

**Brochure 2026**

# Convening brochure of the Combined Shareholders' Meeting

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**ORDINARY AND EXTRAORDINARY**

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**May 21<sup>st</sup>, 2026 | 2:30 p.m.**

CAMPUS CYBER  
5-7 rue Bellini,  
92800 PUTEAUX, FRANCE

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## SHAREHOLDERS' INFORMATION

Investors relations

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E-mail : [investor.relations@nexans.com](mailto:investor.relations@nexans.com)

[www.nexans.com](http://www.nexans.com)

*This convening brochure is accessible in French and English on the website [www.nexans.com](http://www.nexans.com).*

# 1. Chairman's Message

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**Jean Mouton**  
Chairman of the Board of Directors

« Nexans now plays a key leadership role in the energy transition. »

Dear Madam, Dear Sir, Dear Shareholder,

I invite you to attend the Combined Shareholders' Meeting of Nexans, which is scheduled to be held, on first notice, on Thursday, May 21, 2026, at 2:30 p.m., at Campus Cyber, 5-7 rue Bellini, in La Défense, Puteaux, France. Together with the Board of Directors, Julien Hueber, Chief Executive Officer, and the Executive Committee, we are delighted to welcome you to this Shareholders' Meeting.

For those unable to attend in person, 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 Shareholders' Meeting, we will in particular review the performance and key highlights of the 2025 financial year. We will also provide an update on the Group's climate strategy and report on the actions undertaken in this area.

The agenda includes the proposed reappointment of two Directors: Laura Bernardelli, Chair of the Accounts, Audit and Risk Committee, and Anne Lebel, Lead Independent Director and Chair of both the Appointments and Corporate Governance Committee and the Compensation Committee. The agenda also includes the appointment of Antonio Cammisecra and Thierry Fournier as an independent Director for a term of four years.

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

shareholders' interests.

2025 was a record-breaking year for the Company, with profitability reaching an unprecedented level. This confirms the relevance of the Company's vision and ambition. The Group is firmly positioned among the world's leading players committed to the sustainable electrification of our planet. As such, Nexans today plays an essential leadership role in the energy transition.

2025 also marked a turning point in Nexans' governance, with the appointment of Julien Hueber as Chief Executive Officer and the establishment of a new Executive Committee. I am convinced that this transition, which ensures continuity while bringing fresh momentum, provides stable governance to support the acceleration of our pure player model in sustainable electrification.

In line with the dividend policy introduced in 2021 to further associate you with the Company's performance, we are proposing the distribution of a dividend of €2.90 per share, representing an 11.5% increase compared with the previous year.

I strongly encourage you to take part in the forthcoming Shareholders' Meeting and to vote on the resolutions that will be submitted to you. Your participation is essential in helping shape 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.**

## 2. Agenda of the Shareholder's Meeting

### Ordinary Shareholders' Meeting

1. Approval of the Company's financial statements and transactions for the fiscal year ended on December 31<sup>st</sup>, 2025
2. Approval of the consolidated financial statements for the fiscal year ended on December 31<sup>st</sup>, 2025
3. Allocation of profit for the fiscal year ended on December 31<sup>st</sup>, 2025 and setting of the dividend
4. Renewal of the term of office of Laura Bernardelli as Director
5. Renewal of the term of office of Anne Lebel as Director
6. Appointment of Antonio Cammisecra as Director
7. Appointment of Thierry Fournier as Director
8. Approval of the removal of the attendance requirement attached to the shares allocated under performance share plans No. 22, 23, 24 and 25 to Christopher Guérin, Chief Executive Officer, until October 12<sup>th</sup>, 2025
9. Approval of the information relating to the compensation items paid during the fiscal year ended on December 31<sup>st</sup>, 2025 or granted for the same fiscal year to Nexans corporate officers
10. Approval of the items of compensation paid during the fiscal year ended on December 31<sup>st</sup>, 2025, or granted for the same fiscal year to Jean Mouton, Chairman of the Board of Directors
11. Approval of the items of compensation paid during the fiscal year ended on December 31<sup>st</sup>, 2025, or granted for the same fiscal year to Christopher Guérin, Chief Executive Officer until October 12<sup>th</sup>, 2025
12. Approval of the items of compensation paid during the fiscal year ended on December 31<sup>st</sup>, 2025, or granted for the same fiscal year to Julien Hueber, Chief Executive Officer since October 13<sup>th</sup>, 2025
13. Approval of the compensation policy of the members of the Board of Directors for the fiscal year 2026
14. Approval of the compensation policy of the Chairman of the Board of Directors for the fiscal year 2026
15. Approval of the compensation policy of the Chief Executive Officer for the fiscal years 2026
16. Authorization granted to the Board of Directors to carry out transactions involving Company's shares

### Extraordinary Shareholders' Meeting

17. 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
18. Authorization to be granted to the Board of Directors for the purpose of granting in 2027 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 1<sup>st</sup>, 2027
19. Authorization to be granted to the Board of Directors for the purpose of granting in 2027 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 1<sup>st</sup>, 2027

20. Amendment of Article 12 bis of the Company's bylaws: removal of the provision excluding the Director representing employee shareholders from the calculation of the proportion of each gender on the Board of Directors provided for in Article L. 225-18-1 of the French Commercial Code and adjustment of the statutory provisions governing the replacement of the Director representing employee shareholders in the event of a vacancy
21. Amendment of Article 19 paragraph 2 of the Company's bylaws: amendment of the maximum statutory age of the Chairman of the Board of Directors

## Ordinary Shareholders' Meeting

22. 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](http://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. choisir un autre mode de 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 5 business days before the Shareholders' Meeting, namely by **Thursday May 14<sup>th</sup>, 2026 at 00:00 a.m.** Paris time (hereafter referred to as "D-5"):

- **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-5;

- **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 **Thursday May 14<sup>th</sup>, 2026**, 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-5, which certificate will allow him or her to gain admission to the Combined 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 21<sup>st</sup>, 2026 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, May 4<sup>th</sup>, 2026, to 3:00 pm Paris time on Wednesday, May 20<sup>th</sup>, 2026.

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 fifth 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 fifth 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 15th, 2026.
- Tick the box **A** at the top of the attached instruction form.
- Date and sign at the bottom of the form.
- Return the form as soon as possible so as to receive your admission card in sufficient time, either:
  - If you are a registered shareholder, in the enclosed pre-paid envelope;
  - If you are a bearer shareholder, to the financial intermediary where your share account is maintained.

Voting will take place using an electronic voting tablet.

## 2. Voting or giving proxy online

If you wish to vote or give proxy, you can do it online via Votaccess prior to the 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, May 4<sup>th</sup>, 2026 at 9:00 am, until Wednesday, May 20<sup>th</sup>, 2026 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 15<sup>th</sup>, 2026.

#### 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 pre-paid 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 20<sup>th</sup>, 2026 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](mailto:mandataireAG@nexans.com), indicating: **Nexans General Meeting of May 21<sup>st</sup>, 2026**, 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 20<sup>th</sup>, 2026 at 3.00 p.m** will be taken into account. The address [mandataireAG@nexans.com](mailto:mandataireAG@nexans.com) is for giving or withdrawing proxies only and must not be used for any other purpose.

A proxy submitted electronically or by post for the Shareholders' Meeting shall also be valid for subsequent meetings convened with the same agenda.

The revocation of a mandate must be carried out in the same formal manner as that used for its appointment.

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

# 4. How to fill out the voting form?

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

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

**A** 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



4 allée de l'Arche  
92400 Courbevoie - France  
S.A. au capital de 43 744 779 €  
393 525 852 RCS NANTERRE

**ASSEMBLÉE GÉNÉRALE MIXTE**  
convoquée le **jeudi 21 mai 2026 à 14h30 (heure de Paris)**  
Au Campus Cyber, 5-7 rue Bellini, 92800 La Défense, France

**COMBINED SHAREHOLDERS' MEETING**  
convened on **Thursday, May 21st, 2026 at 2:30 pm (Paris time)**  
on Campus Cyber, 5-7 rue Bellini, 92800 La Défense, France

**CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY**

Identifiant - Account	Vote simple / Single vote
Nombre d'actions / Number of shares	Nominatif / Registered
	Porteur / Bearer
	Vote double / Double vote
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 "Abstain".

	1	2	3	4	5	6	7	8	9	10	A		B	
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs.	<input type="checkbox"/>	Abs.	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs.	<input type="checkbox"/>	Abs.	<input type="checkbox"/>

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 :  
If 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

m'abstiens / I abstain from voting

je donne procuration (cf. au verso renvoi (4)) à M. ou Mme, Raison Sociale pour voter en mon nom  
appoint (see reverse (4)) Mr or Mrs, Corporate Name to vote on my behalf

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 1<sup>ère</sup> convocation / on 1st notification      sur 2<sup>ème</sup> convocation / on 2nd notification  
à la banque / to the bank      20 mai 2026 / May 20, 2026  
à la société / to the company      20 mai 2026 / May 20, 2026

« 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 pour le 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 »

**2**  **JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**  
Cf. au verso (3)  
**I HEREBY GIVE 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 M. ou Mme, Raison Sociale / Mr or Mrs, Corporate Name  
**I HEREBY APPOINT:** See reverse (4) to represent me at the above mentioned Meeting

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 must 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 using this proxy form). See reverse (1)

**Whatever your choice, date and sign here**

Date & Signature

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

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

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

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

# 5. How to get to the Shareholders' Meeting?

## **CAMPUS CYBER**

5-7 rue Bellini, 92800 Puteaux



### **METRO**

Line **1**, Station Esplanade de La Défense – Station La Défense



### **BUS**

Line 73, 174, 158, Bus Eolien, 157, 175

### **RER**

Line **A**, Station La Défense  
Line **E**, Station La Défense

Public transport access : ([www.ratp.fr](http://www.ratp.fr))

### **TRAIN**

Line **U**, Station La Défense  
Line **L**, Station La Défense

### **TRAM**

Line **T2**, Station la Défense

## 6. Report of the Board of Directors on the draft resolutions

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### Ordinary Shareholders' Meeting

#### APPROVAL OF THE ANNUAL AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED DECEMBER 31<sup>ST</sup>, 2025 - 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 (**1<sup>st</sup> Resolution**) and the consolidated financial statements (**2<sup>nd</sup> Resolution**) for the fiscal year ended December 31<sup>st</sup>, 2025, which reveal profits of EUR 135,886,605 and a net profit, Group share, of EUR 352,083 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 **3<sup>rd</sup> Resolution** is to determine the distribution of income of the Company for 2025. It is proposed to distribute a dividend per share of EUR 2.90, increasing by 11.5% compared to the previous year. If this proposition is approved, the dividend will be paid on May 27<sup>th</sup>, 2026. It will be detached on May 25<sup>th</sup>, 2026 (ex-date).

#### RENEWAL OF INDEPENDENT DIRECTORS AND APPOINTMENT OF TWO NEW INDEPENDENT DIRECTORS (RESOLUTIONS 4 TO 7)

The purpose of the **4<sup>th</sup> resolution** is to renew the term of office of Laura Bernardelli, 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 31<sup>st</sup>, 2029, and, if she is elected, to reappoint her as Chair of the Accounts, Audit and Risks Committee.

Laura Bernardelli is Chief Financial Officer of Coesia group, a global leader in industrial and packaging automated solutions, since April 2022. She was the Chief Financial Officer of the Datalogic Group from July 2019 to March 2022 and has been in charge of investor relations since November 2020. She brings to the Board of Directors her experience in industry, services, strategy, M&A and finance. She has been a Director and Chairwoman of the Accounts, Audit and Risks Committee since May 11<sup>th</sup>, 2022. The evaluation of the Board of Directors' functioning highlighted her commitment and the quality of her contributions to the Board's work.

On January 14<sup>th</sup>, 2026, the Board of Directors confirmed her qualification as an independent Director with respect to the independence criteria of the Afep-Medef Code.

Laura Bernardelli attended 11 Board of Directors meetings in 2025 (out of 12 meetings, i.e. 92% of the meetings), as well as all the meetings of the Accounts, Audit and Risks Committee.

The purpose of the **5<sup>th</sup> resolution** is to renew the term of office of Anne Lebel, 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 31<sup>st</sup>, 2029 and, if she is elected, to reappoint her as Chair of the Appointments and Corporate Governance Committee and the Compensation Committee, and as Lead Independent Director.

Anne Lebel has been Chief Human Resources Officer of the Capgemini Group since July 20, 2020, and, as such, is also a member of Capgemini's General Management Committee. She took over responsibility for the group's Ethics in January 2025. She brings to the Board of Directors her experience in services, digital technology, human resources, and corporate social responsibility, as well as in ethics and corporate governance.

She has been a Director since May 17<sup>th</sup>, 2018 and Lead Independent Director since March 19<sup>th</sup>, 2019. She is also the Chairwoman of the Appointments and Corporate Governance Committee and of the Compensation Committee. In 2025, Anne Lebel chaired two executive sessions attended by all members of the Board of Directors, without the presence of the Chief Executive Officer (CEO) and Company Management. The purpose of these sessions was

to enable open discussions between the Directors, improve the operating procedures of the Board of Directors, particularly by analyzing the results of the annual assessment of the Board and the Committees, review the succession plan concerning the corporate officers, and support management on key issues. Anne Lebel also held one meeting of the independent Directors on the functioning of the Board of Directors and the opportunities for developing Nexans' governance and held individual meetings with several Directors. She also took part in a virtual governance roadshow organized in March and April 2025, with the Chairman of the Board of Directors and the Director responsible for monitoring climate and environmental issues. On January 14<sup>th</sup>, 2026, the Board of Directors confirmed her qualification as an independent Director with respect to the independence criteria of the Afep-Medef Code. Anne Lebel attended 100% of Board of Directors meetings in 2025 (12 meetings), as well as all the meetings of the Appointments and Corporate Governance Committee and of the Compensation Committee (16 meetings).

The purpose of the **6<sup>th</sup> resolution** is to appoint Antonio Cammisecra as independent Director, for a four-year period, set to expire at the end of the Shareholders' Meeting convened to approve the financial statements for the fiscal year ending on December 31<sup>st</sup>, 2029.

Antonio Cammisecra has been the President and Chief Executive Officer of ContourGlobal since February 2024. Prior to joining ContourGlobal, he was at Enel Group for more than 20 years and contributed to the expansion of Enel Green Power into a renewables supermajor as well as to accelerating the decarbonization of a power generation fleet with 84 GW managed in 20 countries. He also led the Enel Grids business between 2020-2023 overseeing a portfolio of more than 2.2 million km of power distribution lines, across eight countries. Antonio Cammisecra received a B.S. in Mechanical Engineering from University of Naples, Italy and an Executive MBA from Bocconi University, Milan, Italy. Antonio Cammisecra will bring to the Board of Directors his experience as Chief Executive Officer, particularly in the fields of industry, energy, and corporate governance. On March 27<sup>th</sup>, 2026, the Board of Directors confirmed his qualification as an independent Director with respect to the independence criteria of the Afep-Medef Code. Antonio Cammisecra was appointed censor by the Board of Directors on March 27<sup>th</sup>, 2026, with a view to proposing his appointment as member of the Board of Directors.

