within the limit of a par value of EUR 4,375,330 (or less than 10% of the share capital), in consideration of contributions in kind granted to the Company and concerning shares or securities granting rights to equity securities. It is hereby specified that the conditions for compensating such contribution would be subject, in accordance with legal provisions, to a Special Report prepared by the Securities Auditors (Commissaires aux Apports), appointed by order of the President of the Commercial Court.

EMPLOYEE SHAREHOLDING (RESOLUTIONS 22 AND 23)

The purpose of resolutions 22 and 23 is to ask the Annual General Meeting for a new authorization to implement an employee share ownership plan in 2025.

Share capital increase reserved for employees (Resolution 22)

The purpose of this proposal is to renew, under the same terms, the delegation granted to the Board of Directors by the Shareholders' Meeting of May 16th, 2024 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 delegation would be granted for a twenty-four (24)-month-period.

This resolution is intended to enable your Board of Directors to offer Group employees in France and abroad the opportunity to subscribe to shares 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 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's practice has been to set up an employee shareholding plan every two years. The last employee share ownership plan was set up on July 26th, 2022. The Company now intends to set up an employee shareholding plan every three years.

Share capital increase reserved for a category of beneficiaries in the context of an employee shareholding plan (Resolution 23)

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[1], 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 22nd 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. This delegation would be granted for an eighteen (18)-month-period.

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 22nd 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 22nd 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 24 AND 25)

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

[1] Meaning the beneficiaries eligible for the employee share ownership plan employed in Group companies whose registered office is located in the following countries: Australia, Chile, China, South Korea, United States, Greece, Italy, Japan, Sweden.

French Commercial Code, a maximum number of 330,000 performance shares (**Resolution 24**) and a maximum number of 50,000 free shares (**Resolution 25**) 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 24 and 25 in 2026 would amount to 0.08% of the share capital as of December 31st, 2024. 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 2026 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,
- an economic performance condition based on an internal financial criterion, and
- a condition of CSR performance.

Grants of performance shares to the executive corporate officers

Any potential grants to the executive corporate officers are subject to prior review by the Compensation Committee and a decision of the Board of Directors.

It is proposed to apply a ceiling to the potential performance shares to be granted to the executive corporate officers, to a maximum number of shares representing at most 12% of the aggregate amount of the grant under the performance share plan, i.e. less than 0.08% of the share capital as of December 31st, 2024.

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 21st, 2025 pursuant to the authorizations granted by the Shareholders' Meeting dated May 11th, 2024:

Perimeter	479 executive officers and managers employed in France and abroad, including the Chief Executive Officer, Christopher Guérin and employees members of the Executive Committee.
	• **283,590 performance shares** of the 330,000 performance shares authorized by the Shareholders' Meeting dated May 11th, 2024, **representing less than** 0.7% **of the share capital at year-end 2024**, intended for a population of management executives including the Chief Executive Officer, the members of the Executive Committee and some of the Group's management executives. These 283,590 shares assume maximum performance with respect to the three performance conditions retained, as described below. 19,000 shares were allocated to Christopher Guérin, as Chief Executive Officer. • **42,000 free shares (not subject to performance conditions)** of the 50,000 shares authorized by the Shareholders' Meeting dated May 11th, 2024, **representing approximately 0.1% of the share capital at year-end 2024**, intended solely for a limited population of high-potential executives and/or exceptional contributors (other than the members of the Executive Committee and the beneficiaries of performance shares) non-recurring.
Dilutive Impact	The maximum overall dilutive impact of the plan is less than 0.08% on the basis of the share capital as of December 31st, 2024, without taking into account the potential use of existing shares.
Vesting Period	4 years
Continued Employment Condition	The definitive vesting of the performance and free shares will be subject to a **4-year continued employment condition**.
Performance Conditions	The definitive vesting of the performance shares is subject to stringent performance conditions, each of which is measured over a 3-year period. The performance conditions are split into three segments: stock market performance, economic performance and ESG performance. The detail of the performance conditions is included pages 24-27 "Long-term compensation in shares" of this notice.

Grant of free shares under a performance condition (Resolution 24)

The **24th resolution** is to authorize the Board of Directors to make, in 2026, 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, 2026.

Grant of free shares without a performance condition (Resolution 25)

This **25th resolution** is to authorize the Board of Directors to make, in 2026, 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, 2026.

AMENDMENT OF THE COMPANY'S BYLAWS: CLARIFICATION OF THE USE OF WRITTEN CONSULTATION FOR BOARD'S DECISIONS (RESOLUTION 26)

Under the terms of the **26th resolution**, it is proposed to amend Article 13 of the Company's bylaws, in its provisions relating to decisions of the Board of Directors that may be taken by written consultation, in order to take into account certain provisions of the "Attractivité" Act of June 13th, 2024.

The "Attractivité" Act amended article L. 225-37 of the French Commercial Code, which now allows the Board of Directors to take decisions by written consultation, provided that the terms and conditions for using this method of decision-making are specified in the bylaws, and that each director has the right to object to the use of this method.

It is proposed that the seventh paragraph of Article 16 of the bylaws be amended to include the terms and conditions to use the written consultation, and that it be worded as follows:

«Article 13 – Meetings of the Board of Directors

Resolutions of the Board of Directors may be taken by written consultation of directors, included by electronic means. The Chairman, or any other person appointed for this purpose by the Board of Directors, shall submit by any means to the directors a draft resolution accompanied by the documents necessary for the decision to be taken, with an indication of the appropriate period within which the director must respond to the consultation and make known his or her vote in writing, including by secure electronic means, as assessed by the Chairman regarding to the resolution to be taken, the urgency of the matter, or the time for reflection required to express the vote. This period is generally at least three (3) days, although this is not mandatory. The consultation must give each director the opportunity to reply 'for', 'against', to abstain or to make any observations.

Directors who have not responded by the end of this period are deemed not to be part of the quorum for the consultation, unless the said period is extended by the Chairman. The Secretary of the Board consolidates the votes of the Directors on the proposed resolution and informs the Board of Directors of the result of the vote.

Any director may, within three (3) days of receiving the consultation, expressly object in writing to the use of this procedure. In this case, the resolution must be discussed at a Board of Directors meeting.

If, at the end of the objection period, no director has objected, the resolution is deemed to have been adopted subject to the required majority being obtained. The Chairman of the Board of Directors is deemed to chair the written consultation, and therefore has the final vote in the event of a tie.

Resolutions taken by written consultation have the same force as those adopted at a Board of Directors meeting. They are recorded in minutes drawn up by the Chairman or Secretary of the Board of Directors and appended to the register of proceedings".

The other provisions of Article 13 of the bylaws remain unchanged.

ORDINARY SHAREHOLDERS' MEETING

POWERS TO CARRY OUT FORMALITIES (RESOLUTION 27)

The **27th 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.

7 | Draft resolutions

ORDINARY SHAREHOLDERS' MEETING

First Resolution **- Approval of the Company's financial statements and transactions for the fiscal year ended on December 31st, 2024**

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, 2024, 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 155,005,698, as well as the transactions reflected in these financial statements or summarized in these reports.

The Shareholders' Meeting acknowledges, pursuant to the provisions of Article 223 quater of the French General Tax Code, that the Company did not incur any non-deductible expenses and charges in respect of corporation tax as referred to in Article 39-4 of said Code, during the fiscal year ended December 31st, 2024

Second Resolution **- Approval of the consolidated financial statements for the fiscal year ended on December 31st, 2024**

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, 2024, 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 279,250 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, 2024 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, 2024 amounts to:	EUR 155,005,698
• Retained earnings amount to:	EUR 71,983,195
• **Total distributable profit amounts to:**	**EUR 226,988,893**

2. Resolves to allocate net profit for the fiscal year ended on December 31st, 2024, i.e., a profit of EUR 155,005,698, as follows:
    - An amount of EUR 113,758,788 to a dividend distribution, i.e., a dividend of EUR 2.60 per share (based on 43,753,380 shares constituting the share capital as at December 31st, 2024); and
    - The balance of EUR 41,246,910, to the 'Retained earnings' account, which will thus be increased from EUR 71,983,195 to EUR 113,230,105.

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 19th, 2025 and paid out as from May 21st, 2025.

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 2021 (paid in 2022)	Fiscal Year 2022 (paid in 2023)	Fiscal Year 2023 (paid in 2024)
Dividend per share	EUR 1.20	EUR 2.10	EUR 2.30
Number of shares eligible for dividends	43,337,074	43,657,466	43,720,721
Total amount	EUR 52,004,488.80	EUR 91,680,678.60	EUR 100,557,658.30

Fourth Resolution **– Renewal of the term of office of Marc Grynberg as Director**

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the report of the Board of Directors, decides to renew Marc Grynberg'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, 2028.

Fifth Resolution **– Renewal of the term of office of Francisco Pérez Mackenna as Director**

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the report of the Board of Directors, decides to renew Francisco Pérez Mackenna'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, 2028.

Sixth Resolution (*) **– Appointment of Gwenaël Gilbert as Director representing employee shareholders**

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the Board of Directors' Report, pursuant to the terms of Article 12 bis of the Company's bylaws, decides to appoint Gwenaël Gilbert as Director representing employee shareholders for a four-year (4) period, set to expire at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the fiscal year ending on December 31st, 2028.

Resolution A (*) **– Appointment of Bruno Daguet as Director representing employee shareholders**

Resolution not approved by the Board of Directors

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the Board of Directors' Report, pursuant to the terms of Article 12bis of the Articles of Association of the Company, decides to appoint Bruno Daguet as Director representing employee shareholders for a four-year (4) period, set to expire at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the fiscal year ending on December 31st, 2028.

(*) Resolutions 6 and A: in accordance with Article 12bis of the Company's bylaws, as only one seat on the Board representing employee shareholders is to be filled, the candidate with the highest number of votes will be appointed.

Seventh Resolution **– Approval of the information relating to the compensation items paid during the fiscal year ended on December 31st, 2024 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 2024 Nexans Universal Registration Document, sections 4.6.2 to 4.6.4.

Eighth Resolution **– Approval of the items of compensation paid during the fiscal year ended on December 31st, 2024, 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, 2024 or allocated for the same fiscal year to Jean Mouton, Chairman of the Board of Directors, presented therein, as set out in the 2024 Nexans Universal Registration Document, section 4.6.3.

Nineth Resolution **– Approval of the items of compensation paid during the fiscal year ended on December 31st, 2024, 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, 2024 or allocated for the same fiscal year to Christopher Guérin, Chief Executive Officer, presented therein, as set out in the 2024 Nexans Universal Registration Document, section 4.6.4.

