



Compensation published in accordance with the AFEP-MEDEF Code of Corporate Governance

Grant of performance shares to the Chief Executive Officer

Decision of the Board of Directors of October 21st, 2025

In accordance with the compensation policy for executive directors, with the authorization given by the Annual Shareholders' Meeting of May 16th, 2024 in its 19th resolution, and following the decision of the Board of October 12th, 2025, upon recommendation by the Compensation Committee, the Board of October 21st, 2025, has adopted a long-term compensation plan n°25B dated October 21st, 2025, in the form of performance shares for the Chief Executive Officer.

The Board of Directors has decided in particular to grant to the Chief Executive Officer 2,500 performance shares whose vesting is subject to the fulfilment of performance conditions.

The performance conditions applicable to the CEO are the same as those of the performance share plan n°25 adopted on March 21st, 2025 applicable to all employee beneficiaries and previously published in the notice of the General Meeting of Shareholders of May 15th, 2025, available on the Company's website "2025 Annual Shareholders' Meeting". These performance conditions are the following:

- **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)**.

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. The Board of Directors has decided to measure 30% of the TSR performance against the panel (TSR-Panel) and 70% 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 definitely 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 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 awarded in 2025 will be subject to a financial performance condition based on the **EBITDA**, assessed at December 31st, 2027, with a minimum level of Free Cash Flow conversion at the end of 2027. 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;

Level of adjusted EBITDA for the 2027 financial year if the cash conversion ratio is greater than 30%	Percentage of shares vested under this conditions
≥ 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.

		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 shares definitely vested will be determined based on the following scale:

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

100% of the shares allocated to the ESG performance condition will be vested if all the ESG objectives are achieved at 100%, with a minimum average level of achievement of 70%, and a linear interpolation between 70% and 100%. If an objective is achieved by more than 100%, the objective will be considered as 100% achieved. Each of the criteria making up the ESG Performance Condition is given the same weighting in the level of the ESG Index achieved at the end of the applicable performance period.

Depending on the level of performance acknowledged at the end of the vesting period at March 21st, 2029, the number of shares vested for the CEO will vary between 0 and a maximum of 2,500.



The granting of these shares to the company's CEO complies with the AFEP-MEDEF Code and with the characteristics set out in the compensation policy for executive officers (published in full on the Company's website: www.nexans.com) as follows:

Performance conditions	Vesting of the performance shares is subject to formal acknowledgment by the Compensation Committee that the performance conditions set by the Board at the grant date have been met.
Obligation to retain shares	The CEO is required to retain as registered shares until the cessation of his functions 25% of the performance shares definitively vested, with a minimum of 15,000 shares as set by the Board of Directors, without prejudice to any decision otherwise taken by the Board with regard to his situation, and in particular in the light of the objective of retaining an increasing number of shares vested in this way.
Prohibition of hedging instruments	Performance shares granted to the CEO may not be hedged until the end of the retention period determined by the Board of Directors.
Recommended "black out" periods	Group procedure on insider trading.