The purpose of the **7<sup>th</sup> resolution** is to appoint Thierry Fournier as independent Director, for a four-year period, set to expire at the end of the Shareholders' Meeting convened to approve the financial statements for the fiscal year ending on December 31<sup>st</sup>, 2029.

Thierry Fournier has served as Chief Executive Officer of Roquette since 2025. Before joining Roquette he was Senior Vice President and CEO for Southern Europe, the Middle East and Africa at Saint-Gobain. Prior to that, he led Saint-Gobain Latin America's region, following several leadership roles in Europe and the CIS region, including General Delegate. He also headed the Construction Products division for France, Benelux and North Africa. Thierry Fournier has spent most of his career in international roles, notably in Russia and Latin America. He is a graduate of École Polytechnique and École des Ponts et Chaussées. He brings strong expertise in international management, organizational transformation, M&A, and leading large-scale industrial operations.

Thierry Fournier will bring to the Board of Directors his experience as Chief Executive Officer, particularly in the fields of industry and corporate governance. On April 3<sup>rd</sup>, 2026, the Board of Directors confirmed his qualification as an independent Director with respect to the independence criteria of the Afep-Medef Code. Thierry Fournier was appointed censor by the Board of Directors on April 3<sup>rd</sup>, 2026, with a view to proposing his appointment as member of the Board of Directors.

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 these appointments, the Board of Directors would thus be composed of 13 Directors after the Shareholders' Meeting. Among these Directors, eight 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, (6) Anne Lebel, (7) Antonio Cammisecra and (8) Thierry Fournier, representing an independence rate of 80%<sup>1</sup>, 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%<sup>2</sup>, and the proportion of Directors of foreign nationality 46%.

(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 within the first college of Directors calculated without taking into account the Directors representing employees, but including the Director representing employee shareholders, in accordance with Government Order no. 2024-934 of October 15, 2024.

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

AG 2027	Bpifrance Participations représentée par Karine Lenglard, Jean Mouton, Hubert Porte
AG 2028	Jane Basson, Tamara de Gruyter
AG 2029	Gwenaël Gilbert <sup>(1)</sup> , Marc Grynberg
AG 2030	Laura Bernardelli, Antonio Cammisecra, Thierry Fournier, Anne Lebel

(1) Director representing employee shareholders

The term of office of Elisabetta Iaconantonio, the Director representing employees appointed by the European Group Works Council, ended de facto with the sale of Lynxéo on June 30th, 2025. The European Works Council decided to appoint Riku Soininen as Director representing employees as of February 19th, 2026, for the remainder of Elisabetta Iaconantonio's term of office, i.e., until the end of the 2028 Annual Shareholders' Meeting. A Finnish national, Riku Soininen is currently Warehouse Manager at Reka, a 100% owned subsidiary of Nexans. He is based in Riihimäki, in Finland, where he has been working since 2007. He has been a senior union representative for 14 years and a representative on Nexans European Works Council from 2023 to February 2026. He served on a union's Board of Directors from 2010 to 2018, including as its chair from 2017 to 2018. He was also a member of the Board of Directors of Reka Kaapeli Oy from 2019 to 2022. He has been a member of the Board of Directors of a pension fund since 2016. Riku has completed a trade union-organized business economics course, a trade union leadership course for union presidents, and obtained a degree in corporate administration in 2019 (Approved Board Member HHJ in Finland).

The term of office of Angéline Afanoukoé, the Director representing employees appointed by the France Group Works Council, expires at the end of the 2029 Shareholders' Meeting.

## **APPROVAL OF THE REMOVAL OF THE ATTENDANCE REQUIREMENT ATTACHED TO THE SHARES ALLOCATED UNDER PERFORMANCE SHARE PLANS NOS. 22, 23, 24 AND 25 TO THE BENEFIT OF CHRISTOPHER GUÉRIN, CHIEF EXECUTIVE OFFICER, UNTIL OCTOBER 12<sup>TH</sup>, 2025 (RESOLUTION 8)**

In accordance with the provisions of Article L. 22-10-8 II and Article L. 22-10-34 II of the French Commercial Code, the **8<sup>th</sup> resolution** aims to submit to the vote of the Shareholders' Meeting the amendment made to the compensation policies of the Chief Executive Officer for the financial years 2022, 2023, 2024 and 2025, as well as adjustments relating to the components of the total remuneration and benefits of any kind paid or awarded to Christopher Guérin, Chief Executive Officer, respectively during the financial years ending December 31<sup>st</sup>, 2022, December 31<sup>st</sup>, 2023 and December 31<sup>st</sup>, 2024. These amendments are limited to allowing the partial waiver of the attendance requirement attached to performance share plans No. 22 of March 17<sup>th</sup>, 2022, No. 23 of March 16<sup>th</sup>, 2023, No. 24 of March 20<sup>th</sup>, 2024 and No. 25 of March 21<sup>st</sup>, 2025, under the conditions detailed in Nexans' 2025 Universal Registration Document, sections 4.6.1.3. and 4.6.2.1.

Given his exceptional contribution and the value created since he was appointed Chief Executive Officer in 2018, the Board of Directors, upon recommendation of the Compensation Committee, decided to waive Christopher Guérin's presence condition, on a pro rata temporis basis, the performance shares still being under vesting period that were granted to him in accordance with the annual compensation policies approved by the Shareholders' Meeting. Waving the presence condition on a pro rata temporis basis will be subject to approval by the Shareholders' Meeting of May 21<sup>st</sup>, 2026. These shares may only be vested on the dates provided for under each plan and will remain subject to the achievement of the Group performance conditions established at the time of grant. Conversely, the Board of Directors determined that all shares granted to the Chief Executive Officer on March 21<sup>st</sup>, 2025 under the "Sparking Electrification" strategic plan, representing 26,000 shares had lapsed; Christopher Guérin therefore lost all rights under said plan.

This amendment is described in the 2025 Universal Registration Document, in sections 4.6.1.3 and 4.6.2.1.

## **APPROVAL OF THE INFORMATION RELATING TO THE ELEMENTS OF COMPENSATION PAID DURING FISCAL YEAR 2025 OR ALLOCATED IN RESPECT OF FISCAL YEAR 2025 TO CORPORATE OFFICERS (RESOLUTION 9)**

In accordance with the provisions of Article L.22-10-34 I of the French Commercial Code, the purpose of the **9<sup>th</sup> resolution** is to submit to the vote of the Shareholders' Meeting the elements of compensation paid during the or allocated for the fiscal year 2025 to the corporate officers, in accordance with the information mentioned in Article L.22-10-9 I of the French Commercial Code.

These elements comply with the recommendations of the AFEP-MEDEF Code, and are detailed in the 2025 Universal Registration Document of the Company, sections 4.6.1.1 to 4.6.1.4. The compensation items concerning the Chairman of the Board of Directors and the Chief Executive Officer are summarized below as part of the description of **resolutions 10 to 12**.

Due to the number of meetings of the Board of Directors (12 meetings) and its committees (36 meetings) organized in 2025, the Board of Directors, on the recommendation of the Compensation Committee, approved a proportional downward adjustment of the compensation of all Directors in order to comply with the maximum budget of EUR 820,000 provided for 2025.

The compensation of the 12 members of the Board of Directors, for a total amount of **EUR 820,000**, is shown in the following table:

Director	Amount of compensation allocated for 2025 and paid in 2025
Jean Mouton	€ 0
Angéline Afanoukoé <sup>(a)</sup>	€ 0
Gwenaël Gilbert <sup>(b)</sup>	€ 0
Jane Basson	€ 89,078
Laura Bernardelli	€ 73,015
Bpifrance Participations représenté par Karine Lenglar	€ 89,078
Tamara de Gruyter	€ 85,671
Marc Grynberg	€ 112,930
Oscar Hasbún Martínez <sup>(c)</sup>	€ 73,015
Anne Lebel	€ 124,612
Elisabetta Iaconantonio <sup>(d)</sup>	€ 0
Andrónico Luksic Craig <sup>(e)</sup>	€ 4,668
Francisco Pérez Mackenna <sup>(f)</sup>	€ 109,622
Hubert Porte	€ 58,412
<b>TOTAL</b>	<b>€ 820,000</b>

(a) Director representing employees

(b) Director representing shareholders whose term of office started on May 15, 2025

(c) Director who resigned with effect on May 20, 2026

(d) Director representing employees whose term of office ended on June 30, 2025

(e) Director whose term of office ended on May 15, 2025

(f) Director who resigned with effect on February 1, 2026

## APPROVAL OF THE COMPENSATION ELEMENTS PAID DURING FISCAL YEAR 2025 OR ALLOCATED IN RESPECT OF FISCAL YEAR 2025 TO JEAN MOUTON AS CHAIRMAN OF THE BOARD OF DIRECTORS (RESOLUTION 10)

In accordance with the provisions of Article L. 22-10-34 II of the French Commercial Code, the **10<sup>th</sup> resolution** is intended to submit to the vote of the Shareholders' Meeting the elements of compensation paid or allocated during fiscal year 2025 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 2025 Universal Registration Document, in section 4.6.1.2 (2025 Compensation of Jean Mouton, Chairman of the Board of Directors), and are reiterated in the following summary table:

Compensation items paid during fiscal year 2025 or allocated in respect of fiscal year 2025	Amounts or book value of the compensation items paid during fiscal year 2025 or allocated in respect of fiscal year 2025	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 15<sup>th</sup>, 2025 under the 8<sup>th</sup> 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 2025. He did not receive any other benefits.

## APPROVAL OF THE COMPENSATION ITEMS PAID DURING FISCAL YEAR 2025 OR ALLOCATED IN RESPECT OF FISCAL YEAR 2025 TO CHRISTOPHER GUÉRIN AS CHIEF EXECUTIVE OFFICER UNTIL OCTOBER 12<sup>TH</sup>, 2025 (RESOLUTION 11)

In accordance with the provisions of Article L.22-10-34 II of the French Commercial Code, the purpose of the **11<sup>th</sup> 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 2025 to Christopher Guérin, Chief Executive Officer until October 12<sup>th</sup>, 2025.

Shareholders are therefore being asked to vote on the following compensation items paid or allocated in fiscal year 2025: fixed compensation for 2025, annual variable compensation for 2024 paid in 2025, annual variable compensation for 2025 allocated in respect of 2025, performance shares allocated in 2025, benefits in kind and departure conditions.

These elements comply with the recommendations of the AFEP-MEDEF Code, detailed in the 2025 Universal Registration Document, section 4.6.1.3 (Compensation payable for 2025 to the Chief Executive Officer from January 1 to October 12, 2025, Christopher Guérin), and reiterated in the following summary table:

Items of Compensations	Amounts or book value of the items of compensation	Comments and explanations
2025 fixed compensation	EUR 743,148	Gross amount, pre-tax and social security charges. Fixed annual remuneration prorated to the actual duration of his term of office, i.e. until October 12 <sup>th</sup> , 2025.
Annual variable compensation on allocated for 2025	EUR 898,287	<p>For 2025, 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 1,114,723 euros. With regard to the collective portion of the variable compensation, in strict application of the level of achievement of the objectives defined for 2025 (Organic growth 10%, ROCE 20%, EBITDA 30%, Net Income 10% and FCF 30%):</p> <ul style="list-style-type: none"> <li>• The Group achieved an organic revenue growth of 6.9% at December 31<sup>st</sup>, 2025 for a maximum target of 7%. The achievement rate for the organic growth objective is 99.0% of the maximum amount. This performance reflects the successful execution of the Group's electrification-driven growth strategy, supported by innovation, with +4.4% growth in Grid &amp; Connect activities and +29.8% growth in Transmission activities.</li> <li>• The Group achieved a ROCE of 20.8% at December 31<sup>st</sup>, 2025 (at constant exchange rate) for a maximum objective of 21.7%. The achievement rate for ROCE is 80.3% of the maximum amount, as performance exceeded the approved budget;</li> <li>• The Group achieved an EBITDA of EUR 885 million (at constant exchange rate) for a maximum objective of EUR 850 million. The achievement rate for EBITDA is 100% of the maximum amount, with performance also exceeding the budget;</li> <li>• The Group achieved a NCF of EUR 348 million (at constant exchange rate) for a maximum objective of EUR 325 million. The achievement rate for NCF is 100% of the maximum amount, with performance again exceeding the budget.</li> <li>• The Group achieved a Net Income of EUR 360 million (at constant exchange rate) for a maximum objective of EUR 375 million. The achievement rate for this objective is 84.1% of the maximum;</li> </ul>