Tenth Resolution **– Approval of the compensation policy of the members of the Board of Directors for the fiscal year 2025**

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 2024 Nexans Universal Registration Document, section 4.6.1.1.

Eleventh Resolution **– Approval of the compensation policy of the Chairman of the Board of Directors for the fiscal year 2025**

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 2024 Nexans Universal Registration Document, sections 4.6.1.2. and 4.6.1.3.

Twelfth Resolution **– Approval of the compensation policy of the Chief Executive Officer for the fiscal year 2025**

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 2024 Nexans Universal Registration Document, sections 4.6.1.2. and 4.6.1.3.

Thirteenth Resolution **– Approval of a regulated agreement between a Company's subsidiary and Bpifrance Participations**

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the Board of Directors' Report and the Statutory Auditors' Special Report on agreements and commitments subject to Articles L. 225-38 and L. 225-40 to L. 225-42 of the French Commercial Code, approves the new agreement entered into between a company of the Group and Bpifrance Participations, authorized by the Board of Directors on October 29th, 2024 and which is mentioned in these reports.

Fourteenth Resolution **– Authorization granted to the Board of Directors to carry out transactions involving Company's 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 incorporating a formula structured by a banking institution, or by an entity controlled by such an institution within the meaning of Article L. 233-3 of the French Commercial Code, acting at the Company's request;

- 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 31st, 2025, 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, in one or more instalments, 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 400 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 16th, 2024, 15th resolution.

EXTRAORDINARY SHAREHOLDERS' MEETING

Fifteenth 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 31st, 2025;
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 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 16th, 2024, 16th resolution.

Sixteenth Resolution **– Delegation of authority to be granted to the Board of Directors for a 26-month-period, for the purpose of deciding upon the capital increase of the Company by the issuance of ordinary shares and/or securities giving access to Company's equity securities or giving the right to the allocation of debt securities, with preferential subscription rights for shareholders up to a maximum nominal amount of EUR 14 million**

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing extraordinary shareholders' meetings, after considering the Board of Directors' Report and the Statutory Auditors' Special Report and pursuant to Articles L.225-129 et seq. of the French Commercial Code, in particular Article L. 225-129-2 of the same Code, and Articles L. 22-10-49, L. 22-10-50 and L. 228-91 of the French Commercial Code:

1. Delegates its authority to the Board of Directors, with the ability to sub-delegate under the conditions set forth by law, for the purpose of deciding to increase the share capital, in one or several transactions, both in France and abroad, in the amounts and at the times it shall determine, either in Euros or in any other currency or monetary unit established by reference to several currencies, via the issuance of (i) ordinary Company shares (excluding preference shares), (ii) securities, including debt securities, granting rights to equity securities to be issued by the Company, and (iii) securities that are equity securities granting rights to other Company equity securities or granting a right to the allocation of debt securities, free of charge or not, it being specified that the subscription of these shares and other securities can be carried out in cash or by offsetting certain, liquid, and due receivables;
2. Decides to set the following limits on the amount of authorized share capital increases in the event that the Board of Directors uses this delegation of authority:
    - the maximum par value of share capital increases that could potentially be carried out by virtue of this delegation is set at EUR 14 million, it being specified that the maximum aggregate par value of share capital increases that could potentially be carried out by virtue of this delegation as well as those authorized by virtue of the 17th, 18th, 19th, 20th, and 21st resolutions of this General Shareholders' Meeting is set at EUR 14 million;

- the par value of the shares to be issued, as the case may be, in the event of new financial transactions, could be added to these limits, in order to preserve the rights of holders of securities granting rights to equity securities or any other rights granting rights to equity securities, in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment;

3. Decides that the maximum aggregate nominal amount of issuances of debt securities granting rights to Company equity securities to be issued cannot exceed EUR 350 million or the exchange value of this amount in any other currency as at the date of the issuing decision, increased, as the case may be, by any redemption premium above the par value, it being specified that this amount will be deducted from the maximum nominal amount of the debt securities granting rights to equity securities to be issued by the Company, and issued by virtue of the delegations provided for under the terms of the 18th, 19th, 20th, resolutions of this General Shareholders' Meeting;
4. Decides that this delegation will expire in 26 months as from the date of this Shareholders' Meeting;
5. In the event that the Board of Directors uses this delegation:
    - decides that the issuance(s) will be preferentially reserved for shareholders who can subscribe an amount of shares on an irreducible basis, proportionally to the number of shares they own at that time;
    - decides that, in accordance with the terms of Article L. 225-133 of the French Commercial Code, the Board of Directors has the ability to introduce a subscription right on a reducible basis that shareholders can exercise proportionally to the subscription rights they hold and, in all cases, not to exceed the amount of shares they requested;
    - acknowledges that, in accordance with the terms of Article L. 225-134 of the French Commercial Code, if subscriptions on an irreducible basis and, as the case may be, subscriptions on a reducible basis do not fully cover the amount of the share capital increase, the Board of Directors can take any of the following actions, under the conditions set forth by law and in the order it shall determine:
        - limit the issuance to the amount of subscriptions, provided this number reaches at least three quarters of the decided issuance;
        - freely distribute all or part of the shares decided to be issued but still unsubscribed securities;
        - offer all or part of the unsubscribed shares to the public, on the French or foreign market;
6. Acknowledges that this delegation implies ipso jure that, for the benefit of holders of securities that could be issued and granting rights to equity securities of the Company, shareholders expressly waive their preferential subscription right to the new shares to which said securities will grant a right, immediately and/or in the future;
7. Decides that the issuances of Company share warrants that may be carried out in the context of this delegation can be completed through a subscription offering, but also by granting freely to owners of old shares, it being specified that the Board of Directors will have the right to decide that the allocation rights to fractional shares cannot be traded and that the corresponding securities will be sold;
8. Decides that the sum the Company receives or should receive for each of the shares issued in the context of this delegation will be at least equal to the par value of the share as of the issuance date of said securities;
9. Decides that the Board of Directors will have all powers, with the ability to sub-delegate such powers as permitted by law, for the purpose of implementing this delegation and, in particular, to:
    - set the terms and conditions of the issuances, the nature and characteristics of the securities issued, the terms and conditions applicable to the allocation of the equity securities to which these securities grant a right, as well as the dates on which the allocation rights can be exercised;
    - decide the amount of the capital increase, the issue price and the amount of any premium that may be requested on issue;
    - decide not to take into account shares owned by the Company in determining the preferential subscription rights attached to other shares;
    - determine the dates and procedures for the capital increase, and the nature, number and characteristics of the debt securities to be created; decide whether they should be subordinated or not (and, if so, their subordination ranking, in accordance with the provisions of Article L. 228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable interest rate or zero coupon or indexed interest rate) and provide, where applicable, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including the granting of guarantees or sureties) and redemption (including redemption by delivery of Company assets); amend the above terms and conditions during the life of the securities concerned, in compliance with the applicable formalities;
    - determine how the shares or securities giving access to the Company's shares to be issued immediately or in the future are to be paid for;

- set, as the case may be, the terms and conditions applicable to the exercise of the rights (where applicable, conversion, exchange or redemption rights, including by delivery of Company assets such as treasury shares or securities already issued by the Company) attached to the shares or securities giving access to equity securities of the Company to be issued and, in particular, set the date, even with retroactive effect, from which the new shares will carry dividend rights, as well as all other terms and conditions for completion of the capital increase;
- set the terms and conditions under which the Company will have the option, where applicable, to purchase or exchange on the stock market, at any time or during specific periods, the securities to be issued immediately or in the future, with a view to cancelling them or not, in accordance with the law;
- provide for the possibility of suspending the exercise of rights attached to securities issued in accordance with legal and regulatory provisions;
- deduct, at its own discretion, the share capital increase costs from the amount of related premiums and withdraw the amounts necessary to fund the legal reserve;
- make any adjustments to take account of the impact of transactions affecting the Company's share capital, and set any other terms and conditions to ensure, where applicable, that the rights of holders of securities giving access to the share capital are preserved (including by means of adjustments in cash) in accordance with legal and regulatory provisions and, where applicable, with contractual stipulations providing for other cases of adjustment;
- acknowledge the completion of each share capital increase and amend the By-Laws accordingly;
- generally, enter into any agreement, in particular for the purpose of successfully completing the planned issuances, take all measures and complete all formalities useful for the issuance, the listing, and the financial servicing of the shares issued by virtue of this delegation as well as the exercise of the rights attached thereto;

10. Decides that, in the event a third party initiates a takeover for the securities of the Company, the Board of Directors cannot decide to use this delegation during the offer period unless the Shareholders' Meeting grants its prior approval;
11. Acknowledges that this delegation cancels, effective as of the date hereof, as the case may be, any unused portion of the 19th resolution adopted by the combined shareholders' meeting dated May 11th, 2023, and with the same purpose as the resolution hereof;
12. Acknowledges that, in the event that the Board of Directors uses this delegation, it is required to report to the following Ordinary Shareholders' Meeting, in accordance with applicable law and regulations, regarding the use it made of the authorizations granted under this resolution.

***Seventeenth Resolution* – Delegation of authority to be granted to the Board of Directors for a 26-month-period, for the purpose of deciding to increase the share capital via the capitalization of premiums, reserves, profits or other amounts, the capitalization of which would be limited to a par value of EUR 14 million**

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the Board of Directors' Report, and in accordance with the provisions of Articles L. 225-129 et seq, L. 22-10-49, L. 22-10-50, and L. 225-130 of the French Commercial Code:

1. Delegates its authority to the Board of Directors, with the ability to sub-delegate under the conditions set forth by law, for the purpose of deciding to increase the share capital, in one or several transactions, in the amounts and at the times it shall determine, via the capitalization of premiums, reserves, profits or other amounts, the capitalization of which is possible regarding laws and By-laws, and carried out in the form of an issuance of new shares or an increase in the par value of existing shares, or a combination of both. The maximum par value of share capital increases that could potentially be carried out by virtue of this delegation cannot exceed EUR 14 million, it being specified that this amount will be deducted from the aggregate EUR 14 million ceiling set in Paragraph 2 of the 16th resolution submitted to this General Shareholders' Meeting or, as the case may be, from the corresponding ceiling set forth in a resolution of the same type that were to replace said resolution during the validity period of the delegation hereof; the issue of preference shares and securities giving access to preference shares is excluded;
2. In the event that the Board of Directors uses this delegation, delegates all powers to the latter, with the ability to sub-delegate such powers as permitted by law, for the purpose of implementing this delegation and, in particular, to:
    - set the amount and the types of amounts to be capitalized, set the number of new shares to be issued and/or the amount by which the par value of existing shares will be increased, set the date, which could be retroactive, as from which the new shares will bear benefit entitlement (jouissance) or the date on which the increase in the par value of the shares will take effect;
    - decides, in the event of the issuance of new shares, that the rights to fractional shares cannot be traded and that the corresponding shares will be sold; the amounts derived from said sale will be allocated to rights holders under the conditions set forth by applicable law and regulations;

- make any adjustments intended to take into account the impact of transactions on the Company's share capital, and set any other terms and conditions enabling to ensure, as the case may be, the preservation of the rights of holders of securities granting rights to the share capital (including via cash adjustments), in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment;
- acknowledge the completion of each share capital increase and amend the By-Laws accordingly;
- generally, enter into any agreement, take all measures and complete all formalities useful for the issuance, the listing, and the financial servicing of the securities issued by virtue of this delegation as well as the exercise of the rights attached thereto;

3. Decides that, in the event a third party initiates a takeover for the securities of the Company, the Board of Directors cannot decide to use this delegation during the offer period unless the Shareholders' Meeting grants its prior approval;
4. Acknowledges that this delegation cancels, effective as of the date hereof, as the case may be, any unused portion of the 20th resolution adopted by the combined shareholders' meeting dated May 11th, 2023, with the same purpose as the resolution hereof;

   This delegation will expire in twenty-six months as from the date of this Shareholders' Meeting.

***Eighteenth Resolution* - Delegation of authority to be granted to the Board of Directors for a 26- month-period, for the purpose of deciding or authorizing the issuance - without shareholders' preferential subscription rights - of ordinary Company shares and/or securities granting rights to equity securities of the Company, or granting rights to debt securities, via a public offering, with an exclusion of offers referred to in 1° of Article L411-2 of the French Monetary and Financial Code, and within the limit a par value of EUR 4,375,330, a sub ceiling shared by the 19th, 20th, and 21st resolutions**

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing extraordinary shareholders' meetings, after considering the Board of Directors' Report and the Statutory Auditors' Special Report, and in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code and, in particular, Articles L. 225-129-2, L. 22-10-49, L. 22-10-51 and L. 22-10-52 of the same Code, and with the provisions of Articles L. 228-91 et seq. of said Code:

1. Delegates its authority to the Board of Directors, with the ability to sub-delegate under the conditions set forth by law, for the purpose of deciding to increase the share capital, in one or several transactions, both in France and abroad, by public offering excluding any offers referred to in 1° of the Article L. 411-2 of the French Monetary and Financial Code in the amounts and at the times it shall determine, either in Euros or in any other currency or monetary unit established by reference to several currencies, via the issuance of (i) ordinary Company shares (excluding preference shares), (ii) securities, including debt securities, granting rights to equity securities to be issued by the Company, and (iii) securities that are equity securities granting rights to other Company equity securities or granting a right to the allocation of debt securities, it being specified that the subscription of these shares and other securities can be carried out in cash or by offsetting certain, liquid, and due receivables;
2. Delegates its authority to the Board of Directors, with the ability to sub-delegate under the conditions set forth by law, for the purpose of deciding the issuance of equity securities to be issued by Company, following the issuance by the companies in which it directly or indirectly holds more than half of the share capital,
3. Decides to set the following limits on the amount of authorized share capital increases in the event that the Board of Directors uses this delegation:
   - the maximum par value of share capital increases that could potentially be carried out immediately or in the future by virtue of this delegation is set at EUR 4,375,330 a sub ceiling shared by the 19th, 20th and 21st resolutions of this General Shareholders' Meeting, it being specified that this amount will be deducted from the aggregate EUR 14 million ceiling set in Paragraph 2 of the 16th resolution of this General Shareholders' Meeting or, as the case may be, from the corresponding ceiling set forth in a resolution of the same type that were to replace said resolution during the validity period of the delegation hereof;
   - the par value of the shares to be issued in the future, as the case may be, in the event of new financial transactions, could be added to this limit, in order to preserve the rights of holders of securities granting rights to equity securities or any other rights granting rights to equity securities, in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment.
4. Decides that the maximum aggregate par value of issuances of debt securities granting rights to Company equity securities to be issued cannot exceed EUR 350 million, or the exchange value of this amount in any other currency as at the date of the issuing decision, increased as the case may be, by any redemption premium above the par value, it being specified that this amount will be deducted from the maximum par value of the debt securities granting rights to Company equity securities to be issued, and issued by virtue of the delegations provided for under the terms of the 16th, 19th, and 21st resolutions of this General Shareholders' Meeting;

5. Decides that the Board of Directors can, within a limit not to exceed the aggregate amount of the share capital increase authorized in paragraph 3) above, issue ordinary Company shares and/or securities granting immediate or future rights to Company shares to be issued for the purpose of compensating securities contributed in the context of a public exchange offer initiated by the Company, under the terms and conditions set forth in Article L. 22-10-54 of the French Commercial Code;
6. Decides that this delegation will expire in twenty-six months as from the date of this Shareholders' Meeting;
7. Decides to cancel shareholders' preferential subscription rights to the securities subject to the terms of this resolution while, however, leaving the Board of Directors the ability to grant shareholders, for a period and in accordance with the terms and conditions it shall set in compliance with the applicable legal and regulatory provisions and for all or part of the effected issuance, a priority subscription period that does not give rise to tradable rights and that must be exercised proportionally to the number of shares owned by each shareholder, which can potentially include a subscription on a reducible basis;
8. Decides that if the subscriptions, including, as the case may be, shareholders' subscriptions, does not fully cover the amount of the issuance, the Board of Directors can use, under the conditions set forth by law and in the order it shall determine, one and/or the other of the mechanisms described below:
    - limit the issuance to the amount of subscriptions received, provided this number reaches at least three quarters of the decided issuance;
    - freely distribute all or part of the unsubscribed securities;
    - offer all or part of the unsubscribed securities to the public, on the French market or abroad;
9. Acknowledges the fact that this delegation implies ipso jure that, for the benefit of holders of issued securities granting rights to Company equity securities to be issued, shareholders expressly waive their preferential subscription right to the shares to which said securities will grant a right, immediately and/or in the future;
10. Decides that:
    - the issuance price of the shares will at least be equal to the weighted average of the market prices during the three trading days preceding the date on which the issuance price is set, minus, as the case may be, a maximum 10% discount after correcting for the difference, if any, in benefit entitlement date (jouissance);
    - the issuance price of the securities granting rights to equity securities to be issued, and the number of shares resulting from the exercise of securities granting rights to equity securities to be issued, will be such that the amount the Company immediately receives plus, as the case may be, the sum the Company could potentially receive in the future or, for each share issued, an amount at least equal to the minimum issuance price defined in the preceding sub-paragraph;
11. Decides that the Board of Directors will have all powers, with the ability to sub-delegate such powers as permitted by law, for the purpose of implementing this delegation and, in particular, to:
    - set the terms and conditions of the issuances, the nature and characteristics of the securities issued, the terms and conditions applicable to the allocation of the equity securities to which these securities grant a right, as well as the dates on which the allocation rights can be exercised;
    - set the amount of the share capital increase, the issuance price, as well as the amount of the premium that could, as the case may be, be requested upon issuance;
    - determine the dates and terms and conditions of the share capital increase, the type, amount, and characteristics of debt securities to be created; in addition, decide whether they will be subordinated (and, as the case may be, their subordination rank, in accordance with the provisions of Article L. 228-97 of the French Commercial Code), set their interest rate (particularly the fixed, variable, zero coupon, or indexed interest rate) and provide for, if applicable, mandatory or optional interest payment suspension or non-payment cases, set their term (indefinite or not), the possibility to reduce or increase the par value of the securities and the other terms and conditions applicable to the issuance (including whether to grant them guarantees or security interests) and the amortization (including redemption in exchange for Company assets); amend, over the life of the securities in question, the above terms and conditions, in compliance with applicable formalities;
    - determine the payment terms applicable to the shares or securities granting rights to equity securities to be issued immediately or in the future;
    - set, as the case may be, the terms and conditions applicable to the exercise of the rights (if applicable, rights to conversion, exchange, redemption, including in exchange for Company assets, such as own shares or securities already issued by the Company) attached to the shares or securities granting rights to Company equity securities to be issued and, in particular, set the date, which could be retroactive, as from which the new shares will bear benefit entitlement (jouissance), as well as all other terms and conditions related to the completion of the share capital increase; set the terms and conditions according to which the Company will have, as the case may be, the ability to purchase or exchange on the stock market, and at any time or during predetermined periods, the securities to be issued immediately or in the future, and intended to be cancelled or not, pursuant to applicable provisions;

- provide for the option to suspend the exercise of rights attached to these securities issued in accordance with legal and regulatory provisions;
- deduct, at its own discretion, the share capital increase costs from the amount of related premiums and withdraw the amounts necessary to fund the legal reserve;
- make any adjustments intended to take into account the impact of transactions on the Company's share capital, and set any other terms and conditions enabling to ensure, as the case may be, the preservation of the rights of holders of securities granting rights to equity securities (including via cash adjustments), in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment;
- acknowledge the completion of each share capital increase and amend the By-Laws accordingly;
- generally, enter into any agreement, in particular for the purpose of successfully completing the planned issuances, take all measures and complete all formalities useful for the issuance, the listing, and the financial servicing of the securities issued by virtue of this delegation as well as the exercise of the rights attached thereto;

12. Decides that, in the event a third party initiates a takeover for the securities of the Company, the Board of Directors cannot decide to use this delegation during the offer period unless the Shareholders' Meeting grants its prior approval;

13. Acknowledges the fact that this delegation cancels, effective as of the date hereof, as the case may be, any unused portion of the 21st resolution adopted by the combined shareholders' meeting dated May 11th, 2023, with the same purpose as the resolution hereof;

14. Acknowledges that, in the event that the Board of Directors uses this delegation, it is required to report to the following Ordinary Shareholders' Meeting, in accordance with applicable law and regulations, regarding the use it made of the authorizations granted under this resolution.