		<p>The Board of Directors noted that the portion of variable compensation amounted to EUR 683,703 (representing 94.4% of the maximum potential amount of EUR 724,569).</p> <p>For the portion contingent on specific, pre-defined individual objectives, the Board of Directors assessed the achievement level of the objectives for 2025. After assessing their degree of achievement, the Board of Directors defined them as follows:</p> <ul style="list-style-type: none"> <li>the achievement rate for the “<b>deployment of the strategy</b>” objective was 66.7% of the maximum amount. On an organic basis, the electrification activities generated an organic growth above +8% for the full year, with an acceleration end of 2025 driven by renewable energies and solar. New offers dedicated to data centers have now been launched. On an inorganic basis, the divestment of Lynxeo was successfully completed in June 2025. The divestment of Auto-Electric remained ongoing at year-end. Nexans continued its portfolio rotation strategy with the acquisitions of RCT Cables in Spain and ElectroCables in Canada. The value creation deep dive analysis has not been fully completed.</li> <li>the achievement rate for the “<b>operational efficiency</b>” objective was 48.3% of the maximum amount. The new organization centered on the implementation of the Grid &amp; Connect Market Divisions has been put in place. Adjustments were made toward the end of 2025 in order to maximize synergies with the regions and the Business Units. The deployment of Industry 4.0 progressed in line with the plan. The PWR-Transmission order book exceeded 7 billion euros at the end of the fourth quarter of 2025, reflecting strong commercial momentum. PWR-Transmission continues to focus on improving its operational efficiency to further strengthen value creation. Synergies related to the acquisition of LTC, particularly in purchasing and innovation, are aligned with the synergies roadmap to be achieved by 2028. The corresponding actions are continuing to be deployed.</li> <li>the achievement rate for the “<b>culture and engagement</b>” objective was 62.2% of the maximum amount. The succession planning in place has enabled to appoint the actual CEO from internal mobility and to manage the implementation of the new organization without critical disruption. A new leadership model was presented to the Board of Directors at the end of 2025, marking a key milestone in the Group’s cultural transformation. This leadership model will be rolled out gradually starting in 2026. The implementation of the E3 connectors in Europe is now effective.</li> <li>the achievement rate of the “<b>deployment of the ESG policy</b>” was 42.2% of the maximum amount. Regarding safety, the FR1 rate landed at 2.7 in 2025, compared to 2.6 in 2024. At the same time, serious injuries decreased by 40% reflecting the implementation of the new Safety strategy focused on the identification and elimination of serious risks. New action plans and cultural initiatives have been introduced and will continue to further enhance the safety culture. In 2025, the adoption of the E3 operating model continued to expand. 23% of the Nexans sites were E3-compliant, representing a 27% improvement. Diversity within Top Management reached 23.4% at the end of 2025. Overall diversity remained stable compared to 2024, standing at 16.6% at the end of 2025. Meanwhile, diversity among managerial employees continued to progress, reaching 29% in 2025 compared to 28.5% in 2024.</li> </ul>
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		<p>On this basis, the Board of Directors noted that the individual portion amounted to EUR 214,584 (for a potential maximum of EUR 390,153, i.e. 55.0% of this amount). The total variable portion as determined by the Board of Directors for 2025 therefore amounts to EUR 898,287, i.e. 80.6% 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.</p>														
<p>Stock options performance shares, or any other long-term compensation component</p>	<p>A maximum number of 2,679 performance shares valued at EUR 183,545 (IFRS)</p>	<p>In accordance with the Group's long-term compensation policy and the authorization given at the Annual Shareholders' Meeting of May 16<sup>th</sup>, 2024, on March 21<sup>st</sup>, 2025 the Board of Directors approved the recommendation of the Compensation Committee and adopted a long-term compensation plan (Plan no. 25), in the form of a plan to award performance shares and free shares intended for the Group's key senior managers and key people, including the Chief Executive Officer, as well as long-term compensation plan (Plan no 25A) in the form of a plan to award performance shares intended for the key executive leaders, including the Chief Executive Officer.</p> <p><b><u>Plan no. 25</u></b></p> <p>The Board of Directors granted Christopher Guérin 19,000 performance shares as Chief Executive Officer.</p> <p>The pro-rata temporis retention of the initially granted shares — i.e., 2,679 of the performance shares awarded — is subject to the approval of the Shareholders' Meeting of May 21, 2026.</p> <p>The final vesting of the granted shares would remain conditional upon meeting three performance conditions common to all beneficiaries.</p> <p>1) 40% of the performance shares awarded are subject to a combined stock market performance condition, based on the Nexans' Total Shareholder Return (TSR) performance compared:</p> <ul style="list-style-type: none"> <li>- for 30%, to the TSR of a panel of comparable companies;</li> <li>- for 70%, to the TSR of the Eurostoxx 600 Industrial Goods &amp; Services Index.</li> </ul> <p>No performance shares can definitively vest if Nexans' TSR is below the median of the reference panel or if it is lower than the performance of the index.</p> <p>The reference panel used for the TSR comparison includes the following nine companies: Belden, Legrand, NKT Cables, Ørsted, Prysmian, Rexel, Signify, TKH Group and ZTT.</p> <p>The Board of Directors may revise the panel during the period if any of the companies cease to exist or merge with another company.</p> <p><b>TSR-Panel:</b> the Group's performance is assessed by the ranking of Nexans' TSR among the TSR of the companies in the panel. No shares can vest if Nexans' ranking is lower than the median of the panel:</p> <table border="1" data-bbox="654 1736 1444 1915"> <thead> <tr> <th>Thresholds achieved by Nexans' TSR compared to panel TSR</th> <th>% of shares vested based on this condition</th> </tr> </thead> <tbody> <tr> <td>1<sup>st</sup> in the ranking</td> <td>100%</td> </tr> <tr> <td>2<sup>nd</sup> in the ranking</td> <td>90%</td> </tr> <tr> <td>3<sup>rd</sup> in the ranking</td> <td>80%</td> </tr> <tr> <td>4<sup>th</sup> in the ranking</td> <td>70%</td> </tr> <tr> <td>5<sup>th</sup> in the ranking</td> <td>60%</td> </tr> <tr> <td>Below 5<sup>th</sup> in the ranking</td> <td>0%</td> </tr> </tbody> </table>	Thresholds achieved by Nexans' TSR compared to panel TSR	% of shares vested based on this condition	1 <sup>st</sup> in the ranking	100%	2 <sup>nd</sup> in the ranking	90%	3 <sup>rd</sup> in the ranking	80%	4 <sup>th</sup> in the ranking	70%	5 <sup>th</sup> in the ranking	60%	Below 5 <sup>th</sup> in the ranking	0%
Thresholds achieved by Nexans' TSR compared to panel TSR	% of shares vested based on this condition															
1 <sup>st</sup> in the ranking	100%															
2 <sup>nd</sup> in the ranking	90%															
3 <sup>rd</sup> in the ranking	80%															
4 <sup>th</sup> in the ranking	70%															
5 <sup>th</sup> in the ranking	60%															
Below 5 <sup>th</sup> in the ranking	0%															

**TSR-Index:** the Group's performance is assessed and compared with that of the Eurostoxx 600 Industrial Goods & Services Index. No shares can vest if the performance of Nexans' TSR is lower than the performance of the index:

Thresholds achieved by Nexans' TSR compared to the TSR of the index	% of shares vested based on this condition
≥ 140%	100%
≥ 130%	90%
≥ 120%	80%
≥ 110%	70%
≥ 100%	60%
Below 100%	0%

For the considered period, the TSR corresponds to the increase in the share price plus paid dividend per share. The increase in the share price is measured by comparing the average opening price for the three months preceding the share award with the average for the three months preceding the end of the performance assessment period.

The dividend per share corresponds to the sum of all dividends paid on a share (Nexans, panel, index) during the three-year performance assessment period.

The TSR thus obtained will be compared with those of the panel and index assessed over the same period.

- 2) 40% of the shares awarded are subject to an economic performance condition consisting, on one hand, of measuring the level of consolidated adjusted EBITDA at constant exchange rates as of December 31, 2027, and on the other hand, of measuring the cash conversion rate, defined as the ratio of Free Cash Flow to adjusted EBITDA:

Adjusted EBITDA thresholds for the 2027 fiscal year if the Cash conversion is greater than 30%	% of vesting based on this condition
≥ €1,030 million	100%
≥ €1,020 million	90%
≥ €1,010 million	80%
≥ €1,000 million	70%
≥ €990 million	60%
≥ €980 million	50%
< €980 million	0%

- 3) 20% of the shares awarded are contingent on a ESG performance condition consisting of measuring the achievement of 9 objectives at December 31, 2027.

#### 2027 CSR OBJECTIVES

		2027 objectives
<b>ENVIRONMENT</b>		
<b>Decarbonation</b>	Reduction of Scope 1 and 2 GHG emissions <sup>(a)</sup>	39%
	Reduction of Scope 3 (global) GHG emissions <sup>(b)</sup>	29.4%
	Recycled copper content <sup>(c)</sup>	21%
<b>Energy transition</b>	% of sales covered by a PEP (Product Environmental Profile) <sup>(d)</sup>	53%
<b>ENGAGEMENT</b>		
<b>Workplace safety</b>	Workplace accident frequency rate (LTI/MTI) <sup>(e)</sup>	6.3
<b>Employee engagement</b>	Proportion of women in management positions <sup>(f)</sup>	30%
	Employee engagement index <sup>(g)</sup>	78%
<b>ECOSYSTEMS</b>		
<b>Business ethics</b>	Proportion of employees having completed the compliance training program <sup>(h)</sup>	100%
<b>CSR risk on the value chain</b>	Net supplier CSR risk <sup>(i)</sup>	1.15

		<p>The number of performance shares fully vested under the ESG performance condition will depend on the level of achievement of the ESG objectives at December 31, 2027.</p> <p>Depending on the performance levels assessed at the end of the vesting period expiring on March 21, 2029, and subject to the decision of the Shareholders' Meeting of May 21, 2026 to maintain the shares awarded on a pro rata temporis basis, the number of vested shares by Christopher Guérin may vary between 0 and 2,679 shares, in accordance with the performance conditions described above.</p> <p><b><u>Strategic long-term incentive plan no. 25A</u></b></p> <p>The Board of Directors granted Christopher Guérin 26,000 performance shares as Chief Executive Officer.</p> <p>However, the presence condition required during the four-year vesting period under the "Long-Term Strategic Incentive Plan" dated March 21, 2025 ceased to be met as of the date of Christopher Guérin's departure. As a result, Christopher Guérin lost all of his rights under said plan.</p>
Valorisation of the benefits of all kinds	EUR 7,153	Christopher Guérin used a company car.

In addition, the following compensation items are detailed below. A detailed description of these items is set forth in the 2025 Universal Registration Document in section 4.6.1.3 (*Compensation payable for 2025 to the Chief Executive Officer from January 1 to October 12, 2025, Christopher Guérin*).

Items of Compensation	Amounts or book value of the items of compensation	Comments and explanations
Severance Payment	EUR 2,725,197	At its meeting of October 12, 2025, and after stating that the average rate of achievement of the objectives applicable to Christopher Guérin's target annual variable compensation for the years 2022, 2023 and 2024 amounted to 139%, the Board of Directors determined that the performance conditions — as set out in the 2025 compensation policy approved by the Shareholders' Meeting and to which the payment of the severance indemnity was subject — had been met. Consequently, Christopher Guérin received, in the month of his effective departure, a severance indemnity in the gross amount of 2,725,197 euros, corresponding to two years of effective compensation, after deduction of the amount of the non-competition indemnity described below.
Non-compete indemnity	EUR 1,425,006	The Board of Directors decided that it was in Nexans' best interest to enforce the non-competition undertaking entered into by Christopher Guérin, as set out in the 2025 compensation policy applicable to the Chief Executive Officer, for a period of 18 months (i.e., a duration shorter than the maximum 24-month period permitted under the applicable compensation policy). In consideration for this non-competition undertaking, and subject to compliance therewith, Christopher Guérin receives an indemnity in an amount equal to 1,425,006 euros, paid in the form of 18 equal and successive monthly instalments, calculated on the basis of nine months of total compensation (annual fixed and variable) in accordance with the 2025 compensation policy approved by the Shareholders' Meeting.

Occupational Insurance Schemes and Healthcare	N/A	Christopher Guérin benefited 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	N/A	Christopher Guérin had 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 2025 is EUR 12,893.
Supplemental pension plan	N/A	Christopher Guérin benefited from the defined contribution pension plan for certain employees and corporate officers which was set up as of September 1 <sup>st</sup> , 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 2025 is EUR 297,259.

### APPROVAL OF THE COMPENSATION ITEMS PAID DURING FISCAL YEAR 2025 OR ALLOCATED IN RESPECT OF FISCAL YEAR 2025 TO JULIEN HUEBER AS CHIEF EXECUTIVE OFFICER SINCE OCTOBER 13<sup>TH</sup>, 2025 (RESOLUTION 12)

In accordance with the provisions of Article L.22-10-34 II of the French Commercial Code, the purpose of the **12<sup>th</sup> 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 2025 to Julien Hueber, Chief Executive Officer since October 13<sup>th</sup>, 2025.

Shareholders are therefore being asked to vote on the following compensation items paid or allocated in fiscal year 2025: fixed compensation for 2025, annual variable compensation for 2025 allocated in respect of 2025, performance shares allocated in 2025, and benefits in kind.

These elements comply with the recommendations of the AFEP-MEDEF Code, detailed in the 2025 Universal Registration Document, section 4.6.1.4 (*Compensation payable for 2025 to the Chief Executive Officer from October 13 to December 31, 2025, Julien Hueber*), and reiterated in the following summary table:

Items of Compensations	Amounts or book value of the items of compensation	Comments and explanations
2025 fixed compensation	EUR 163,306	At its meeting of October 12 <sup>th</sup> , 2025, the Board of Directors, upon recommendation from the Compensation Committee, approved a gross fixed compensation of 750,000 euros on an annual basis. The Board considered this level of compensation to be consistent with the experience, profile and skills of the new Chief Executive Officer. Accordingly, for the period from October 13 to December 31, 2025, the fixed compensation of Julien Hueber as Chief Executive Officer amounted to 163,306 euros.  Gross amount, pre-tax and social security charges.  Julien Hueber also received EUR 381,040 under his employment contract with the Company as an employee until October 12 <sup>th</sup> , 2025.

<p>Annual variable compensation allocated for 2025</p>	<p>EUR 207,400</p>	<p>For 2025, the annual variable compensation of Julien Hueber could vary from 0% to 150% of the annual fixed compensation.</p> <p>For the sake of continuity, Julien Hueber's collective and individual objectives for 2025 are based on the objectives approved by the Board of Directors at its meeting on March 21, 2025. These objectives are defined in absolute value within predefined ranges for each indicator, in accordance with the compensation policy applicable to executive corporate officers.</p> <p>With regard to the collective portion of the variable compensation, in strict application of the level of achievement of the objectives defined for 2025 (Organic growth 10%, ROCE 20%, EBITDA 30%, Net Income 10% and FCF 30%):</p> <ul style="list-style-type: none"> <li>• The Group achieved a ROCE of 24.2% at December 31<sup>st</sup>, 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;</li> <li>• 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;</li> <li>• The Group achieved a FCF of EUR 387 million (at constant exchange rate) for a maximum objective of EUR 300 million. The achievement rate for NCF is 100% of the maximum amount, this indicator having also overachieved compared to the budget.</li> <li>• 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;.</li> </ul> <p>The Board of Directors noted that the portion of variable compensation amounted to EUR 150,243 (representing 94.4% of the maximum potential amount of EUR 159,223).</p> <p>The individual objectives set by the Board of Directors at its meeting of March 21<sup>st</sup>, 2025 remained in force when Julien Hueber was appointed as Chief Executive Officer on October 13<sup>th</sup>, 2025. The actions implemented since his appointment as CEO have contributed to developing a cultural transformation in line with Nexans' ambition to create value, which was a structuring pillar of the Capital Market Day held on November 13, 2024.</p> <ul style="list-style-type: none"> <li>• The new leadership model, launched at the end of 2025, aims at driving the Group's cultural transformation.</li> <li>• Value creation was a key topic addressed during the Q3-2025 investor roadshows.</li> <li>• Nexans entered into exclusive negotiations for AutoElectric on December 22, 2025 with an expected closing in 2026 and announced the acquisition of Electro Cables on December 17, 2025.</li> <li>• Adjustments of the new organizational structure to further reinforce growth levers and maximize synergies with the regions and the Business Units.</li> </ul>
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		<p>In light of these actions undertaken by Julien Hueber since his appointment as Chief Executive Officer, and their alignment with the Company's value-creation ambitions, the Board of Directors decided, upon recommendation from the Compensation Committee to assess the achievement of the individual objectives at 100% of the fixed compensation. On this basis, the Board of Directors noted that the individual component amounts to EUR 57,157 (for a maximum potential amount of EUR 85,736 for the period from October 13 to December 31, 2025, i.e. 66.7% of this amount).</p> <p>As a result, the annual variable compensation due for the 2025 financial year for Julien Hueber amounts to EUR 207,400, representing 84.7% of the maximum amount and 127.0% of his fixed compensation for the 2025 financial year.</p> <p>The payment of the variable portion of the CEO's remuneration is conditional upon its approval by the Annual Shareholders' Meeting.</p> <p>In addition, Julien Hueber also received EUR 359,071 in variable remuneration under his employment contract with the Company as an employee until October 12<sup>th</sup>, 2025.</p>
<p>Stock options, performance shares, or any other long-term compensation component</p>	<p>2,500 performance share valued at EUR 219,860 (IFRS) under Plan 25B</p>	<p>In accordance with the Group's long-term compensation policy and the authorization given at the Annual Shareholders' Meeting of May 16<sup>th</sup>, 2024, on March 21<sup>st</sup>, 2025 the Board of Directors approved the recommendation of the Compensation Committee and adopted a long-term compensation plan (Plan no. 25), in the form of a plan to award performance shares and free shares intended for the Group's key senior managers and key people, including the Chief Executive Officer, as well as long-term compensation plan (Plan no 25A) in the form of a plan to award performance shares intended for the key executive leaders, including the Chief Executive Officer.</p> <p>On October 21<sup>st</sup>, 2025, the Board of Directors, on the recommendation of the Compensation Committee, adopted a long-term incentive plan No. 25B in the form of a performance share award plan for the Chief Executive Officer and certain senior executives.</p> <p><b><u>Plans no. 25 and no. 25B</u></b></p> <p>The Board of Directors has awarded to Julien Hueber, as an employee serving as Executive Managing Director PWR Grid &amp; Connect Europe, 7,000 performance shares whose vesting on March 21<sup>st</sup>, 2029 is subject to the achievement of a presence condition and three performance conditions.</p> <p>At its meeting of October 21<sup>st</sup>, 2025, the Board of Directors, acting on the recommendation of the Compensation Committee, approved the award of 2,500 performance shares under Plan 25B to Julien Hueber as Chief Executive Officer. In accordance with the compensation policy applicable to executive corporate officers, this award represents a value of EUR 219,860, i.e., 133% of the fixed compensation due for the period from October 13<sup>th</sup> to December 31<sup>st</sup>, 2025. The performance shares, whose vesting date is aligned with that of plan 25, i.e. March 21, 2029, are subject to the same presence and performance conditions as detailed below.</p> <ol style="list-style-type: none"> <li>1) 40% of the performance shares awarded are subject to a combined stock market performance condition, based on the Nexans' Total Shareholder Return (TSR) performance compared:</li> </ol>

- for 30%, to the TSR of a panel of comparable companies;
- for 70%, to the TSR of the Eurostoxx 600 Industrial Goods & Services Index.

No performance shares can definitively vest if Nexans' TSR is below the median of the reference panel or if it is lower than the performance of the index.

The reference panel used for the TSR comparison includes the following nine companies: Belden, Legrand, NKT Cables, Ørsted, Prysmian, Rexel, Signify, TKH Group 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.

**TSR-Panel:** the Group's performance is assessed by the ranking of Nexans' TSR among the TSR of the companies in the panel. No shares can vest if Nexans' ranking is lower than the median of the panel:

Thresholds achieved by Nexans' TSR compared to panel TSR	% of shares vested based on this condition
1 <sup>st</sup> in the ranking	100%
2 <sup>nd</sup> in the ranking	90%
3 <sup>rd</sup> in the ranking	80%
4 <sup>th</sup> in the ranking	70%
5 <sup>th</sup> in the ranking	60%
Below 5 <sup>th</sup> in the ranking	0%

**TSR-Index:** the Group's performance is assessed and compared with that of the Eurostoxx 600 Industrial Goods & Services Index. No shares can vest if the performance of Nexans' TSR is lower than the performance of the index:

Thresholds achieved by Nexans' TSR compared to the TSR of the index	% of shares vested based on this condition
≥ 140%	100%
≥ 130%	90%
≥ 120%	80%
≥ 110%	70%
≥ 100%	60%
Below 100%	0%

For the considered period, the TSR corresponds to the increase in the share price plus paid dividend per share. The increase in the share price is measured by comparing the average opening price for the three months preceding the share award with the average for the three months preceding the end of the performance assessment period.

The dividend per share corresponds to the sum of all dividends paid on a share (Nexans, panel, index) during the three-year performance assessment period.

The TSR thus obtained will be compared with those of the panel and index assessed over the same period.

- 2) 40% of the shares awarded are subject to an economic performance condition consisting, on one hand, of measuring the level of consolidated adjusted EBITDA at constant exchange rates as of December 31, 2027, and on the other hand, of measuring the cash conversion rate, defined as the ratio of Free Cash Flow to adjusted EBITDA:

Adjusted EBITDA thresholds for the 2027 fiscal year if the Cash conversion is greater than 30%	% of vesting based on this condition
≥ €1,030 million	100%
≥ €1,020 million	90%
≥ €1,010 million	80%
≥ €1,000 million	70%
≥ €990 million	60%
≥ €980 million	50%
< €980 million	0%

3) 20% of the shares awarded are contingent on a ESG performance condition consisting of measuring the achievement of 9 objectives at December 31, 2027.

2027 CSR OBJECTIVES		2027 objectives
<b>ENVIRONMENT</b>		
Decarbonation	Reduction of Scope 1 and 2 GHG emissions <sup>(a)</sup>	39%
	Reduction of Scope 3 (global) GHG emissions <sup>(a)</sup>	29.4%
Circular economy	Recycled copper content <sup>(c)</sup>	21%
Energy transition	% of sales covered by a PEP (Product Environmental Profile) <sup>(d)</sup>	53%
<b>ENGAGEMENT</b>		
Workplace safety	Workplace accident frequency rate (LTU/MT) <sup>(e)</sup>	6.3
Employee engagement	Proportion of women in management positions <sup>(f)</sup>	30%
	Employee engagement index <sup>(g)</sup>	78%
<b>ECOSYSTEMS</b>		
Business ethics	Proportion of employees having completed the compliance training program <sup>(h)</sup>	100%
CSR risk on the value chain	Net supplier CSR risk <sup>(i)</sup>	1.15

The number of performance shares fully vested under the ESG performance condition will depend on the level of achievement of the ESG objectives at December 31, 2027.

Depending on the performance levels assessed at the end of the vesting period expiring on March 21st, 2029, the number of shares vested may vary from zero to a maximum of 7,000 shares under plan 25, and from zero to a maximum of 2,500 shares under plan 25B, in accordance with the performance conditions described above.

### **Strategic long-term incentive plan no. 25A**

The Board of Directors awarded Julien Hueber 6,000 performance shares, as an employee serving as Executive Managing Director PWR Grid & Connect Europe. The final vesting of which, scheduled for March 21, 2029, is subject to a presence condition as well as five performance conditions based on the “Sparking Electrification” strategy, as described below:

However, the presence condition required during the four-year vesting period under the “Long-Term Strategic Incentive Plan” dated March 21, 2025 ceased to be met as of the date of Christopher Guérin’s departure. As a result, Christopher Guérin lost all of his rights under said plan.

- 1) 10% of the performance shares are subject to a ROCE target at constant exchange rates aligned with the 2028 ambition, reflecting the Group’s operational efficiency. The vesting of 100% of the performance shares related to this condition requires the achievement of a ROCE of 20% by December 31, 2028:

ROCE rate at December 31, 2028	% of vesting based on this condition
≥ 21.0%	150%
≥ 20.8%	140%
≥ 20.6%	130%
≥ 20.4%	120%
≥ 20.2%	110%
≥ 20.0%	100%
≥ 19.8%	90%
≥ 19.6%	80%
≥ 19.4%	70%
≥ 19.2%	60%
≥ 19.0%	50%
< 19.0%	0%

2) 20% of the performance shares are subject to a financial performance condition based on organic growth targets for the Group's electrification activities (excluding metallurgy). Vesting 100% of the performance shares related to this condition requires an average annual growth rate of the electrification activities of 4% from 2025 to 2028:

2025-2028 growth rate (CAGR)	% of vesting based on this condition
≥ 5%	150%
≥ 4.8%	140%
≥ 4.6%	130%
≥ 4.4%	120%
≥ 4.2%	110%
≥ 4.0%	100%
≥ 3.8%	90%
≥ 3.6%	80%
≥ 3.4%	70%
≥ 3.2%	60%
≥ 3.0%	50%
< 3.0	0%

3) 20% of the performance shares are subject to a financial performance condition based on organic growth targets for the Group's electrification activities (excluding metallurgy). Vesting 100% of the performance shares related to this condition requires an average annual growth rate of the electrification activities of 4% from 2025 to 2028:

Adjusted EBITDA at December 31, 2028	% of vesting based on this condition
€1,200 million	150%
≥ €1,190 million	140%
≥ €1,180 million	130%
≥ €1,170 million	120%
≥ €1,160 million	110%
≥ €1,150 million	100%
≥ €1,140 million	90%
≥ €1,130 million	80%
≥ €1,120 million	70%
≥ €1,110 million	60%
≥ €1,100 million	50%
< €1,100 million	0%

4) 20% of the performance shares are subject to a financial performance condition consisting of measuring the free cash flow conversion rate at the end of 2028. Vesting 100% of the performance shares related to this condition requires a cash conversion ratio (CCR) of 45%.

Adjusted EBITDA NCCR at December 31, 2028	% of vesting based on this condition
50%	150%
≥ 49%	140%
≥ 48%	130%
≥ 47%	120%
≥ 46%	110%
≥ 45%	100%
≥ 44%	90%
≥ 43%	80%
≥ 42%	70%
≥ 41%	60%
≥ 40%	50%
< 40%	0%

5) 30% of the performance shares awarded are subject to a combined stock market performance condition, based on the Nexans' Total Shareholder Return (TSR) performance compared:

- for 30%, to the TSR of a panel of comparable companies;
- for 70%, to the TSR of the Eurostoxx 600 Industrial Goods & Services Index.

No performance shares can definitively vest if Nexans' TSR is below the median of the reference panel or if it is lower the performance of the index. The reference panel used for the TSR comparison includes the following nine companies: Belden, Legrand, NKT Cables, Ørsted, Prysmian, Rexel, Signify, TKH Group 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.

**TSR-Panel:** the Group's performance is assessed by the ranking of Nexans' TSR among the TSR of the companies in the panel. No shares can vest if Nexans' ranking is lower than the median of the panel:

Thresholds achieved by Nexans' TSR compared to panel TSR	% of shares vested based on this condition
1 <sup>st</sup> in the ranking	100%
2 <sup>nd</sup> in the ranking	90%
3 <sup>rd</sup> in the ranking	80%
4 <sup>th</sup> in the ranking	70%
5 <sup>th</sup> in the ranking	60%
Below 5 <sup>th</sup> in the ranking	0%

**TSR-Index:** the Group's performance is assessed and compared with that of the Eurostoxx 600 Industrial Goods & Services Index. No shares can vest if the performance of Nexans' TSR is lower than the performance of the index:

Thresholds achieved by Nexans' TSR compared to the TSR of the index	% of shares vested based on this condition
≥ 140%	100%
≥ 130%	90%
≥ 120%	80%
≥ 110%	70%
≥ 100%	60%
Below 100%	0%

For the considered period, the TSR corresponds to the increase in the share price plus paid dividend per share. The increase in the share price is measured by comparing the average opening price for the three months preceding the share award with the average for the three months preceding the end of the performance assessment period.

The dividend per share corresponds to the sum of all dividends paid on a share (Nexans, panel, index) during the performance assessment period. The TSR thus obtained will be compared with those of the panel and index assessed over the same period.

Valuation of the benefits of all kinds	EUR 1,681	Julien Hueber uses a company car.
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In addition, the following compensation items were valid on December 31<sup>st</sup>, 2025. A detailed description of these items is set forth in the 2025 Universal Registration Document in section 4.6.1.4 (*Compensation payable for 2025 to the Chief Executive Officer from October 13 to December 31, 2025, Julien Hueber*).

Items of Compensation	Amounts or book value of the items of compensation	Comments and explanations
Severance Payment	EUR 0	<p>As Chief Executive Officer, Julien Hueber 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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>In compliance with the compensation policy for executive officers described in Section 4.6.2.3 of the 2025 Universal Registration Document, the termination indemnity may not exceed two years' worth of actual compensation (fixed and variable).</p>
Non-compete indemnity	EUR 0	<p>Julien Hueber 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 Julien Hueber'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 Julien Hueber takes retirement upon leaving the Group.</p>

Occupational Insurance Schemes and Healthcare	N/A	Julien Hueber benefits from the collective occupational insurance scheme (covering death, permanent and temporary disability) and healthcare under the same terms and conditions as Nexans employees.
Supplemental pension plan	N/A	Julien Hueber 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 2025 is EUR 65,323.

## APPROVAL OF THE COMPENSATION POLICY FOR DIRECTORS AND EXECUTIVE DIRECTORS FOR THE FINANCIAL YEAR 2026 (RESOLUTIONS 13 TO 15)

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 2026.

The **13<sup>th</sup> resolution** concerns the compensation policy for members of the Board of Directors for the financial year 2026, 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 (Lead Independent 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 11<sup>th</sup>, 2023, with effect from the financial year beginning January 1<sup>st</sup>, 2023. The compensation policy for corporate officers for the 2025 financial year was established by the Board of Directors on February 18<sup>th</sup>, 2026, upon the recommendation of the Compensation Committee.

The Board of Directors has amended the remuneration policy for members of the Board of Directors to include a common annual cap set at €21,000 for members of the Appointments and Remuneration Committee and €36,000 for its Chair, when the Remuneration Committee meeting is held on a different day from that of the Appointments and Corporate Governance Committee. This amendment brings the common annual cap into line with that applicable to the other Board Committees.

The Board of Directors has also incorporated an adjustment mechanism whereby, if the theoretical remuneration of Directors, calculated according to the rules defined in the policy, exceeds the total amount authorised by the General Meeting, the remuneration due to each Director for the year in which this excess occurs will be reduced on a pro rata basis so as not to exceed the approved budget.

The compensation policy for the members of the Board of Directors is detailed in the report presented in paragraph 4.6.2.2 of the 2025 Universal Registration Document.

The **14<sup>th</sup> resolution** concerns the compensation policy for the Chairman of the Board of Directors for the financial year 2026, 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, and upon the recommendation of the Compensation Committee, the Board of Directors 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](http://www.nexans.com).

The compensation policy for the Chairman of the Board of Directors is described in detail in the report presented in section 4.6.2.4. of the 2025 Universal Registration Document.

The **15<sup>th</sup> resolution** relates to the compensation policy of the Chief Executive Officer for the financial year 2026, which includes fixed compensation, annual variable compensation subject to performance conditions, long-term compensation in performance shares and a benefit in kind (company car). In addition, the Chief Executive Officer benefits from the following commitments: severance pay, non-competition indemnity, supplementary pension plan, healthcare plan and coverage against the risk of job loss.

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

The structure of the compensation of Julien Hueber as Chief Executive Officer (CEO) was fixed on October 12<sup>th</sup>, 2025, in line with the compensation policy for executive officers and with the 2025 Chief Executive Officer compensation policy approved by the Shareholders' Meeting on May 15<sup>th</sup>, 2025.