***Nineteenth Resolution* - Delegation of authority to be granted to the Board of Directors for a 26-month-period, for the purpose of deciding on the issuance - without shareholders' preferential subscription rights - of ordinary Company shares and/or securities granting rights to equity securities of the Company, or granting rights to debt securities, via public offering pursuant to 1° of Article L. 411-2, of the French Commercial and Monetary Code, and within the limit of a par value of EUR 4,375,330, a sub-ceiling shared by the 18th, 20th and 21st resolutions**

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing extraordinary shareholders' meetings, after considering the Board of Directors' Report and the Statutory Auditors' Special Report, and in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code and, in particular, Articles L. 225-129-2, L. 22-10-49, L. 22-10-51 and L. 22-10-52 of said Code, and with the provisions of Articles L. 228-91 et seq. of said Code:

1. Delegates its authority to the Board of Directors, with the ability to sub-delegate under the conditions set forth by law, for the purpose of deciding to increase the share capital, in one or several transactions, both in France and abroad, in the amounts and at the times it shall determine, via a public offering described in Paragraph 1°of Article L. 411-2 of the French Monetary and Financial Code, either in Euros or in any other currency or monetary unit established by reference to several currencies, via the issuance of (i) ordinary Company shares (excluding preference shares), (ii) securities, including debt securities, granting rights to equity securities to be issued by the Company, and (iii) securities that are equity securities giving access to other equity securities of the Company or giving the right to the allocation of debt securities, whether for consideration or free of charge, it being specified that the subscription of these shares and other securities may be carried out either in cash or by offsetting against certain, liquid and due receivables;

2. Delegates its authority to the Board of Directors, with the ability to sub-delegate under the conditions set forth by law, for the purpose of deciding upon the issuance of shares to be issued by the Company, following the issuances by the companies in which it directly or indirectly holds more than half of the share capital;

3. Decides to set the following limits on the amount of authorized share capital increases in the event that the Board of Directors uses this delegation:

    - the maximum par value of share capital increases that could potentially be carried out immediately or in the future by virtue of this delegation is set at EUR 4,375,330 a sub-ceiling shared by 18th, 20th and 21st resolutions of this General Shareholders' Meeting, it being specified that this amount will be deducted from the amount of the aggregate EUR 14 million ceiling set in Paragraph 2 of the 16th resolution of this General Shareholders' Meeting or, as the case may be, from the corresponding ceiling set forth in a resolution of the same type that were to replace said resolution during the validity period of the delegation hereof;
    - in any event, the issuances of equity securities carried out by virtue of this delegation cannot exceed the ceilings set forth under applicable regulations as of the issuance date;

- the par value of the shares to be issued in the future, as the case may be, in the event of new financial transactions, could be added to these limits, in order to preserve the rights of holders of securities granting rights to equity securities or any other rights granting rights to equity securities, in accordance with legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment;

4. Decides that the maximum aggregate par value of issuances of debt securities granting rights to Company equity securities to be issued cannot exceed EUR 350 million, or the exchange value of this amount in any other currency as at the date of issuing decision, increased as the case may be, by any redemption premium above the par value, it being specified that this amount will be deducted from the maximum par value of the debt securities granting rights to Company equity securities to be issued, and issued by virtue of the delegations provided for under the terms of the 16th, 18th, 19th and 20th resolutions of this General Shareholders' Meeting;
5. Decides that this delegation of authority will expire in twenty-six months as from the date of this Shareholders' Meeting;
6. Decides to cancel shareholders' preferential subscription rights to the securities subject to this resolution;
7. Acknowledges the fact that if subscriptions do not fully cover the amount of the issuance, the Board of Directors can limit the amount of the transaction to the amount of subscriptions received, provided this number reaches at least three quarters of the decided issuance;
8. Acknowledges the fact that this delegation implies ipso jure that, for the benefit of holders of issued securities granting rights to equity securities of the Company to be issued, shareholders waive their preferential subscription right to the shares to which said securities will grant a right, immediately and/or in the future;
9. Decides that:
    - the issuance price of the shares will at least be the weighted average of the market prices during the three trading days preceding the date on which the issuance price is set, minus, as the case may be, a maximum 10% discount after correcting for the difference, if any, in benefit entitlement date (jouissance);
    - the issuance price of the securities granting rights to equity securities to be issued, and the number of shares resulting from the exercise of securities granting rights to equity securities to be issued, will be such that the amount the Company immediately receives plus, as the case may be, the amount the Company could potentially receive in the future or, for each share issued, an amount at least equal to the subscription price defined in the preceding sub-paragraph;
10. Decides that the Board of Directors will have all powers, with the ability to sub-delegate such powers as permitted by law, for the purpose of implementing this delegation and, in particular, to:
    - set the terms and conditions of the issuances, the nature and characteristics of the securities issued, the terms and conditions applicable to the allocation of the equity securities to which these securities grant a right, as well as the dates on which the allocation rights can be exercised, Determine the amount of the share capital increase, the issuance price as well as the amount of the premium which may be requested at the time of issue;
    - determine the dates and terms and conditions of the share capital increase, the type, amount, and characteristics of debt securities to be created; in addition, decide whether they will be subordinated (and, as the case may be, their subordination rank, in accordance with the provisions of Article L. 228-97 of the French Commercial Code), set their interest rate (particularly the fixed, variable, zero coupon, or indexed interest rate) and provide for, if applicable, mandatory or optional interest payment suspension or non-payment cases, set their term (indefinite or not), the possibility to reduce or increase the par value of the securities and the other terms and conditions applicable to the issuance (including whether to grant them guarantees or surety interests) and the amortization (including redemption in exchange for Company assets); amend, over the life of the securities in question, the above terms and conditions, in compliance with applicable formalities;
    - determine the payment terms applicable to the shares or securities granting rights to equity securities to be issued immediately or in the future;
    - set, as the case may be, the terms and conditions applicable to the exercise of the rights (if applicable, rights to conversion, exchange, redemption, including in exchange for Company assets, such as own shares or securities already issued by the Company) attached to the shares or securities granting rights to Company equity securities to be issued and, in particular, set the date, which could be retroactive, as from which the new shares will bear benefit entitlement (jouissance), as well as all other terms and conditions related to the completion of the share capital increase;
    - set the terms and conditions according to which the Company will have, as the case may be, the ability to purchase or exchange, on the stock market, and at any time or during predetermined periods, securities to be issued immediately or in the future and intended to be cancelled or not, pursuant to applicable provisions;
    - provide for the option to suspend the exercise of the rights attached to these securities issued in accordance with legal and regulatory provisions;
    - deduct, at its own discretion, the share capital increase costs from the amount of related premiums and withdraw the amounts necessary to fund the legal reserve;

- make any adjustments intended to take into account the impact of transactions on the Company's share capital, and set any other terms and conditions enabling to ensure, as the case may be, the preservation of the rights of holders of securities granting rights to equity securities (including via cash adjustments), in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment;
- acknowledge the completion of each share capital increase and amend the By-Laws accordingly;
- generally, enter into any agreement, in particular for the purpose of successfully completing the planned issuances, take all measures and complete all formalities useful for the issuance, the listing, and the financial servicing of the securities issued by virtue of this delegation as well as the exercise of the rights attached thereto;

11. Decides that, in the event a third party initiates a takeover for the securities of the Company, the Board of Directors cannot decide to use this delegation during the offer period unless the Shareholders' Meeting grants its prior approval;
12. Acknowledges the fact that this delegation cancels, effective as of the date hereof, as the case may be, any unused portion of the 22nd resolution adopted by the combined shareholders' meeting dated May 11, 2023, with the same purpose as the resolution hereof.
13. Acknowledges that, in the event that the Board of Directors uses this delegation, it is required to report to the following Ordinary Shareholders' Meeting, in accordance with applicable law and regulations, regarding the use it made of the authorizations granted under this resolution.

***Twentieth Resolution* - Delegation of authority to be granted to the Board of Directors for a 26-month-period, for the purpose of deciding to increase the number of securities to be issued in the event of a share capital increase with or without shareholders' preferential subscription rights, within a limit not to exceed 15% of the initial amount of the issuance, and up to the limit of the aggregate ceiling set pursuant to the 16th resolution and of the shared sub ceiling set pursuant to the terms of the 18th, 19th and 21st resolutions**

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing extraordinary shareholders' meetings, after considering the Board of Directors' Report and the Statutory Auditors' Special Report, in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code:

1. Delegates its authority to the Board of Directors, with the ability to sub-delegate under the conditions set forth by law, for the purpose of deciding to increase the number of securities to be issued with respect to each of the issuances carried out by virtue of the 16th, 18th and 19th resolutions of this General Shareholders' Meeting, at the same price as that retained for the initial issuance, within the time frame and limits set forth under applicable regulations as of the issuance date (or, as of the date hereof, within thirty days of the close of the subscription period and within a limit not to exceed 15% of the initial issuance);
2. Decides that the par value of share capital increases that could potentially be carried out pursuant to this delegation will be deducted (i) from the aggregate EUR 14 million ceiling set in Paragraph 2 of the 16th resolution of this General Shareholders' Meeting or, as the case may be, from the corresponding ceiling that could be set pursuant to the terms of a resolution of the same type that were to replace said resolution during the validity period of the delegation hereof, and (ii) from the EUR 4,375,330 sub-ceiling set pursuant to the 18th, 19th and 21st resolutions of this General Shareholders' Meeting, in the event of an issuance without preferential subscription rights;
3. Decides that, in the event a third party initiates a takeover for the securities of the Company, the Board of Directors cannot decide to use this delegation during the offer period unless the Shareholders' Meeting grants its prior approval;
4. Acknowledges the fact that this delegation cancels, effective as of the date hereof, as the case may be, any unused portion of the 23rd resolution adopted by the combined shareholders' meeting dated May 11th, 2023, and which shares the same purpose as the resolution hereof.
5. This delegation will expire in twenty-six months as from the date of this Shareholders' Meeting.