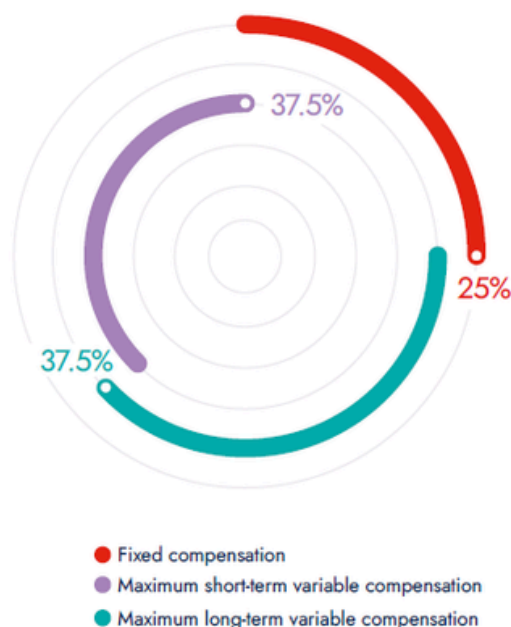
To determine this compensation policy, the Board of Directors, upon the recommendation of the Compensation Committee relied on an in-depth benchmarks of compensation practices within the companies of the Next 20 index and the panel of 15 comparable French and international companies, as described in the compensation policy for executive corporate officers in Section 4.6.2.3.

The compensation policy is defined to reflect the experience, skills, and the breadth and complexity of the responsibilities entrusted to the Group's executives.

- It notably takes into account the professional background of Julien Hueber, Executive Managing Director of PWR Grid & Connect Europe, representing 2.6 billion euros in revenue and 23 industrial sites, and a member of the Nexans Executive Committee since 2018. Julien Hueber has extensive operational, managerial and international experience, including in-depth knowledge of the Asia-Pacific region;
- The size of the Group and its evolution;
- The positioning of the compensation structure relative to practices within the Next 20 companies and the comparison panel;
- The consistency of the Chief Executive Officer's compensation with that of the members of the Executive Committee and, more broadly, with compensation practices across the Group;
- Julien Hueber's decision to resign from his employment contract with Nexans France at the start of his corporate mandate, in accordance with AFEP-MEDEF recommendations and best governance practices.

## **Structure of the 2026 compensation of the Chief Executive Officer, Julien Hueber**

Taking these criteria into account, and on the recommendation of the Compensation Committee, the Board of Directors decided to maintain, for the 2026 fiscal year, a compensation structure ensuring a balanced weighting between short-term and long-term variable compensation. The proportion of fixed, short-term variable, and long-term variable components at maximum (excluding exceptional compensation) in the Chief Executive Officer's total compensation is as follows:



## Fixed compensation

At its meeting of February 18<sup>th</sup>, 2026, the Board of Directors set the fixed compensation of Julien Hueber at 750,000 euros for 2026. This compensation was initially determined on October 12, 2025, at the time of his appointment as Chief Executive Officer, and remains unchanged for 2026. In accordance with the compensation policy, this fixed component is reviewed only every three years.

## Variable compensation

At its meeting on March 27<sup>th</sup>, 2026, the Board of Directors set the structure and objectives of Julien Hueber's annual variable compensation for 2026. The target level of this variable compensation remains unchanged and corresponds to 100% of the annual fixed compensation. Depending on the degree of achievement of the demanding objectives set by the Board of Directors, the variable compensation may range from 0% to 150% of the fixed compensation.

It is made of 65% collective objectives and 35% individual objectives. The target amounts are aligned with the 2025 budget approved by the Board of Directors. Each objective is defined with a minimum threshold and a maximum cap to ensure compensation proportionate to performance (see Figure 3).

For the 2026 fiscal year, the Board of Directors decided to keep the performance criteria defined in 2025, in alignment with the "Sparking Electrification" strategy announced on November 13, 2024, which aims to accelerate the Group's profitable growth.

## COLLECTIVE OBJECTIVES

The collective component of the annual variable compensation consists of five indicators: Organic Growth expressed as a growth rate, ROCE, EBITDA, Free Cash Flow and Net Income expressed in euros.

The minimum and maximum objectives are defined by the Board of Directors in absolute value within pre-established ranges for each indicator and are aligned with the annual budget approved by the Board of Directors. Financial objectives are disclosed only in the context of ex-post compensation reporting for confidentiality reasons.

The trigger threshold for bonus payment cannot be lower than 50% of the organic growth rate objective, 90% of the ROCE, EBITDA and Net Income objectives, and 80% of the Free Cash Flow objective. The bonus cap, in the event of outperformance, cannot exceed 150% of the organic growth rate objective, 110% of the ROCE, EBITDA and Net Income objectives, and 120% of the Free Cash Flow objective.

Below the trigger thresholds, no bonus is paid; above it, the bonus follows a linear interpolation from 0% to 150% of base salary between the respective minimum and maximum thresholds.

Criteria	Weighting	Minimum	Target	Maximum
<b>Collective objectives</b>	<b>65%</b>	<b>0% of target compensation</b>	<b>100% of target compensation</b>	<b>150% of target compensation</b>
Organic growth (in %)	10%	50%	Budget	150%
ROCE (in %)	20%	90%	Budget	110%
EBITDA (in millions of euros)	30%	90%	Budget	110%
Net income (in millions of euros)	10%	90%	Budget	110%
Free cash flow (in millions of euros)	30%	80%	Budget	120%
<b>Individual objectives</b>	<b>35%</b>	<b>80% of target compensation</b>	<b>100% of target compensation</b>	<b>150% of target compensation</b>
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 may decide to adjust these criteria accordingly.

## INDIVIDUAL OBJECTIVES

The individual objectives and their respective weighting for the 2026 fiscal year are as follows:

### Deployment of the strategy - 30%

- Execution of the strategic plan presented at the 2025–2028 Capital Markets Day, including the launch of new offers and a growth target of above 3%.
- Acceleration of sales in the new Data Center vertical in each region, through a harmonized approach covering both the offer and commercial positioning.
- Completion of the divestment of AutoElectric and signing at least one acquisition.

### Operational efficiency - 40%

- Successful rollout of the new organization, demonstrating its effectiveness through strengthened synergies between regions.
- Deployment of a competitiveness plan, including control of fixed costs, reduction of expenditures, optimization of procurement and Shift AI implementation.
- Keeping a high level of execution and quality in PWR-Transmission, supported by a structured risk-management approach to ensure business continuity.
- Integration of acquisitions delivering expected synergies (RCT and Electro Cables), and implementation of strategic CAPEX as planned.

### Culture, engagement and deployment of the ESG policy - 30%

#### Culture and engagement

- Continued enhancement of succession plans for the whole executive population and critical Group positions.
- Pursuance of the leadership model rollout, and adoption of the new culture.
- Pursuance of the E3 leadership program roll-out.

## Deployment of the ESG policy

- Safety: Execute the 2026 Safety program with Golden Rules deployed across the Group, including consideration of impacts relating to new acquisitions.
- E3 leadership: Continue the deployment of E3 certified sites as per plan; maintaining a climate strategy aligned with objectives.
- Diversity: strengthening the presence of women in leadership roles and industrial functions, with the following targets: 24% women within TopEx population, and 30% women among the graded population (electrification scope).

These objectives are established in line with the Group's strategy and set on the basis of the forecast budget reviewed by the Board of Directors on January 14<sup>th</sup>, 2026. Collective and individual objectives were approved by the Board of Directors on February 18<sup>th</sup>, 2026.

The annual variable compensation will only be paid upon approval, in 2027 by the Shareholders' Meeting, of the resolution relating to the total compensation and benefits of any kind paid and awarded during the 2026 fiscal year to the Chief Executive Officer, in accordance with Article L.22-10-34 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 27<sup>th</sup>, 2026, the Board of Directors set out the performance conditions for the long-term incentive plan:

- 40% of the performance shares awarded in 2026 are subject to a stock market performance condition, measured by Nexans' relative total shareholder return (TSR). This TSR performance will be assessed by comparing it with, on the one hand, a panel of nine companies and, on the other hand, the Eurostoxx 600 Industrial Goods & Services Index. The combined performance is weighted 30% against the panel (TSR-Panel) and 70% against the index (TSR-Index). No shares can be vested if the TSR performance is 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 award with the averaged TSR for the three months preceding the end of the performance assessment period;
- 40% of the performance shares awarded in 2026 will be subject to a financial performance condition consisting of measuring the EBITDA margin at December 31, 2028. Vesting will be conditioned to a minimum cash conversion qualifier to vest and to strengthen the profitable growth. An organic growth qualifier, if and only if the adjusted EBITDA margin is achieved at its maximum, would trigger overperformance up to 125% of the performance condition. In the event of a significant change in the Group's reporting structure, the Board of Directors may decide to adjust the operating margin and capital employed to take account of this change;
- 20% of the performance shares awarded in 2026 will be subject to a performance condition linked to the Group's CSR ambitions, assessed at December 31, 2028, as set out in its roadmap for 2025-2028.

For 2026, the shares that may be awarded to the Chief Executive Officer are capped by the resolution adopted by the Shareholders' Meeting of May 15<sup>th</sup>, 2025 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 31<sup>st</sup>, 2025 (made up of 43,744,779 shares).

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

The compensation policy for the Chief Executive Officer for 2026 is detailed in the report presented in paragraphs 4.6.2.3 and 4.6.2.5 of the 2025 Universal Registration Document.

## **AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS TO CARRY OUT TRANSACTIONS ON COMPANY'S SHARES (RESOLUTION 16)**

We propose that you renew, under substantially similar conditions, the authorization granted by the Shareholders' Meeting dated May 15<sup>th</sup>, 2025 (Resolution 14), 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 2025, the Company bought back 69,420 shares under the shares buyback program implemented by the Board of Directors on October 29<sup>th</sup>, 2024, in accordance with the authorization granted by the Shareholders' Meeting of May 16<sup>th</sup>, 2024, for a total amount of 7.34 million euros, allocated to meeting the obligations arising from the free share and performance share plans for employees and corporate officers.

The Company also repurchased 662,809 shares at a weighted average price of €101.551 per share, for a total cost of €68.6 million, which were canceled to reduce the share capital in order to offset the number of shares created by the capital increase reserved for employees in July 2025, known as the Act 2025 plan. These 662,809 shares were canceled by a decision of the Board of Directors on July 31, 2025.

In 2025, the Company also bought back 56,105 shares at a weighted average price of 124.15 euros per share, representing a total cost of 6.96 million euros, to be used to meet obligations arising from the free share and performance share plans for employees and corporate officers.

Since May 3<sup>rd</sup>, 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 22<sup>nd</sup>, 2021.

Between January 1<sup>st</sup> and December 31<sup>st</sup>, 2025, under this liquidity contract, the Company carried out:

- 11,642 purchase transactions, totaling 1,702,492 shares at an average price of EUR 108.8937, i.e. a total amount of EUR 185,390,793.10; and
- 10,943 sales transactions, totaling 1,702,492 shares at an average price of EUR 109.5970, for a total amount of EUR 186,588,090.60.

As of December 31<sup>st</sup>, 2025, the Company held 90,080 of its own shares (0.20% 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 **16<sup>th</sup> 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;
- 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, including through derivatives on the regulated market or off-market, as well as purchases or sales by block of shares. The maximum purchase price of the Company's shares would be EUR 160 per share (excluding acquisition costs). The total amount allocated to the buyback program may not exceed EUR 400 M. This maximum amount is unchanged from that decided by the Shareholders' Meeting of May 15<sup>th</sup>, 2025, 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 2025 by using the delegations granted by the Shareholders' Meetings held on May 16<sup>th</sup>, 2024:

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### Long-Term Compensation plan: grants of performance shares and free shares

March 21 <sup>st</sup> , 2025	The Board of Directors implemented the Group's long-term compensation policy by adopting Long-term Compensation Plans No. 25 and No. 25A (linked to the new strategic plan 2025-2028), providing for the grant of 283,590 performance shares out of the 330,000 performance shares authorized by the May 16 <sup>th</sup> , 2024 Shareholders' Meeting, then the grant of 129,800 performance shares out of the 130,000 performance shares authorized by the May 16 <sup>th</sup> , 2024 Shareholders' Meeting, and 42,000 free shares out of the 50,000 authorized by the Shareholders' Meeting of May 16 <sup>th</sup> , 2024.
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### ACT 2025 International Stock Ownership Plan

July 30 <sup>th</sup> , 2025	The Board of Directors has authorized an international employee shareholding operation through a capital increase reserved for Group employees of up to 600,000 new shares and an issue of an additional 150,000 new shares reserved for the structuring bank. The capital increase was carried out on July 30 <sup>th</sup> , 2025 by issuing 654,244 shares reserved for members of the company savings plan and to a financial institution for the benefit of employees in certain countries to enable them to participate via an alternative stock appreciation rights system.
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July 31<sup>st</sup>, 2025

**Cancellation of treasury shares**

The Board of Directors has decided to cancel 662,845 treasury shares.

October 21<sup>st</sup>, 2025

**Long-Term Compensation plan: grants of performance shares**

The Board of Directors implemented the Group's long-term compensation policy by adopting Long-term Compensation Plan No. 25B, providing for the grant of 8,750 additional performance shares out of the 330,000 performance shares authorized by the May 16<sup>th</sup>, 2024 Shareholders' Meeting.

For further details, please refer to section 6.5 "Summary table of current delegations regarding capital increases and the use made of these delegations during the 2025 financial year" of the 2025 Universal Registration Document.

**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 17)**

Along with Resolution 16 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 15<sup>th</sup>, 2025 (Resolution 15) 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.

**GRANT OF SHARES (RESOLUTIONS 18 AND 19)**

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 and in 3 years from 2026 onwards), the number of which shall be determined by taking into account all of the items comprising of his or her compensation;
- the Group's main senior management executives are granted performance shares linked to medium-term conditional compensation;
- a broader population of management executives will receive medium-term conditional compensation.

In the previous plans, all of these medium and long-term compensation are linked to the Group economic indicators and the vesting of the performance shares is linked to the satisfaction of a stock market condition consisting in measuring the TSR (total shareholder return) of Nexans and comparing it to the TSR of a reference panel. Since 2020, a CSR performance condition has also been added.

In accordance with Articles L.225-197-1 et seq. and Articles L. 22-10-59 et seq of the French Commercial Code, the Board of Directors requests the Shareholders' Meeting to authorize it to grant for the benefit of members of personnel it shall select from among the employees and, eventually, to the corporate officers of the Company and companies or groups of companies related to it under the conditions set forth in Article L. 225-197-2 of the French Commercial Code, a maximum number of 330,000 performance shares (**Resolution 18**) and a maximum number of 50,000 free shares (**Resolution 19**) 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 18 and 19 in 2027 would amount to 0.08% of the share capital as of December 31<sup>st</sup>, 2025. 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 31<sup>st</sup>, 2025.

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.

For information, these are the characteristics of the performance and free share plan implemented on March 27<sup>th</sup>, 2026 pursuant to the authorizations granted by the Shareholders' Meeting dated May 15<sup>th</sup>, 2025:

515 executive officers, managers and employees in France and abroad, including the Chief Executive Officer, Julien Hueber and employees members of the Executive Committee.