***Twenty-first Resolution* - Delegation of power granted to the Board of Directors for a 26-month-period, for the purpose of issuing ordinary Company shares or securities granting rights to Company equity securities to be issued in consideration of contributions in kind of shares or equity securities granting rights to the share capital, without shareholders' preferential subscription rights, within the limit of a par value of EUR 4,375,330 which corresponds to the shared sub ceiling set with respect to the 18th, 19th and 20th resolutions**

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing extraordinary shareholders' meetings, after considering the Board of Directors' Report and the Statutory Auditors' Special Report, and in accordance with the provisions of Article L. 225-129 et seq. of the French Commercial Code, in particular, the Article L. 22-10-53, and Articles L. 22-10-49, L. 22-10-53 and L. 228-91 of said Code:

1. Authorizes the Board of Directors, with the ability to sub-delegate under the conditions set forth by law, for the purpose of carrying out a share capital increase in one or more transactions, within the limit of a par value of EUR 4,375,330, in consideration of contributions in kind granted to the Company of shares or equity securities granting rights to the share capital, whenever the provisions of Article L. 22-10-54 of the French Commercial Code do not apply, via the issuance, in one or more transactions, of ordinary Company shares (with the exception of preferred shares) or securities granting rights to Company equity securities to be issued without shareholders' preferential subscription rights, it being specified that the maximum par value of the share capital increases that could potentially be carried out pursuant to this delegation will be deducted (i) from the aggregate EUR 14 million ceiling set in Paragraph 2 of the 16th resolution of this General Shareholders' Meeting or, as the case may be, from the corresponding ceiling set pursuant to the terms of a resolution of the same type that were to replace said resolution during the validity period of the delegation hereof, and (ii) from the EUR 4,375,330 sub-ceiling set pursuant to the 18th, 19th and 20th resolutions of this General Shareholders' Meeting;
2. Decides that the Board of Directors will have all powers, with the ability to sub-delegate such powers as permitted by law, for the purpose of implementing this resolution and, in particular, to:
   - determine the list of securities contributed, set all the terms and conditions of the authorized transactions, valuate the contributions, set the conditions of the issuance of securities compensating such contributions, as well as, if applicable, the amount of cash to be paid, approve the grant of specific benefits, and reduce, provided contributors consent to it, the valuation of the contributions or the compensation of specific benefits;
   - determine the securities to be issued (terms and conditions, amount, benefit entitlement date (jouissance)) and decide on the share capital increase compensating the contributions;
   - determine the characteristics of the securities compensating the contributions and set the terms and conditions according to which the rights of holders of securities granting rights to equity securities will be preserved, as the case may be;
   - decide, in the event of the issue of new shares, that fractional rights will not be negotiable and that the corresponding shares will be sold; the proceeds of the sale will be allocated to the holders of the rights in accordance with the law and regulations;
   - deduct, at its own discretion, the share capital increase costs from the amount of related premiums and withdraw the amounts necessary to fund the legal reserve;
   - acknowledge the completion of each share capital increase and amend the By-Laws accordingly;
   - generally, take all measures and complete all formalities useful for the issuance, the listing, and the financial servicing of the securities issued by virtue of this delegation as well as the exercise of the rights attached thereto;
3. Acknowledges that this authorization automatically entails the express waiver, in favour of the holders of the securities issued giving access to shares in the Company to be issued, by the shareholders of their pre-emptive right to subscribe to the shares to which the securities will give access, immediately and/or in the future;
4. Decides that, in the event a third party initiates a takeover for the securities of the Company, the Board of Directors cannot decide to use this delegation during the offer period unless the Shareholders' Meeting grants its prior approval;
5. Acknowledges that this delegation cancels, effective as of the date hereof, as the case may be, any unused portion of the 24th resolution adopted by the combined shareholders' meeting dated May 11th, 2023, and which shares the same purpose as the resolution hereof;

This delegation, subject to the resolution hereof, will expire in twenty-six months as from the date of this Shareholders' Meeting.

Twenty-second Resolution **- Delegation of authority to be granted to the Board of Directors for a twenty-four (24)-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 16th resolution of this General Shareholders' Meeting or, as the case may be, from the corresponding ceiling set forth in a resolution of the same type that were to replace said resolution during the validity period of the delegation hereof;
3. Decides that the issuance price of the new shares 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 twenty-four (24) months as from the date of the Shareholders' Meeting; this delegation will take effect from September 1st, 2025 and, from that date, will cancel the delegation of the same nature granted to the Board of Directors by the combined ordinary and extraordinary general meeting of May 16th, 2024 in its 17th resolution.

***Twenty-third Resolution* - Delegation of authority to be granted to the Board of Directors for an eighteen (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 22nd 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 22th 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 22nd 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 22nd resolution of this General Shareholders' Meeting, decreased by the maximum discount above-mentioned in the 22nd 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 16th resolution of this General Shareholders' Meeting or, as the case may be, from the corresponding ceiling set forth in a resolution of the same type that were to replace said resolution during the validity period of the delegation hereof;

7. Decides that the Board of Directors will have all powers, with the ability to delegate such powers as permitted by law, for the purpose of using this delegation in the context of one or several transactions and, in particular:
    - to compile the list of beneficiaries of each issuance from among the category of beneficiaries defined above, and the number of shares to be subscribed by each of them;
    - to determine the employee shareholding schemes to be offered to Foreign Employees, in light of applicable local law restrictions, and to select the countries retained from among those in which the Group has subsidiaries, as well as the subsidiaries whose employees will be eligible to participate in the transaction;
    - to determine the par value of the issuances to be carried out by virtue of this delegation and to set, in particular, the issuance prices, within the limits established in this resolution, to acknowledge the final amount of each share capital increase;
    - 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;
8. Decides that this delegation will expire in eighteen (18) months as from the date of this Shareholders' Meeting; this delegation will take effect from September 1st, 2025 and, from that date, will cancel the delegation of the same nature granted to the Board of Directors by the combined ordinary and extraordinary shareholders' meeting dated May 16th, 2024, 18th resolution.

***Twenty-fourth Resolution* - Authorization to be granted to the Board of Directors for the purpose of granting in 2026 existing or newly issued free shares to employees and corporate officers of the Group or to some of them without shareholders' preferential subscription rights within the limit of a nominal value of EUR 330,000, subject to the satisfaction of the performance conditions set by the Board of Directors and for a twelve (12)-month-period beginning on January 1st, 2026**

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 nominal 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, 2024, 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, 2024, 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 twelve months as from January 1st, 2026.

Twenty-fifth Resolution **- Authorization to be granted to the Board of Directors for the purpose of granting in 2026 existing or newly issued free shares to employees or to some of them, without shareholders' preferential subscription rights, within the limit of a nominal value of EUR 50,000, not subject to performance conditions, for a twelve (12)-month-period beginning on January 1st, 2026**

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 nominal 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, 2024, 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 twelve months as from January 1st, 2026.

***Twenty-sixth Resolution* - Amendment of Article 13 of the Company's bylaws: clarification of the use of written consultation for Board resolutions**

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing extraordinary shareholders' meetings, decides, in accordance with Article L. 225-37 of the French Commercial Code, which extends the scope of written consultation in the context of the Board of Directors meetings, to amend paragraph 7 of Article 13 of the Company's bylaws as follows:

"Article 13 – Meetings of the Board of Directors

Resolutions of the Board of Directors may be taken by written consultation of directors, included by electronic means. The Chairman, or any other person appointed for this purpose by the Board of Directors, shall submit by any means to the directors a draft resolution accompanied by the documents necessary for the decision to be taken, with an indication of the appropriate period within which the director must respond to the consultation and make known his or her vote in writing, including by secure electronic means, as assessed by the Chairman regarding to the resolution to be taken, the urgency of the matter, or the time for reflection required to express the vote. This period is generally at least three (3) days, although this is not mandatory. The consultation must give each director the opportunity to reply 'for', 'against', to abstain or to make any observations.

Directors who have not responded by the end of this period are deemed not to be part of the quorum for the consultation, unless the said period is extended by the Chairman. The Secretary of the Board consolidates the votes of the Directors on the proposed resolution and informs the Board of Directors of the result of the vote.

Any director may, within three (3) days of receiving the consultation, expressly object in writing to the use of this procedure. In this case, the resolution must be discussed at a Board of Directors meeting.

If, at the end of the objection period, no director has objected, the resolution is deemed to have been adopted subject to the required majority being obtained. The Chairman of the Board of Directors is deemed to chair the written consultation, and therefore has the final vote in the event of a tie.

Resolutions taken by written consultation have the same force as those adopted at a Board of Directors meeting. They are recorded in minutes drawn up by the Chairman or Secretary of the Board of Directors and appended to the register of proceedings".

The rest of this Article remains unchanged.

ORDINARY SHAREHOLDERS' MEETING

***Twenty-seventh 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

Independent Board member

Marc Grynberg

- Director responsible for monitoring climate and environmental issues
- Independent director
- 1st appointment: May 11th, 2027
- Member of the Strategy and Sustainable Development Committee and of the Accounts, Audit and Risk Committee
- 100% attendance at all Board meetings in 2024
- Belgian nationality, 59 years old
- Expertise: Industry, Energy, Bank/Finance, ESG, Sustainable Development, Compliance, Strategy, Corporate Governance, Executive functions, International experience

Marc Grynberg Age 59 Belgian nationality Director responsible for monitoring climate and environmental issues	
Number of Nexans shares	2,000
Date of appointment as Director	May 11th, 2170
Expertise/Experience	Marc Grynberg was Chief Executive Officer (CEO) of Umicore from November 2008 to October 2021. He was head of the Group's Automotive Catalysts business unit from 2006 to 2008 and served as Umicore's CFO from 2000 until 2006. He joined Umicore in 1996 as Group Controller. Marc holds a Commercial Engineering degree from the University of Brussels (École de Commerce Solvay) and, prior to joining Umicore, worked for DuPont de Nemours in Brussels and Geneva.
Qualifications and skills	Industry; Energy; Finance; ESG, Sustainable Development and Compliance; Corporate Governance Executive functions; International experience
Corporate mandates as and functions of December 31, 2024	• Member of the Supervisory Board of **Wienerberger***, member of the Sustainable Development and Innovation Committee and the Audit and Risk Committee • Member of the Supervisory Board of **Umicore***, member of the Investment Committee and the Audit Committee
Independence qualification	Independent Director See section 4.4.1.3. of the Universal Registration Document 2024
Committee involvement	Member of the Accounts, Audit and Risks Committee and the Strategy and Sustainable Development Committee
Attendance in 2024	100% of Board of Directors' meetings 100% of the Accounts, Audit and Risks Committee meetings 100% of the Strategy and Sustainable Development Committee meetings

* Positions held in foreign companies or institutions.
Positions held in listed French or foreign companies.