- **268,600 performance shares** of the 330,000 performance shares authorized by the Shareholders' Meeting dated May 15th, 2025, **representing less than 0.7% of the share capital at year-end 2025**, 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 268,600 shares assume maximum performance with respect to the three performance conditions retained, as described below.

12,900 shares were allocated to Julien Hueber, as Chief Executive Officer.

- **49,350 free shares (not subject to performance conditions)** of the 50,000 shares authorized by the Shareholders' Meeting dated May 15th, 2025, **representing approximately 0.1% of the share capital at year-end 2025**, 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 31 <sup>st</sup> , 2025, without taking into account the potential use of existing shares.
Vesting Period	3 years
Continued Employment Condition	The definitive vesting of the performance and free shares will be subject to a <b>3-year continued employment condition</b> .
Performance conditions	The definitive vesting of the performance shares is subject to <b>stringent performance conditions, each of which is measured over a 3-year period</b> . 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 36 "Long-term compensation in shares" of this report.

### **Grant of free shares under a performance condition (Resolution 18)**

The **18<sup>th</sup> resolution** is to authorize the Board of Directors to make, in 2027, 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 1<sup>st</sup>, 2027.

### **Grant of free shares without a performance condition (Resolution 19)**

The **19<sup>th</sup> 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 1<sup>st</sup>, 2027.

### **AMENDMENT OF THE COMPANY'S BYLAWS: REMOVAL OF THE PROVISION EXCLUDING THE DIRECTOR REPRESENTING EMPLOYEE SHAREHOLDERS FROM THE CALCULATION OF THE PROPORTION OF EACH GENDER ON THE BOARD OF DIRECTORS AND ADJUSTMENT OF THE STATUTORY PROVISIONS GOVERNING THE REPLACEMENT OF THE DIRECTOR REPRESENTING EMPLOYEE SHAREHOLDERS IN THE EVENT OF A VACANCY (RESOLUTION 20)**

Under the terms of the **20<sup>th</sup> resolution**, it is proposed to amend paragraphs 5 and 7 of Article 12 bis of the Company's bylaws in order to bring them into line with the Order of October 15<sup>th</sup>, 2024 transposing the European directive

known as “Women on Boards,” which aims to strengthen the balanced representation of women and men on Boards of Directors.

This amendment aims to remove the reference stating that the Director representing employee shareholders is not taken into account when calculating the proportion of each gender on the Board of Directors, as provided for in Article L.225-18-1 of the French Commercial Code. From now on, this Director will be included in this calculation, as will all members of the first college of the Board. This change will ensure simpler and more consistent application of the gender parity rules, by taking all Directors into account when assessing the balance between women and men. In addition, it is proposed to amend the wording of paragraph 7 Article 12bis in order to adjust the provisions of the Articles of Association concerning the replacement of the Director representing employee shareholders in the event of a vacancy in that position.

As a result, paragraphs 5 and 7 of Article 12 bis would now read as follows:

**« Article 12 bis – Director representing the employee shareholders**

*5. This Director is not taken into account either for the determination of the maximum number of Directors provided for in article L. 225-17 of the French commercial code.*

[...]

*7. In the event that the position of Director representing employee shareholders becomes vacant for any reason whatsoever, and unless the Board decides to propose a new election by the shareholders’ meeting in accordance with the conditions set out in paragraph 4 of this article, the Board of Directors may fill the vacancy by appointing one of the candidates nominated in accordance with the conditions set out in paragraphs 2.1 and 2.2 of this article, with ratification of this co-optation being submitted to the next shareholders’ meeting. Until the date on which the Director representing the employee shareholders is replaced, the Board of Directors may meet and validly deliberate ».*

The other provisions of Article 12 of the bylaws remain unchanged.

**CHANGE TO THE STATUTORY AGE LIMIT FOR THE CHAIR OF THE BOARD OF DIRECTORS (RESOLUTION 21)**

Under the terms of the **21<sup>st</sup> resolution**, it is proposed to amend Article 19, paragraph 2, of the Company’s bylaws, which provides that the term of office of the Chairman of the Board of Directors shall automatically expire at the end of the Ordinary General Meeting called to approve the financial statements for the financial year in which he reaches the age of 72.

The purpose of the proposed amendment is to raise this age limit to 75.

This change is in line with current practices among companies listed on the SBF 120 index.

It is proposed to amend the provisions of the second paragraph of Article 19 of the bylaws in order to raise the age limit for the Chairman of the Board of Directors, which would be as follows:

**« Article 19 – Chairman, Vice Chairmen, General Managers and Company Secretary**

*Whatever the term of office granted to the Chairman, his appointment shall automatically terminate at the end of the ordinary general shareholders’ meeting held to approve the accounts for the financial year during which the Chairman reached the age of 75. »*

The other provisions of Article 19 of the bylaws remain unchanged.

## Ordinary Shareholders' Meeting

### POWERS TO CARRY OUT FORMALITIES (RESOLUTION 22)

The **22<sup>nd</sup> 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

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### Ordinary Shareholders' Meeting

#### ***First Resolution – Approval of the Company's financial statements and transactions for the fiscal year ended on December 31<sup>st</sup>, 2025***

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 31<sup>st</sup>, 2025, 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 the appendices thereto, as submitted, showing a net profit of EUR 135,886,605, 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 31<sup>st</sup>, 2025.

#### ***Second Resolution – Approval of the consolidated financial statements for the fiscal year ended on December 31<sup>st</sup>, 2025***

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 31<sup>st</sup>, 2025, 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 the appendices thereto, as submitted, showing a net profit (group share) of EUR 352,083 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 31<sup>st</sup>, 2025 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. Acknowledges that:**

- The net profit for the fiscal year ended on December 31<sup>st</sup>, 2025 amounts to: EUR 135,886,605
- The retained earnings amount to: EUR 113,340,585
- **The total distributable profit amounts to: EUR 249,227,190**

##### **2. Resolves to allocate distributable profit as follows:**

- An amount of EUR 126,859,859 to a dividend distribution, i.e., a dividend of EUR 2.90 per share (based on 43,744,779 shares constituting the share capital as at December 31<sup>st</sup>, 2025); and
- The balance to the 'Retained earnings' account.

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 25<sup>th</sup>, 2026 and paid out as from May 27<sup>th</sup>, 2026.

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 is eligible for 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 fully eligible for the 40% tax deduction, were as follows:

	Fiscal Year 2022 (paid in 2023)	Fiscal Year 2023 (paid in 2024)	Fiscal Year 2024 (paid in 2025)
Dividend per share	EUR 2.10	EUR 2.30	EUR 2.60
Number of shares eligible for dividends	43,657,466	43,720,721	43,714,892
Total amount	EUR 91,680,678.60	EUR 100,557,658.30	EUR 113,658,719.20

***Fourth Resolution – Renewal of the term of office of Laura Bernardelli 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 Laura Bernardelli'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 in 2030 to approve the financial statements for the last ended fiscal year.

***Fifth Resolution – Renewal of the term of office of Anne Lebel as Director***

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the report of the Board of Directors, decides to renew Anne Lebel'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 in 2030 to approve the financial statements for the last ended fiscal year.

***Sixth Resolution – Appointment of Antonio Cammisecra as Director***

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the report of the Board of Directors, decides to appoint Antonio Cammisecra as Director for the statutory four-year (4) period, set to expire at the end of the ordinary shareholders' meeting to be called in 2030 to approve the financial statements for the last ended fiscal year.

***Seventh Resolution – Appointment of Thierry Fournier as Director***

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the report of the Board of Directors, decides to appoint Thierry Fournier as Director for the statutory four-year (4) period, set to expire at the end of the ordinary shareholders' meeting to be called in 2030 to approve the financial statements for the last ended fiscal year.

***Eighth Resolution – Approval of the removal of the attendance requirement attached to the shares allocated under performance share plans No. 22, 23, 24 and 25 to Christopher Guérin, Chief Executive Officer, until October 12<sup>th</sup>, 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 approves, pursuant to the provisions of Article L. 22-10-8, II, and L. 22-10-34, II, of the same code, the amendment made to the compensation policies of the Chief Executive Officer for the 2022, 2023, 2024, and 2025 fiscal years, as well as the adjustments relating to the components of the total compensation and benefits of any kind paid or awarded to Christopher Guérin, Chief Executive Officer, respectively during the fiscal years ending December 31, 2022, December 31, 2023, and December 31, 2024, which relate to the removal of the attendance requirement attached to performance share plans No. 22 of March 17, 2022, No. 23 of March 16, 2023, No. 24 of March 20, 2024, and No. 25 of March 21, 2025, as set out in the 2025 Nexans Universal Registration Document, sections 4.6.1.3 and 4.6.2.1.

***Ninth Resolution – Approval of the information relating to the compensation items paid during the fiscal year ended on December 31<sup>st</sup>, 2025 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 Article L. 22-10-9 I of the French Commercial Code presented therein, as set out in the 2025 Nexans Universal Registration Document, section 4.6.1.

***Tenth Resolution – Approval of the items of compensation paid during the fiscal year ended on December 31<sup>st</sup>, 2025, 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 31<sup>st</sup>, 2025 or allocated for the same fiscal year to Jean Mouton, Chairman of the Board of Directors, presented therein, as set out in the 2025 Nexans Universal Registration Document, section 4.6.1.2.

***Eleventh Resolution – Approval of the items of compensation paid during the fiscal year ended on December 31<sup>st</sup>, 2025, or granted for the same fiscal year to Christopher Guérin, Chief Executive Officer until October 12<sup>th</sup>, 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, 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 31<sup>st</sup>, 2025 or allocated for the same fiscal year to Christopher Guérin, Chief Executive Officer until October 12<sup>th</sup>, 2025, presented therein, as set out in the 2025 Nexans Universal Registration Document, section 4.6.1.3.

***Twelfth Resolution – Approval of the items of compensation paid during the fiscal year ended on December 31<sup>st</sup>, 2025, or granted for the same fiscal year to Julien Hueber, Chief Executive Officer since October 13<sup>th</sup>, 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, 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 31<sup>st</sup>, 2025 or allocated for the same fiscal year to Julien Hueber, Chief Executive Officer since October 13<sup>th</sup>, 2025, presented therein, as set out in the 2025 Nexans Universal Registration Document, section 4.6.1.4.

***Thirteenth Resolution – Approval of the compensation policy of the members of the Board of Directors for the fiscal year 2026***

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 members of the Board of Directors presented therein, as set out in the 2025 Nexans Universal Registration Document, section 4.6.2.2.

***Fourteenth Resolution – Approval of the compensation policy of the Chairman of the Board of Directors for the fiscal year 2026***

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 2025 Nexans Universal Registration Document, section 4.6.2.4.

***Fifteenth Resolution – Approval of the compensation policy of the Chief Executive Officer for the fiscal year 2026***

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 2025 Nexans Universal Registration Document, sections 4.6.2.3. and 4.6.2.5.

**Sixteenth 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, the provisions of European Regulation (EU) No 596/2014 of the European Parliament and of the Council of April 16<sup>th</sup>, 2014, on market abuse, the Delegated Regulation (EU) 2016/1052 of the Commission of March 8, 2016 supplementing Regulation (EU) No. 596/2014, the General Regulations of the French Financial Markets Authority (AMF) and market practices approved by the AMF, 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, and under the conditions authorized by a resolution of the Extraordinary Shareholders' Meeting;
- stimulating the secondary market for 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
- holding shares for subsequent delivery (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;
- more generally, carrying out any transaction related to hedging transactions and any other transaction permitted, or that may become permitted, by the regulations in force.

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 transactions authorised under this resolution (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 31<sup>st</sup>, 2026, a share capital comprised of 43,744,779 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 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; and

- 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;

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, directly or indirectly through a third party acting on behalf of the Company, whether via regulated markets, multilateral trading systems, through systematic internalizers or over the counter, including by acquiring or selling blocks of shares (without limiting the portion of the share buyback transactions authorized under this resolution that may be completed in this manner), or through a public tender offer or public exchange offer, or through the use of options or other derivative financial instruments or, more generally, securities entitling the holder to shares in the Company;

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 160 (excluding acquisitions costs) or the exchange value of this amount on the same date in any other currency;

In the event of any change in the par value of the Company's share, or any share capital increase via the capitalization of reserves, an allocation of free shares, a share split or a reverse share split, the distribution of reserves or any other assets, a share capital amortization, or any and all other transactions involving shareholders' equity, the Shareholders' Meeting delegates the necessary powers to the Board of Directors for the purpose of adjusting the aforementioned 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 (excluding acquisition costs)

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, 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, in particular, in order to carry out the transactions authorized under this resolution or concerning 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 15<sup>th</sup>, 2025, 14<sup>th</sup> resolution.

## Extraordinary Shareholders' Meeting

### ***Seventeenth 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 with Articles L. 22-10-62 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 by the Company under the conditions 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 4,374,477 shares as of March 31<sup>st</sup>, 2026;
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, determining and 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 15<sup>th</sup>, 2025, 15<sup>th</sup> resolution.

***Eighteenth Resolution – Authorization to be granted to the Board of Directors for the purpose of granting in 2027 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 1<sup>st</sup>, 2027***

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 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 0.75% of the share capital as at December 31<sup>st</sup>, 2025, comprising 43,744,779 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 31<sup>st</sup>, 2025, consisting of 43,744,779 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, it 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 the Board of Directors 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 1<sup>st</sup>, 2027.

***Nineteenth Resolution – Authorization to be granted to the Board of Directors for the purpose of granting in 2027 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 1<sup>st</sup>, 2027***

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 aggregate 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 31<sup>st</sup>, 2025, comprising 43,744,779 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, it 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 the Board of Directors 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 1<sup>st</sup>, 2027.

***Twentieth Resolution – Amendment of Article 12 bis of the Company's bylaws: removal of the provision excluding the Director representing employee shareholders from the calculation of the proportion of each gender on the Board of Directors provided for in Article L. 225-18-1 of the French Commercial Code and adjustment of the statutory provisions governing the replacement of the Director representing employee shareholders in the event of a vacancy***

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing extraordinary shareholders' meetings, decides, in order to take into account the provisions of the ordinance of October 15<sup>th</sup>, 2024 transposing the 'Women on Boards' Directive, to remove the reference excluding the Director representing employee shareholders from the calculation of the proportion of each gender on the Board of Directors provided for in Article L. 225-18-1 of the French Commercial Code in Article 12 bis, paragraph 5, and to adjust the statutory provisions governing the replacement of the Director representing employee shareholders in the event of a vacancy provided for in Article L. 225-18-1 of the French Commercial Code, which will now be as follows:

***« Article 12 bis – Director representing the employee shareholders***

*5. This Director is not taken into account either for the determination of the maximum number of Directors provided for in article L. 225-17 of the French commercial code.*

*[...]*

*7. In the event that the position of Director representing employee shareholders becomes vacant for any reason whatsoever, and unless the Board decides to propose a new election by the shareholders' meeting in accordance with the conditions set out in paragraph 4 of this article, the Board of Directors may fill the vacancy by appointing one of the candidates nominated in accordance with the conditions set out in paragraphs 2.1 and 2.2 of this article, with ratification of this co-optation being submitted to the next shareholders' meeting. Until the date on which the Director representing the employee shareholders is replaced, the Board of Directors may meet and validly deliberate. »*

The rest of this Article remains unchanged.