Board member proposed by Invexans Limited
Francisco Perez Mackenna

- Chief Executive Officer of Quiñenco
- 1st appointment: May 31st, 2011
- Member of the Strategy and Sustainable Development Committee, of the Accounts, Audit and Risk Committee, of the Appointments and Corporate Governance Committee, and of the Compensation Committee
- 100% attendance at all Board meetings in 2024
- Chilean nationality, 66 years old
- Expertise: Industry, Energy, Services, Bank/Finance, HR/Education/Communication, Strategy, Corporate Governance, Executive functions, International experience

Francisco Perez Mackenna Age 66 Chilean nationality Chief Executive Officer (CEO) of Quiñenco	
Number of Nexans shares	500
Date of appointment as Director	March 31st, 2011
Expertise/Experience	Francisco Pérez Mackenna has served as Chief Executive Officer (CEO) of the Chilean company Quiñenco S.A. since 1998. Since December 29, 2023, he has been the Chairman of the Board of Directors of CCU (Compañía Cervecerías Unidas S.A.) and LQ Inversiones Financieras, as well as Vice-Chairman of the Board of Directors of Banco de Chile. He is also a director of several companies in the Quiñenco Group, including Tech Pack, CSAV (Compañía Sud Americana de Vapores), SM SAAM (Sociedad Matriz SAAM S.A.) and Enex (Empresa Nacional de Energía Enex S.A.). Before joining Quiñenco, between 1991 and 1998, Francisco Pérez Mackenna was Chief Executive Officer (CEO) of CCU.
Qualifications and skills	Industry; Energy; Services; Finance; HR, Education, Communication; ESG, Sustainable Development and Compliance; Corporate Governance Executive functions; International experience
Corporate mandates as and functions of December 31, 2024	• Chief Executive Officer (CEO) of **Quiñenco S.A.*** • Positions held within the Quiñenco Group: - Chairman of the Board of Directors of **CSAV*** (**Compañía Sud Americana de Vapores S.A.**), **CCU*** (**Compañía Cervecerías Unidas S.A.**), LQ Inversiones Financieras S.A.*, ENEX* (Empresa Nacional de Energía Enex S.A.), **Invexans S.A.***, Invexans Ltd* and **Tech Pack S.A.*** - Vice-Chairman of the Board of Directors of **Banco de Chile*** - Director of **SM SAAM*** (**Sociedad Matriz Sudamericana Agencias Aéreas y Marítimas S.A.**) - Member of the Supervisory Board of **Hapag-Lloyd AG***
Independence qualification	Director proposed by the main shareholder Invexans Limited (UK) See section 4.4.1.3. of the Universal Registration Document 2024
Committee involvement	Member of the Accounts, Audit and Risks Committee, the Appointments and Corporate Governance Committee, the Compensation Committee meeting and the Strategy and Sustainable Development Committee
Attendance in 2024	100% of Board of Directors' meetings 75% of the Accounts, Audit and Risks Committee meetings 100% of the Appointments and Corporate Governance Committee meetings 100% of the Compensation Committee meetings 100% of the Strategy and Sustainable Development Committee meetings

* Positions held in foreign companies or institutions.
Positions held in listed French or foreign companies.

New Director representing employee shareholders
To be chosen between 2 candidates

Gwenaël Gilbert

- Candidate recommended by the Board of Directors
- PWR-Grid & Connect Brazil General Manager, located in Brazil
- 12 years within Nexans
- French nationality, 42 years old
- Expertise: Industry, Energy, ESG, Sustainable Development, Executive functions, International experience

Gwenaël Gilbert Age 42 French nationality Vice-President PWR-Grid & Connect Brazil and Managing Director of Nexans Brazil	
Number of Nexans shares	864
Number of FCPE units invested in Nexans shares	631
Date of appointment as director	N/A
Expertise/Experience	Gwenaël Gilbert is Managing Director of Nexans Brazil since 2021. Gwenaël began his career in 2005 in Romania as a Project Manager with the Renault automotive group, during the integration phase of the Dacia company. He then joined a consultancy specialising in industrial performance and lean manufacturing, where he founded the Eastern European subsidiary, which he managed for 3 years. Returning to France in 2010, he joined a pharmaceutical group as Supply Chain Manager for a production site. In 2012, he joined Nexans, first in charge of the Supply Chain, then Operations at the Lens copper continuous casting site. In 2017 he was promoted to Director of the Santiago plant in Chile. Since 2021, Gwenaël has been Managing Director of Nexans Brazil, where he has carried out a significant transformation of the company. He was recently appointed Vice President Industry and Supply Chain of the Group as part of the new organization. Gwenaël holds an engineering degree from the Ecole Centrale de Lille, an MBA from the Universidad de Chile and an Executive Master in International Business from ESCP-Europe. He is also a French Foreign Trade Advisor. He is 42, married and has 3 children.
Qualifications and skills	Industry; Energy; Finance; Executive functions; International experience
Corporate mandates and functions as of December 31, 2024	Managing Director of Nexans Brazil*
Independence qualification	Director representing the employee shareholders
Committee involvment	N/A
Attendance in 2024	N/A

* Positions held in foreign companies or institutions.

New Director representing employee shareholders

To be chosen between 2 candidates

Bruno Daguet

- Vice-President Industrial Operations & Engineering
- 34 years within Nexans
- French Nationality, 56 years old
- Expertise: Industry, Energy, ESG, Sustainable Development, International experience, Digital

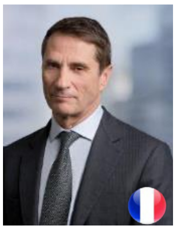
Bruno Daguet Age 57 French nationality Vice-President Industrial Operations & Engineering	
Number of Nexans shares	0
Number of FCPE units invested in Nexans shares	1,217
Date of appointment as director	N/A
Expertise/Experience	Bruno Daguet is Vice-President Industrial Operations & Engineering since 2018 at Nexans. With over 33 years in the cable Industry, Bruno Daguet has held several key positions across various regions and business units. His expertise spans Industrial operations, Engineering, Raw Materials purchasing and Supply Chain. It includes strong leadership within complex and multinational environment. He worked alternatively in factories and managing positions at Headquarters. Bruno started his career in 1991 as R&D Engineer within Alcatel Submarine Network – Calais factory, participating to the development of the new generation of Optical Fibers submarine cables. After 4 years in this position he joined Alcatel cable France as purchasing manager. He participated to the centralization and globalization of purchasing at global when moving to Alcatel HQ in Paris. In 2001 during Nexans IPO, Bruno joined the newly central purchasing team of Nexans in charge of strategic portfolio with key polymer suppliers. In 2008, Bruno made a step change in his career joining operation in various positions as Plant Manager in Andrezieux, then Industrial manager within Industry Market line. He moved to Qatar in 2014 as VP Industry, Supply and Sourcing where he stayed 4 years leading the tremendous growth of the activity by implementing a significant expansion project. In 2018, Bruno joined MERA business group as VP Industrial Operations & Engineering followed by different changes in scope. Today he is in charge of 7 factories within MEA region. Bruno trained as a Polymer Engineer has also acquired multiples expertise during his career.
Qualifications and skills	Industry; Energy; Executive functions; International experience
Corporate mandates and functions as of December 31, 2024	Director of Nexans Turkiye Endustri Ve Ticaret AS*
Independence qualification	Director representing the employee shareholders
Committee involvment	N/A
Attendance in 2024	N/A

* Positions held in foreign companies or institutions.

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. On December 31st 2024, the Board of Directors was comprised of 14 members. Directors hold office for a four-year term at most, which may be renewed. The proposed composition of the Board of Directors at the end of the Shareholders' Meeting is as follows:



JEAN MOUTON
Chairman

ANNE LEBEL
Lead Independent Director

JANE BASSON
Independent Director

LAURA BERNARDELLI
Independent Director

MARC GRYNBERG
Independent Director
Climate Director

TAMARA DE GRUYTER
Independent Director

HUBERT PORTE
Director

OSCAR HASBÚN MARTÍNEZ
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

GWENAEL GILBERT
Director representing employee shareholders

ANGÉLINE AFANOUKOÉ
Director representing employees

ELISABETTA IACONANTONIO
Director representing employees

Submitted to Shareholders' vote

The terms of office of the directors are as follows:

2026 AGM	Laura Bernardelli, Anne Lebel
2027 AGM	Bpifrance Participations représenté par Karine Lenglart, Oscar Hasbún Martinez(1), Jean Mouton, Hubert Porte
2028 AGM	Jane Basson, Tamara de Gruyter
2029 AGM	Gwenael Gilbert(2), Marc Grynberg, Francisco Pérez Mackenna(1)

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

The term of office of Angéline Afanoukoé, the director representing employees appointed by the France Group Works Council, expires at the end of the Shareholders' Meeting. On March 6th, 2025, the France Group Works Council has decided to renew the term of office of Angéline Afanoukoé as a director representing employees with effect from May 15th, 2025, for a four-year period, until the end of the 2029 Shareholders' Meeting. Angéline Afanoukoé, a French citizen, is Nexans' Head of Global Employer Brand and Educational Partnerships having been Nexans Head of Institution Relations from 2020 to 2023 and the Head of External Affairs between 2017 and 2019. In her current role, Angéline is responsible for talent acquisition, employer branding and partnership strategies in the field of education. She is also responsible for the dissemination and promotion of Nexans Foundation projects while strengthening employee engagement in this area.

The term of office of Elisabetta Iaconantonio, the director representing employees appointed by the European Group Works Council, expires at the end of the 2028 Shareholders' Meeting.

Nexans
ELECTRIFY THE FUTURE

13
MEMBERS
(54% WOMEN, 46% MEN)

3
DIRECTORS PROPOSED BY MAJOR SHAREHOLDERS

(3 by Invexans Limited (UK)/ Quiñenco Group, 1 by Bpifrance Participations)

10
MAIN AREAS OF EXPERTISE

(Industry, Energy, Finance, Services, Human resources, education, communication, CSR, sustainable development and compliance, Corporate governance, Digital, Executive functions, International experience)

3
DIRECTORS REPRESENTING EMPLOYEES

(2 representing employees, 1 representing employee shareholders)

60%
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 fourteen times in 2024, with an average annual attendance rate of 90.85%. The number of meetings attended by each Board member in 2024 is indicated in the table below:

Director / Censor	Number of Meetings attended
Jean Mouton	14
Angéline Afanoukoé	14
Selma Alami	14
Jane Basson	14
Laura Bernardelli	13(a)
Tamara de Gruyter	10(b)
Marc Grynberg	14
Oscar Hasbún Martinez	13
Elisabetta Iaconantonio	10(c)
Karine Lenglart (Bpifrance Participations)	14
Sylvie Jéhanno	4(c)
Anne Lebel	11(d)
Andrónico Luksic Craig	3(e)
Hubert Porte	4(c)
Francisco Pérez Mackenna	14
Hubert Porte	13(a)

(a) Including seven meetings scheduled in advance and six ad hoc meetings on a specific subject.
(b) 90.9% of the meetings during the term of office.
(c) 100% of the meetings during the term of office.
(d) Including seven meetings scheduled in advance and four ad hoc meetings on a specific subject.
(e) Including three meetings scheduled in advance.