***Twenty-first Resolution – Amendment of Article 19 paragraph 2 of the Company’s bylaws: amendment of the maximum statutory age of the Chairman of the Board of Directors***

The Shareholders’ Meeting, voting in accordance with the quorum and majority rules governing extraordinary shareholders’ meetings, decides to amend paragraph 2 of Article 19 of the Company’s bylaws in order to raise the maximum statutory age for the Chairman of the Board of Directors from seventy-two (72) to seventy-five (75).

Article 19 will be written as follows:

***« Article 19 – Chairman, Vice-Chairmen, [Corporate Executive Officer / General Manager], Deputy Corporate Executive Officer and Company Secretary***

*Whatever the term of office granted to the Chairman, their appointment shall automatically terminate at the end of the ordinary general shareholders’ meeting held to approve the accounts for the financial year during which the Chairman reached the age of 75 ».*

The rest of this Article remains unchanged.

## **Ordinary Shareholders’ Meeting**

***Twenty-second 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 the Shareholders’ Meeting in order to complete any and all filings and formalities relating to the resolutions adopted by the Shareholders’ Meeting.

## 8. Candidate Directors



### Laura Bernardelli

Independent Board member

**Age:** 56      **Nationality:** Italian

*Independent Director*

*1<sup>st</sup> appointment: May 11<sup>th</sup>, 2022*

*Chairperson of the Accounts, Audit and Risks Committee*

*92% attendance at all Board meetings in 2025*

**Number of Nexans shares:**  
510

**Date of appointment as Director:**  
May 11<sup>th</sup> 2022

**Qualification and skills:**  
Industry; Energy; Finance;  
Corporate Governance;  
Executive functions;  
International experience

**Attendance in 2025 :**  
92% of Board of Directors' meetings<sup>3</sup>  
100% of the Accounts, Audit and Risks Committee meetings

#### Expertise/Experience:

Laura Bernardelli has been the Chief Financial Officer of Coesia, a global leader in industrial and packaging automated solutions, since April 2022. Laura was the Chief Financial Officer of the Datalogic Group from July 2019 to March 2022 and has been in charge of investor relations since November 2020. Prior to joining Datalogic, Laura was Senior Vice President Group Controlling, Reporting and Digital Finance at Schneider Electric, from 2017. She joined Schneider Electric in 2014 as Senior Vice President, Finance Building & IT Business. Prior to Schneider Electric, Laura was Vice President, Corporate Strategy and Business Development at Xylem from 2011, when the company was formed from the spin-off of the water business of ITT Corporation. Laura was subsequently appointed Vice President, Finance and CFO of EMEA. Laura joined ITT Corporation in 2007 as Chief Financial Officer Italy. Previously, Laura held positions of increasing responsibility in the finance function at Fiat, General Electric and Eridania Béghin-Say; she has lived and worked internationally for almost 10 years.

#### Independence qualification:

Independent Director  
See section 4.4.1.3. of the Universal Registration Document 2025

#### Committee involvement:

Chairperson of the Accounts, Audit and Risks Committee

#### Corporate mandates as and functions of December 31, 2025:

- Member of the Board of Directors of System Ceramics SpA\* (Coesia Group)
- Member of the Board of Directors of Bakel SpA\* since December 16, 2024

#### Directorships that have expired in the last five years:

- Member of the Board of Directors of Datalogic S.r.l.\*
- Member of the Board of Directors of Datalogic IP Tech S.r.l.\*
- Censor of Nexans from September 20, 2021 to May 11, 2022

<sup>(1)</sup> Positions held in foreign companies or institutions.

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

<sup>(3)</sup> Including seven meetings scheduled in advance and four ad hoc meetings on specific subjects.



## Anne Lebel

### Independent Board member

**Age:** 60      **Nationality:** French

*Lead Independent Director*

*1<sup>st</sup> appointment: May 17<sup>th</sup>, 2018*

*Chairperson of the Appointments and Corporate Governance Committee and the Compensation Committee*

*100% attendance at all Board meetings in 2025*

**Number of Nexans shares:**  
500

**Date of appointment as Director:**  
May 17<sup>th</sup> 2018

**Qualification and skills:**  
Services; Digital; HR, Education, Communication; ESG, Sustainable Development and Compliance; Corporate Governance; Executive functions; International experience

**Attendance in 2025 :**  
100% of Board of Directors' meetings  
100% of the Appointments and Corporate Governance Committee meetings  
100% of the Compensation Committee meetings

### **Expertise/Experience:**

Anne Lebel has been Chief Human Resources Officer of the Capgemini Group since July 20, 2020, and, as such, is also a member of Capgemini's General Management Committee. She took over responsibility for the group's Ethics in January 2025. She began her career in 1987 at Bossard Consultants as an organization and change management consultant. In 1997, Anne joined Schering Plough France as Human Resources and Training Manager for France and later headed up HR organization and development projects in Europe. In 2004, she joined Serono France as Head of Human Resources in France. In 2008, Anne Lebel moved to Allianz Global Corporate & Specialty where she was appointed Head of Human Resources for France, Italy and Spain, and later for Europe and Asia, before becoming Global Head of Human Resources between 2012 and 2016. Anne Lebel joined Natixis in 2016 as Chief Human Resources Officer and a member of Natixis' Executive Board. In 2019, she also took over as Natixis' Corporate Culture Officer. Anne Lebel is a graduate of the Institute of Political Studies in Strasbourg and holds a postgraduate diploma in Business Management and Administration (DESS CAAE) from the Institut d'Administration des Entreprises in Paris.

### **Independence qualification:**

Independent Director

See section 4.4.1.3. of the Universal Registration Document 2025

### **Committee involvement:**

Chairperson of the Appointments and Corporate Governance Committee and of the Compensation Committee

---

**Corporate mandates as and functions of December 31, 2025:**

Positions held within the Capgemini Group:

- Member of the Supervisory Board of Capgemini Gouvieux SAS
- Director of Altran Engineering Solutions Incorporated\*, Altran UK Limited\*, Altran (Singapore) Pte. Ltd.\*, Altran Engineering Solutions Japan Limited\*, Altran Israel Limited\*, Capgemini Switzerland SA\*, Capgemini Portugal SA\*, Capgemini Services Malaysia Sdn Bhd\*, Capgemini (China) Co. Ltd.\*, Capgemini Technology Services India Limited\*, Seimaf UK Ltd\*

**Directorships that have expired in the last five years:**

- Director of Knowledge Expert SA\* (until December 31, 2024)
- Altran Switzerland AG\*: Director from November 3, 2021 to April 1, 2022
- Director of Chappuis Halder Inc.\*, Braincourt (Switzerland) AG\*

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<sup>(\*)</sup>Positions held in foreign companies or institutions.



## Antonio Cammisecra

### Independent Board member

**Age:** 55

**Nationality:** Italian

*Independent Director*

*1<sup>st</sup> appointment as Censor: March 27<sup>th</sup>, 2026*

**Number of Nexans shares:**

–

**Date of appointment as censor:**

March 27<sup>th</sup> 2026

**Qualification and skills:**

Industry, Energy, Corporate Governance, Executive functions, International experience

#### **Expertise/Experience:**

Antonio Cammisecra has been the President and Chief Executive Officer of ContourGlobal since February 2024. Prior to joining ContourGlobal, he was at Enel Group for more than 20 years and contributed to the expansion of Enel Green Power into a renewables supermajor as well as to accelerating the decarbonization of a power generation fleet with 84 GW managed in 20 countries. He also led the Enel Grids business between 2020-2023 overseeing a portfolio of more than 2.2 million km of power distribution lines, across eight countries. Antonio Cammisecra received a B.S. in Mechanical Engineering from University of Naples, Italy and an Executive MBA from Bocconi University, Milan, Italy.

#### **Independence qualification:**

Independent Director

#### **Committee involvement:**

N/A

#### **Corporate mandates as and functions of December 31, 2025:**

- President and Chief Executive Officer of ContourGlobal\*

#### **Directorships that have expired in the last five years:**

N/A

(\*) Positions held in foreign companies or institutions.



## Thierry Fournier

### Independent Board member

**Age :** 54      **Nationality :** French

*Independent Director*

*1<sup>st</sup> appointment as Censor: April 3<sup>rd</sup>, 2026*

**Number of Nexans shares:**

–

**Date of appointment as censor:**

April 3<sup>rd</sup> 2026

**Qualification and skills:**

Industry, Energy, Corporate Governance, Executive functions, International experience

**Expertise/Experience:**

Thierry Fournier has served as Chief Executive Officer of Roquette since 2025. Before joining Roquette he was Senior Vice President and CEO for Southern Europe, the Middle East and Africa at Saint-Gobain. Prior to that, he led Saint-Gobain Latin America's region, following several leadership roles in Europe and the CIS region, including General Delegate. He also headed the Construction Products division for France, Benelux and North Africa. Thierry Fournier has spent most of his career in international roles, notably in Russia and Latin America.

He is a graduate of École Polytechnique and École des Ponts et Chaussées.

He brings strong expertise in international management, organizational transformation, M&A, and leading large-scale industrial operations.

**Independence qualification:**

Independent Director

**Committee involvement:**

N/A

**Corporate mandates as and functions of December 31, 2025:**

- Chief Executive Officer of Roquette Frères

**Directorships that have expired in the last five years:**

N/A

<sup>(1)</sup>Positions held in foreign companies or institutions.

## 9. Presentation of the Board of Directors

The Board of Directors establishes the strategic orientations for the Group and oversees their implementation. The Board of Directors will be comprised of 13 members. Directors hold office for a four-year term at most, which may be renewed.



**Jean Mouton**  
Chairman



**Angéline Afanoukoé**  
Director representing  
employees



**Jane Basson**  
Independent  
Director

**13**  
Directors



**Laura Bernardelli**  
Independent  
Director



**Karine Lenglar**  
Permanent Representative  
of Bpifrance Participations



**Gwenaël Gilbert**  
Director representing  
employee shareholders

**80%**  
independent\*

**45,5%**  
gender diversity\*\*



**Marc Grynberg**  
Independent Director  
Responsible for monitoring  
climate and environmental issues



**Tamara de Gruyter**  
Independent  
Director



**Anne Lebel**  
Lead Independent  
Director

**5**  
Nationalities

Directors proposed for  
appointment



**Antonio Cammisecra**  
Censor





**Thierry Fournier**  
Censor



**Hubert Porte**  
Director



**Riku Soinen**  
Director representing  
employees

-  Director designated on February 19th, 2026
-  Mandates expiring at the 2026 Shareholders' Meeting

*Francisco Pérez Mackenna, Director proposed by Invexans Limited, has resigned with effect on February 1<sup>st</sup> 2026.  
Oscar Hasbún Martínez, Director proposed by Invexans Limited, has resigned with effect on May 20<sup>th</sup> 2026.*

\*Excluding Directors representing employees and employee shareholders

\*\*Excluding Directors representing employees

The terms of office of the Directors are as follows:

2027 AGM	Bpifrance Participations represented by Karine Lenglar, Jean Mouton, Hubert Porte
2028 AGM	Jane Basson, Tamara de Gruyter
2029 AGM	Gwenaël Gilbert <sup>(1)</sup> , Marc Grynberg
2030 AGM	Laura Bernardelli, Antonio Cammisecra, Thierry Fournier, Anne Lebel

(1) Director representing employee shareholders

The term of office of Elisabetta Iaconantonio, the Director representing employees appointed by the European Group Works Council, ended de facto with the sale of Lynxco on June 30<sup>th</sup>, 2025. The European Works Council decided to appoint Riku Soininen as Director representing employees as of February 19<sup>th</sup>, 2026, for the remainder of Elisabetta Iaconantonio's term of office, i.e., until the end of the 2028 Annual Shareholders' Meeting.

A Finnish national, Riku Soininen is currently Warehouse Manager at Reka, a 100% owned subsidiary of Nexans. He is based in Riihimäki, in Finland, where he has been working since 2007. He has been a senior union representative for 14 years and a representative on Nexans European Works Council from 2023 to February 2026. He served on a union's Board of Directors from 2010 to 2018, including as its chair from 2017 to 2018. He was also a member of the Board of Directors of Reka Kaapeli Oy from 2019 to 2022. He has been a member of the Board of Directors of a Reka pension fund since 2016. Riku has completed a trade union-organized business economics course, a trade union leadership course for union presidents, and obtained a degree in corporate administration in 2019 (Approved Board Member HHJ in Finland).

The term of office of Angéline Afanoukoé, the Director representing employees appointed by the France Group Works Council, expires at the end of the 2029 Shareholders' Meeting.

The Board of Directors met twelve times in 2025, with an average annual attendance rate of 94.44%. The number of meetings attended by each Board member in 2025 is indicated in the table below:

Director	Number of meetings	Attendance rate
Jean Mouton	12	100%
Angéline Afanoukoé	12	100%
Selma Alami	5 <sup>(a)</sup>	100%
Jane Basson	12	100%
Laura Bernardelli	11 <sup>(b)</sup>	92%
Gwenaél Gilbert	7 <sup>(c)</sup>	100%
Tamara de Gruyter	11 <sup>(d)</sup>	92%
Marc Grynberg	12	100%
Oscar Hasbún Martínez <sup>(e)</sup>	11 <sup>(f)</sup>	92%
Elisabetta Iaconantonio	7 <sup>(g)</sup>	100%
Karine Lenglar (Bpifrance Participations)	12	100%
Anne Lebel	12	100%
Andrónico Luksic Craig	0	0%
Francisco Pérez Mackenna <sup>(h)</sup>	12	100%
Hubert Porte	11 <sup>(i)</sup>	92%

(a) 100% of the meetings during the term of office.

(b) Including seven meetings scheduled in advance and four ad hoc meetings on a specific subject.

(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) Director having resigned with effect on May 20, 2026.