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

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

	Industry	Energy	Services	Finance	HR Education Communication	CSR, Sustainable Development, Compliance	Corporate governance	Digital	Executive functions	International experience
	78.5%	64.3%	50%	64.3%	42.8%	28.5%	57.1%	35.7%	85.7%	92.8%
Jean Mouton	●	●	●		●	●	●		●*	●
Angéline Afanoukoé	●	●			●	●	●			
Selma Alami	●	●	●					●	●	●
Jane Basson	●				●	●	●	●	●	●
Laura Bernardelli	●	●	●	●			●	●	●	●
Tamara de Gruyter	●							●	●	●
Marc Grynberg	●	●		●		●	●		●*	●
Oscar Hasbún Martinez	●	●		●					●*	●
Elisabetta Iaconantonio				●						●
Anne Lebel			●	●	●		●		●	●
Karine Lenglart	●	●		●			●	●	●	●
Andrónico Luksic Craig	●	●	●	●	●				●	●
Francisco Pérez Mackenna	●	●	●	●	●		●		●*	●
Hubert Porte			●	●					●	●

** Member with CEO experience*

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 rep. 80% women 5 meetings – 100% participation	Chair: Anne Lebel 5 members 60% independent 80% women 5 meetings - 100% participation
MAINS ACTIVITIES IN 2024	• Annual and half-year financial statements and financial press releases • Double materiality assessment & CSRD, proposal for the appointment of Sustainability Auditors • Presentations by Statutory Auditors, Statutory Auditors' assignments • Internal audit and internal control, risk management, information system risks, cybersecurity and insurance • Compliance program, whistleblowing cases	• Review of the strategic plan and its planning, the business portfolio, several strategic options, divestments and investments (including one to increase the Group's copper production and recycling capacity in Europe) • Group's ESG policy, priorities, actions, risks and performance in the areas of Social and Environmental Responsibility, the ESG scorecard, the non-financial performance statement and the duty of care plan • Group Climate Strategy and 2024-2026 objectives	• Compensation policy for directors and corporate officers, the Chairman and the CEO • Long Term Incentive Plans and Launch of the "Act 2025" international employee share ownership plan • Review of publications on the compensation of executive directors • Review of the Board Reports on Corporate Governance and on AGM resolutions	• 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 2023 Board Assessment and actions to be implemented as a result of this assessment - Recommendations on corporate governance • Launch of an assessment of the Board during the 2024 fiscal year with the help of an independent external consultant

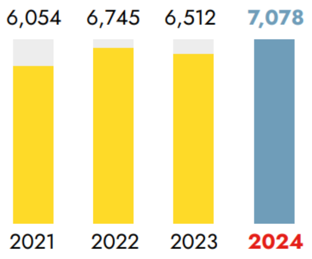
2 joint sessions of the Accounts, Audit and Risk Committee and the Strategy & Sustainable Development Committee in 2024

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

11 | Overview of 2024 financial year

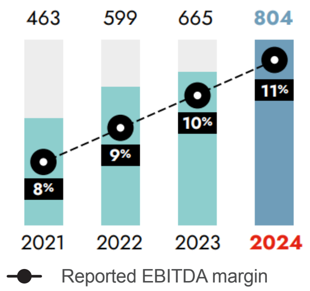
KEY FINANCIAL FIGURES

Standard sales[1]
(in millions of euros)

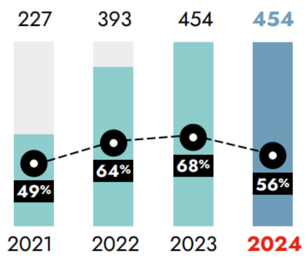


(1) Standard copper price of € 5,000/ton

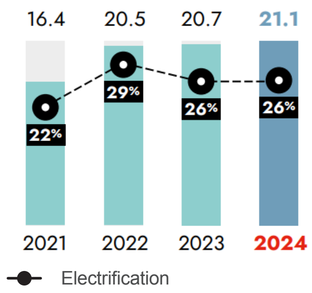
Reported EBITDA (in millions of euros and as % of standard sales)



Normalized FCF generation
(in millions of euros)



ROCE
(en %)



NON-FINANCIAL KEY FIGURES IN 2024

CDP A-	MSCI A	ecovadis 77

SBTI APPROVED TARGETS OF NEXANS' 2030 CLIMATE COMMITMENTS:

-46%
reduction in Scopes 1 and 2 GHG emissions

-30%
reduction in Scope 3 GHG emissions

FULL-YEAR 2024 HIGHLIGHTS AND GENERAL OPERATING CONTEXT

2024 BUSINESS PERFORMANCE

Sales at standard metal prices reached €7,078 million in 2024, demonstrating strong organic growth of +5.1% at constant scope and currency compared to 2023. Excluding the Other activities segment, which is being strategically scaled down, organic growth stood at +8.1%. The Electrification businesses grew by +13.0% organically, driven largely by the PWR-Transmission segment's strong growth thanks to capacity expansion at the Halden plant in Norway. After a double digit organic growth in 2023, the Non-electrification business proved resilient with a small organic decline of -2.5%. In the fourth quarter of 2024, Nexans achieved remarkable organic growth of +8.3% compared to the fourth quarter of 2023, and growth of +11.7% excluding the Other activities segment driven by all business segments. Showcasing the strength of its core business focus, the Electrification businesses outperformed with +15.6% organic growth in the fourth quarter of 2024. Net acquisitions/disposals had an impact on standard sales of +€219 million reflecting i) the integration of La Triveneta Cavi into the PWR-Connect segment from June 1, 2024, ii) the acquisition of Reka Cables since April 2023 bolstering PWR-Grid and PWR-Connect segments, and iii) the divestment of the Telecom business since October 2023 in line with Nexans' vision to become an Electrification Pure Player. In the fourth quarter of 2024, Nexans continued to deliver on the implementation of its strategy to refocus its activities. The Group announced the execution of an agreement to sell AmerCable, a leading manufacturer of electrical power, control and instrumentation cables for harsh environments, for an enterprise value of US$280 million, which was completed on January 2, 2025. The Group also completed the business separation of its specialty industrial cable operations formerly Nexans Industry Solutions & Projects now named Lynxeo.

Adjusted EBITDA reached a record high of €804 million in 2024, up by a solid +21.0% versus €665 million in 2023. This strong performance underscored the profitability enhancements across all business segments. The **adjusted EBITDA margin** reached an all-time high of 11.4%, surpassing the previous year's strong performance of 10.2%. This achievement illustrates the Group's strategic focus on operational excellence, selectivity and value-driven growth. Electrification businesses achieved 12.9% adjusted EBITDA margin, outperforming the 2023 achievement of a 12.5% margin. In 2024, specific operating items amounted to a negative €22 million. They included €19 million related to share-based payment expenses, and €3 million related to additional costs on long-term projects impacted by past reorganizations.

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EBITDA including share-based payment expenses - as per the 2021 Capital Markets Day definition -amounted to €785 million in 2024, versus €652 million in 2023. The Group's EBITDA margin stood at 11.1% in 2024, in line with the Group's 2021 Capital markets day target of 10%-12%.

ROCE (including the 12-month contribution of La Triveneta Cavi and AmerCable) pursued its strong trajectory, reaching 21.1% for the Group, and 26.3% for the Electrification businesses.

Operating margin totaled €566 million in 2024, representing 8.0% of sales at standard metal prices (versus 6.6% in 2023).

The Group ended 2024 with **operating income** of €513 million, compared with €374 million in 2023. The main changes were as follows:

- **Reorganization costs** amounted to €62 million in 2024, compared with €49 million in 2023, partly due to the transformation of the PWR-Transformation business and business separation of Lynxeo.
- **Other operating items** represented an income of €10 million in 2024, versus an expense of €9 million in 2023, of which:
  - The **core exposure effect** amounted to a positive €44 million in 2024, versus a negative €12 million in 2023, reflecting the increase in copper prices over the year.
  - **Acquisition-related costs** of €22 million in 2024, mainly related to the acquisition of La Triveneta Cavi. In 2023, acquisition-related costs of €10 million were mainly related to the acquisition of Reka Cables in Finland.

Income tax expense stood at €115 million, up from €68 million in 2023. The tax rate amounted to 29% of income before tax in 2024.

Net income amounted to a record €283 million in 2024, versus €223 million in 2023, up +26.6%, representing €6.39 per share.

CASH FLOW AND NET DEBT AT 31 DECEMBER 2024

Normalized free cash flow stood at €454 million in 2024, reflecting the Group's solid operating performance. Calculated based on normalized free cash flow, the adjusted EBITDA to cash conversion rate was 56%.

Cash from operations was a strong €670 million in 2024, versus €511 million in 2023. **Change in working capital** amounted to €178 million, versus €287 million in 2023 which was supported by the positive impact of cash collection in the PWR-Transmission segment and sustained efforts on inventory reduction. Thus, operating working capital represented 0.5% of the Group's annualized full year sales at December 31, 2024 (0.3% at December 31, 2023), well below its normative level of ≤6%. Normalized free cash flow also included a negative reorganization cash impact of €72 million in 2024, versus a negative €98 million in 2023.

Recurring capital expenditure amounted to €257 million in 2024, representing 3.6% of Group's standard sales. Normalized free cash flow included financial interest for €88 million, versus €73 million in 2023, and other investing impacts for a positive €4 million, versus a negative €16 million in 2023.

Free cash flow before M&A and equity operations was €313 million in 2024, versus €234 million in 2023, and included **strategic capital expenditure** in the PWR-Transmission business for €121 million, corresponding mainly to the ongoing investment in a third cable-laying vessel, and to the finalization of the expansion of the Halden plant in Norway. The other differing items between Normalized free cash flow and Free cash flow before M&A corresponded to normative project tax cash-out for €19 million (€28 million in 2023).

Net cash flow from M&A amounted to a net outflow of €532 million in 2024, primarily related to the acquisition of La Triveneta Cavi in June. In 2023, this figure was a net outflow of €79 million related to the acquisition of Reka Cables.

Equity operations represented a net outflow of €164 million including the payment of the 2023 dividend of €2.30 per share for a total amount of €102 million, and share buybacks for €33 million. There was a net outflow of €9 million related to unfavorable foreign exchange fluctuations and new lease liabilities.

Net debt increased to €681 million at December 31, 2024, from €214 million at December 31, 2023, representing a 0.85x leverage ratio (net debt / adjusted EBITDA) and 0.95x leverage ratio as per the covenant definition[1].

The Board of Directors resolved to propose to the Annual General Meeting of May 15, 2025, a **dividend** payment of €2.60 per share in respect of 2024, resulting in a +13% increase versus the prior year, progressively increasing the dividend as a mark of its confidence in the Group's prospects.

SUSTAINABILITY

As a leader in electrification, Nexans is dedicated to shaping the future of its industry while prioritizing sustainability and safety throughout its operations. The Group unveiled its 2028 Environment, Social and Governance roadmap up to 2028 at its Capital Markets Day. Significant progress was achieved in 2024:

- **Decarbonization initiatives yielding positive results**: 38% reduction in Scope 1 & 2 GHG emissions (42% reduction target in 2028) and 40% reduction in Scope 3 GHG emissions (30% reduction target in 2028);
- **Circular economy as a key strategic focus**: copper recycled content reached 21% in 2024 (25% target in 2028);
- **Gender diversity in graded positions at the core of human resources strategy**: 16% of women in senior management in 2024 (30% target in 2028);

[1] Average of last two published net debt / LTM adjusted EBITDA figures. EBITDA calculated as per the Revolving Credit Facility definition.

- **Employee engagement at the heart of Nexans' performance**: a continuous Engagement Rate improvement since 2021, reaching 78% in 2024 (≥78% target in 2028);
- **Ethical business practices fully embraced**: 100% completion rate of compliance awareness training achieved in 2024

Nexans' environmental performance continued to be recognized by leading non-financial rating agencies, positioning the Group among the top performers in its industry. Nexans has maintained a high CDP Climate rating of A- and, in its first year of water-related scoring, achieved a strong B rating. Moreover, with 77, the Group's Ecovadis score reflects its strong performance in sustainability and corporate social responsibility. These results underscore Nexans' unwavering commitment to sustainability as a core pillar of its strategy.

2024 KEY FIGURES

(in millions of euros)	**2023**	**2024**
Sales at current metal prices	7,790	8,546
Sales at standard metal prices[1]	6,512	7,078
Organic growth	*-0.9 %*	*+5.1 %*
Reported growth	*-3.5 %*	*+8.7 %*
Adjusted EBITD[2]	**665**	**804**
Adjusted EBITDA as a % of standard sales	*10.2 %*	*11.4 %*
Specific operating items	*(53)*	*(22)*
Depreciation and amortization	*(179)*	*(217)*
Operating margin	**432**	**566**
Reorganization costs	(49)	(62)
Other operating items	(9)	10
Operating income	**374**	**513**
Net financial expense	(83)	(116)
Income taxes	(68)	(115)
Net income	**223**	**283**
Net debt	214	681
Normalized free cash-flow	454	454
ROCE	20.7 %	21.1 %

[1] Sales at standard copper price of €5,000/ton and aluminum price of €1,200/ton.
[2] EBITDA renamed Adjusted EBITDA to align with the AMF recommendations.

2024 PERFORMANCE BY SEGMENT

| *GENERATION & TRANSMISSION* (18% OF TOTAL GROUP SALES)

(in millions of euros)	2023	2024
Sales at standard metal prices	**870**	**1,287**
Organic growth	*+0.8%*	*+50.3 %*
Reported growth	*-9.2 %*	*+47.9 %*
Adjusted EBITDA	**83**	**142**
Adjusted EBITDA as a % of standard sales	*9.5%*	*11.0 %*

PWR-Transmission **standard sales** came in at €1,287 million in 2024, up +50.3% organically compared to 2023, boosted by the completion of the Halden, Norway, plant capacity expansion at the beginning of the year, which doubled XLPE technology capacities. In the fourth quarter of 2024, Nexans achieved organic growth of +41.9% compared to the fourth quarter of 2023.

The segment's **adjusted EBITDA** reached €142 million in 2024, up +72.3% compared to the same period last year. The adjusted EBITDA margin showcased a significant increase to 11.0% in 2024, versus 9.5% in 2023. As expected, the margin upturn throughout the year was supported notably by Revolution Wind successful installation campaign, Inspection Maintenance and Repair (IMR) projects as well as continued execution of the Great Sea Interconnector project.

Customer activity remained dynamic, and in line with the Group's risk-reward selectivity approach, the segment's **adjusted backlog** reached €7.4 billion at December 31, 2024, up +21.4% compared to December 31, 2023. The strong order intake was notably fueled by a substantial contract for the Gotland electricity connection project, an important contract for East Anglia TWO offshore wind project in the southern North Sea, and the LanWin 2 final award as part of the frame-agreement with TenneT for around €1 billion. This record-high adjusted backlog is more than 90% subsea-driven (subsea interconnection and offshore wind projects) and provides multi-year visibility with around 90% of the topline of the business secured for the 2024-2028 period.

The robust visibility of manufacturing and installation asset loads has been extended through 2030, with both Charleston and Halden plants more than 90% loaded up to 2028. Construction of Nexans' third cable-laying vessel, Nexans Electra, is on-track and will be completed in 2026. This state-of-theart vessel is a strategic asset that will significantly enhance capacity to address the substantial growth in the business' backlog. The Group also unveiled a strategic €90 million investment at its facilities in France and Belgium to increase the production of advanced 525kV onshore cables meeting the requirements of the TenneT frame agreement.

| ***PWR-GRID*** (18% OF TOTAL GROUP SALES)

(in millions of euros)	**2023**	**2024**
Sales at standard metal prices	**1,186**	**1,243**
Organic growth	*+4.5 %*	*+3.1 %*
Reported growth	*+9.0 %*	*+4.8 %*
Adjusted EBITDA	**156**	**170**
Adjusted EBITDA as a % of standard sales	*13.2 %*	*13.6 %*

Standard sales in the PWR-Grid segment rose organically by +3.1% compared with 2023 to €1,243 million. Fourth quarter 2024, saw strong organic sales growth of +7.6% compared to the same quarter last year. Europe benefited from increased demand and the securing of new frame agreements. The Middle East and Africa region was boosted by renewable energy projects. North America was stable with a good second half, while South America encountered some project delays. The Accessories business was a solid contributor throughout the year.

Adjusted EBITDA rose by a sharp +9.0% year-on-year to €170 million supported by selectivity on new frame-agreements, operational excellence and the contribution of the Reka Cables acquisition completed in April 2023. The **adjusted EBITDA margin** reached an unprecedented 13.6% in 2024 compared with 13.2% in 2023, reflecting selective growth and successful business transformation.

| *PWR-CONNECT* (29% OF TOTAL GROUP SALES)

(in millions of euros)	2023	2025
Sales at standard metal prices	**1,679**	**2,073**
Organic growth	*-6.3%*	*+1.4 %*
Reported growth	*-8.6%*	*+23.5 %*
Adjusted EBITDA	**229**	**283**
Adjusted EBITDA as a % of standard sales	*13.6%*	*13.7 %*

Standard sales in the PWR-Connect segment amounted to €2,073 million in 2024, up +1.4% organically. Europe suffered from lower demand in some residential markets, despite sustained momentum in commercial and infrastructure segments. Near East & Africa and South America remained very strong while North America (Canada) rebounded in the second half of the year. In fourth-quarter 2024, Nexans achieved organic growth of +4.2% compared to fourth quarter 2023 and +0.5% compared to the third quarter of 2024. The 2024 figures reflect the contributions of La Triveneta Cavi, starting from June 1, 2024, and Reka Cables, since April 2023. These acquisitions are integral to Nexans' Electrification strategy, expanding the Group's capabilities and reinforcing its market position in key regions.

Adjusted EBITDA reached €283 million in 2024, up +23.8% year-on-year. **Adjusted EBITDA margin** was a robust 13.7%, thanks to structural performance improvement initiatives, selectivity and valueadded solutions.

| *NON-ELECTRIFICATION* (INDUSTRY & SOLUTIONS) (24% OF TOTAL GROUP SALES)

(in millions of euros)	2023	2024
Sales at standard metal price	**1,750**	**1,701**
Organic growth	*+13.7%*	*-2.5 %*
Reported growth	*+12.3 %*	*-2.8 %*
Adjusted EBITDA	**185**	**207**
Adjusted EBITDA as a % of standard sales	*10.6%*	*12.2 %*

In the Industry & Solutions segment, **standard sales** for 2024 amounted to €1,701 million, reflecting a low organic decrease of -2.5% year-on-year, while fourth-quarter 2024, up +2.1% compared to fourth quarter 2023.

The performance reflects a slowdown in the Automation market in Europe, which was partially offset by a stable Shipbuilding, Rollingstock and Nuclear business. The Auto-harnesses business was stable during the year.

Adjusted EBITDA for the segment increased by +11.9% and reached €207 million, resulting in an **adjusted EBITDA margin** of 12.2% in 2024, compared to 10.6% the previous year. This improvement reflected a positive mix and pricing effect resulting from the successful transformation of the business.

| *OTHER ACTIVITIES* (11% OF TOTAL STANDARD SALES)

(in millions of euros)	2023	2024
Sales at standard metal prices	**1,026**	**774**
Organic growth	*-17.9%*	*-14.4 %*
Reported growth	*-21.2%*	*-24.5 %*
Adjusted EBITDA	**13**	**2**

The **Other activities** segment – corresponding for the most part to copper wire sales and corporate costs that cannot be allocated to other segments – reported standard sales of €774 million in 2024. Standard sales were down -14.4% 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** decreased to €2 million in 2024, versus €13 million in 2023, reflecting notably temporary higher corporate costs related to the business separation of Lynxeo.

2025 OUTLOOK

In 2025, following the divestment of AmerCable in January 2025 and in line with the new 2025-2028 strategic roadmap unveiled in November 2024, Nexans expects to achieve, excluding non-closed acquisitions or divestments:

- Adjusted EBITDA of between €770 and 850 million
- Free Cash Flow of between €225 and 325 million.

12 | Financial results for the last 5 financial years

	2024	2023	2022	2021	2020
I- Share capital at the end of the fiscal year					
a) Share capital (in thousands of euros)	43,753	43,753	43,753	43,756	43,756
b) Number of shares issued	43,753,380	43,753,380	43,753,380	43,755,627	43,755,627
II- Results of operations (in thousands of euros)					
a) Sales before taxes	55,404	41,094	39,869	28,637	25,996
b) Income before tax, employee profit-sharing, depreciation, amortization and provisions	150,200	105,066	97,931	52,249	16,252
c) Income taxes	607	906	861	21,764	462
d) Employee profit-sharing due for the fiscal year	(199)	(217)	(243)	(81)	(161)
e) Income after tax, employee profit- sharing, depreciation, amortization and provisions	155,006	104,843	73,068	51,030	14,070
f) Dividends	113,759[1]	100,633	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	3.44	2.42	2.25	1.19	0.37
b) Income after tax, employee profit- sharing, depreciation, amortization and provisions	3.54	2.40	1.67	1.17	0.32
c) Dividend per share	2.60	2.10	2.10	1.20	0.70
IV- Personnel					
a) Average headcount during the year	4.81	5.67	6	6	7
b) Total fiscal year payroll (in thousands of euros)	4,512	4,071	4,295	5,364	6,898
c) Total amount paid for employee benefits during the fiscal year (in thousands of euros)	1,972	1,629	1,178	2,146	2,289

[1] Based on the number of shares at December 31, 2024.

13 | Information request form

Mixed Shareholders' Meeting
Thursday May 15th, 2025 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 2025

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 2024, Nexans generated €7.1 billion in standard sales. The Group is a leader in the design and manufacturing of cable systems and services across four main business areas: PWR-Transmission, PWR-Grid, PWR-Connect 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 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
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