(f) Including seven meetings scheduled in advance and four ad hoc meetings on a specific subject

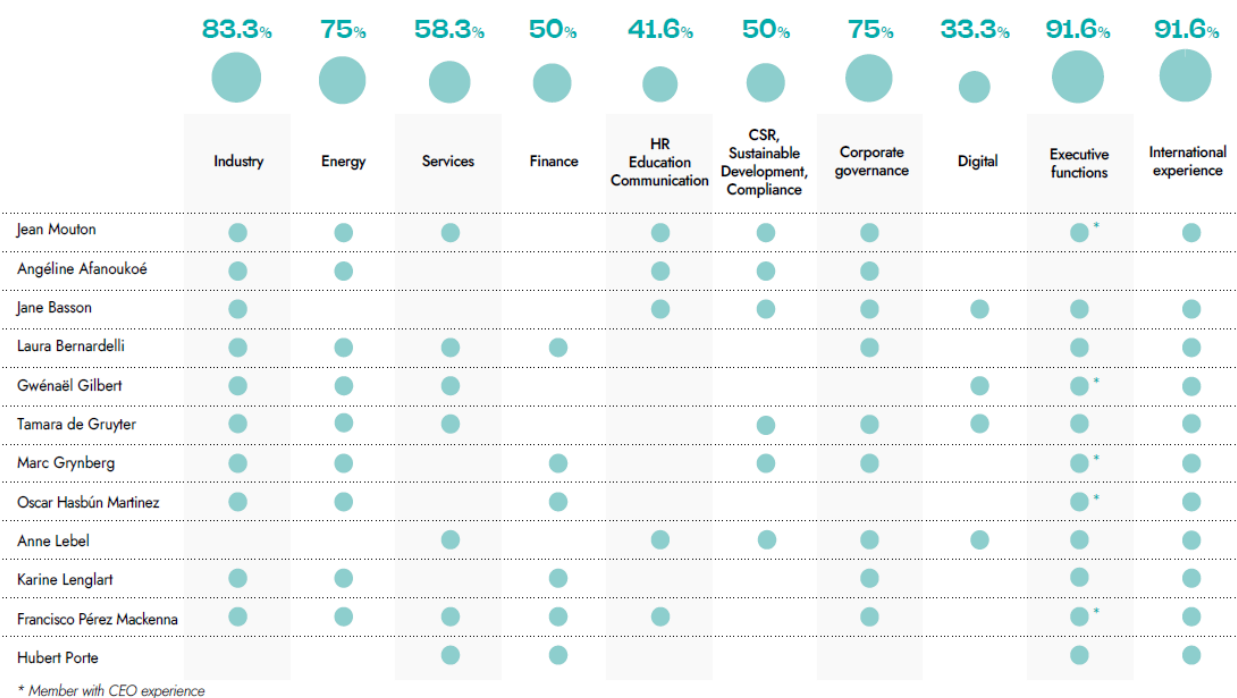
(g) 100% of the meetings during the term of office.

(h) Director having resigned on February 1, 2026.

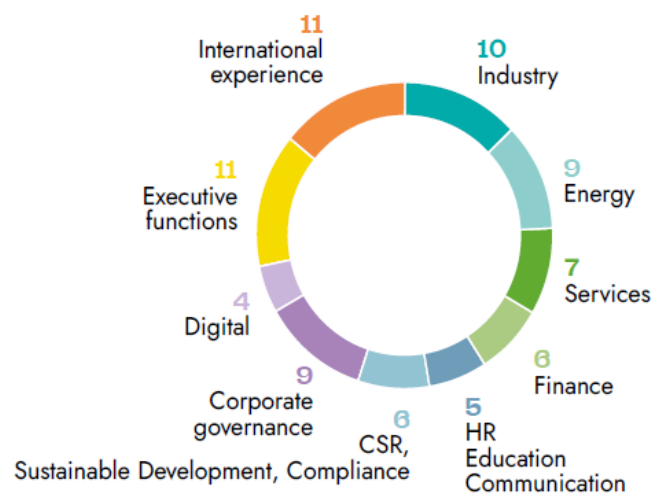
(i) Including seven meetings scheduled in advance and four ad hoc meetings on a specific subject.

## 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' skills matrix presented above has been reviewed by an external consultant in February 2026, taking into account the results of the previous Board of Directors' annual assessments, as well as the Group's strategic stakes. The Directors' qualifications and skills are listed in the following skills matrix:



Out of 12 directors as of 12/31/2025



# 10. Presentation of the Committees of the Board of Directors

## Accounts, Audit and Risk Committee


-  100% independent
-  100% participation in 2025
-  12 meetings in 2025

**Chair:** Laura Bernardelli  
**Members :** Tamara de Gruyter, Marc Grynberg

### Activities in 2025 :

- Review & monitoring of financial information and projects
- Review of internal audit, internal control, risks factors & risk management
- Review of the double materiality matrix
- Update on the CSRD and review of the Committee's CSR missions (**joint session with the SSD committee**)

## Appointments and Corporate Governance Committee

-  75% independent
-  97.5% participation in 2025
-  8 meetings in 2025

**Chair:** Anne Lebel  
**Members :** Bpifrance Participations, Jane Basson, Tamara de Gruyter

### Activities in 2025 :

- Succession planning (executive officers, incl. CEO and Directors)
- Board & committees composition
- Diversity
- Review of governance roadshow report

## Compensation Committee

-  75% independent
-  95.8% participation in 2025
-  8 meetings in 2025

**Chair:** Anne Lebel  
**Members :** Angéline Afanoukoé, Bpifrance Participations, Jane Basson, Tamara de Gruyter

### Activities in 2025 :

- Termination package for the outgoing CEO
- Compensation of the new CEO
- 2025-2028 long-term strategic compensation plan
- Review of governance roadshow report

## Strategy and Sustainable Development Committee

-  100% independent
-  100% participation in 2025
-  12 meetings in 2025

**Chair:** Oscar Hasbún Martínez<sup>(1)</sup>  
**Members :** Bpifrance Participations, Jane Basson, Marc Grynberg, Hubert Porte

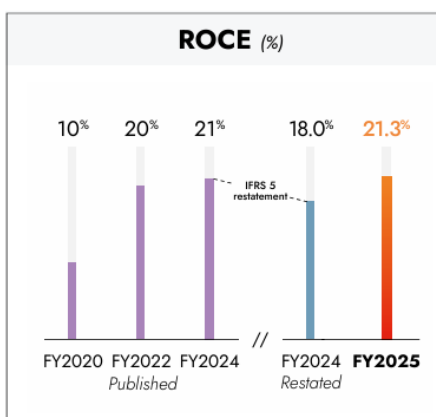
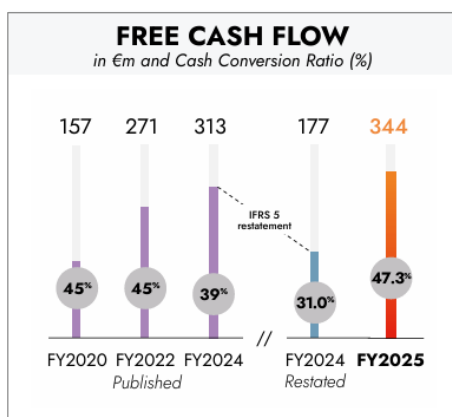
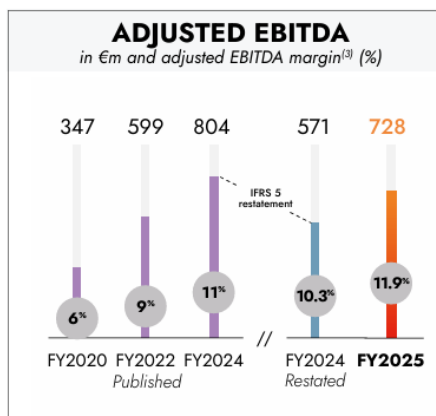
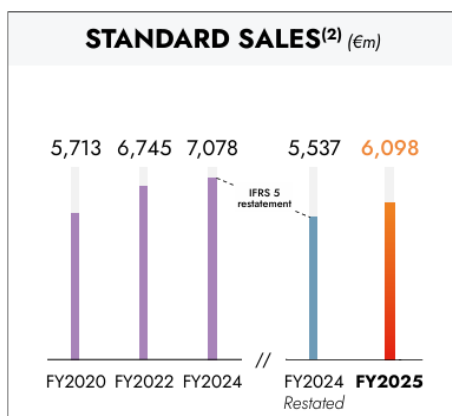
### Activities in 2025 :

- Strategic plan & timetable
- Review of the ESG policy
- Group's climate strategy and 2025 Sustainability roadmap
- Activities of the Director responsible for monitoring climate and environmental issues and the Fondation Nexans

(1) Until May 20<sup>th</sup>, 2026.

# 11. Overview of 2025 financial year

## KEY FINANCIAL FIGURES<sup>(1)</sup>



**-46%**  
reduction in  
scopes 1 & 2 GHG  
emissions by 2030

**-30%**  
reduction in scope  
3 GHG emissions  
by 2030

Nexans is  
committed to  
**net-zero  
emissions**  
by 2050

## MAIN NON-FINANCIAL RATINGS



(1) FY 2024 is restated in compliance with IFRS 5.  
 (2) Standard Copper standard price at €5,00/t and Aluminum standard price at €1,200/t.  
 (3) As percentage of standard sales.

## Full-year 2025 highlights and general operating context

### 2025 Business Performance

In 2025, **sales at standard metal prices**<sup>4</sup> reached €6,098 million in 2025, up +10.1% including +8.3% organic growth compared to 2024. Excluding the Other activities segment, organic growth stood at +11.6%. This strong performance was driven largely by the PWR-Transmission segment with an exceptionally high level of organic growth. PWR-Grid and PWR-Connect were in line with the Group's mid-term guidelines.

In the fourth quarter of 2025, Nexans achieved remarkable organic growth of +11.8% compared to the fourth quarter of 2024 and of +18.3% excluding the Other activities segment, showcasing the strength of its core business focus. The fourth quarter of 2025 was propelled by unusually high organic growth in PWR-Transmission and PWR-Connect of respectively +40.0% and +10.9%.

**Scope effect** was up +5.1% in 2025, reflecting i) 5-month contribution from La Triveneta Cavi (Italy) in PWR-Connect segment and that was integrated from June 1, 2024, ii) 7-month contribution from RCT Cables (Spain) in PWR-Connect segment and that was integrated from June 1, 2025.

**Group Adjusted EBITDA** reached €728 million in 2025, up +27.3% versus €571 million in 2024. This outstanding performance mainly underscored the profitability enhancements across all business segments. **Group adjusted EBITDA margin** recorded a recent history all-time high of 11.9% of standard sales; **adjusted EBITDA margin excluding Other activities** reached 13.3% of standard sales. This achievement illustrated the Group's strategic focus on operational excellence, selectivity and value-driven growth.

**Net income from continuing operations** amounted to €219 million in 2025, compared to €167 million in 2024, up + 31.1% mainly explained by:

- The performance of the **adjusted EBITDA**
- The decrease of financial expenses recognized in **Other financial income and expenses** that were at a negative €9 million in 2025 compared to a negative €51 million in 2024, a variance of €42 million explained mainly by hedging impacts
- While **Core exposure effect** decreased by €17 million (from €41 million in 2024 to €24 million in 2025) in relation to copper price variations in the year
- And **depreciation & amortization on tangible & intangible assets** that totaled €253 million in 2025 compared to €175 million last year, mainly related to PWR-Transmission and acquisitions
- **Income tax expense** stood at €97 million in 2025 compared to €68 million in 2024. The effective tax rate amounted to 30.9% of income before tax in 2025, compared to 28.9% in 2024.

**Net income from discontinued operations** stood at €138 million in 2025 (compared to €115 million in 2024). In 2025, this amount included the gains on disposals of Americable and Lynxco and the impairment linked to Autoelectric.

**Net income** amounted to €358 million in 2025, compared to €283 million in 2024, up + 26.6%.

**Free Cash Flow** reached €344 million in 2025 compared to €177 million in 2024, a strong performance that illustrates the cash generative nature of Nexans' business model as well as the strong cash discipline across all business units and supporting an outstanding 47.3% cash conversion ratio, above our mid-term guidelines. Working capital at €252 million was materially boosted above average by PWR-Transmission with material amounts of downpayments collected. Capital expenditures amounted to €383 million in 2025, representing 6.3% of the Group's standard sales as we continued to

(4) Sales at the standard copper price of €5,000/ton and aluminum price of €1,200/ton.

invest in the growth of our activity, especially in PWR-Transmission (mostly the cable laying vessel Electra and Charleroi facilities extension).

**Net Debt** was €266 million at December 31<sup>st</sup>,2025, compared to €681 million at December 31<sup>st</sup>, 2024, down €415 million over the year.

**Leverage ratio**<sup>5</sup> remained at a low level at 0.36x at December 31<sup>st</sup>, 2025 (compared to 1.19x at December 31<sup>st</sup>, 2024).

The Board of Directors will propose to the Annual General Meeting of May 21<sup>st</sup>, 2026, a dividend of €2.90 per share in respect of 2025, resulting in an increase of +11.5% compared to the prior year, and reflecting the Group's confidence in its cash generation and financial profile.

(5) Ratio of closing net debt to adjusted EBITDA on trailing twelve-month basis

## M&A Activity

Nexans allocates a portion of its free cash flow to targeted acquisitions. This approach is at the core of Nexans' growth strategy and supports both the broadening of its solutions portfolio and the extension of its industrial footprint. Nexans nurtures a rich pipeline of opportunities.

**On October 23<sup>rd</sup>, 2025**, Nexans signed an agreement to acquire 100% of the share capital of Electro Cables in Canada. Electro Cables is a family-owned specialist in low-voltage cables with strong expertise in high added value solutions. With approximately c.€125 million current sales for the last twelve months ending July 2025 and a team of around 200 employees, Electro Cables has demonstrated attractive growth and robust profitability. This acquisition allows Nexans to further strengthen and complement its activity portfolio in Canada, enhancing its position in a very dynamic market while optimizing local supply chain efficiency. It is expected to be EPS accretive from year one. The transaction was closed on December 17<sup>th</sup>, 2025, and was fully financed in cash.

**On June 2<sup>nd</sup>, 2025**, Nexans completed the acquisition of 100% of the share capital of Cables RCT, a Spanish low-voltage cable producer with a recognized outstanding expertise in flexible fire safety solutions for buildings. Cables RCT generated 133 million euros of revenues in 2024, employs approximately 175 people and operates one state-of-the-art cable production unit in Zaragoza, as well as logistic facilities in Barcelona, Madrid, Sevilla and Valencia. This acquisition further enhances Nexans' footprint in Southern Europe with highly complementary assets as well as state-of-the-art production capabilities and a strong focus in innovative firesafety products.

## Nexans's Portfolio Rotation

In the fourth quarter of 2025, Nexans announced entering into exclusive negotiations for the disposal of **Autoelectric** (Auto-harnesses activity), subject to customary regulatory approvals and closing conditions, and the Group is now fully dedicated to the implementation of its strategy to refocus on Electrification activities, becoming a Global Electrification Pure Player. Nexans has in fact entered into exclusive negotiations with Samvardhana Motherson International Limited ("Motherson"), a leading global supplier of automotive systems and components, on December 22<sup>nd</sup>, 2025, for the sale of Nexans' wiring harness business Autoelectric for an Enterprise Value of € 207 million.

Autoelectric, headquartered in Floss, Germany, designs and manufactures wiring harness and vehicle wiring system solutions for the automotive industry. The business generated c.€749 million current annual sales in 2024 with nearly 14,000 employees. Completion of the proposed transaction could take place mid-2026.

## Sustainability

### E3 Performance Model

The Nexans E3 Model is at the core of the Group's 2025–2028 strategy, serving both as a strategic business operating

model and as a key pillar of the company's culture. With major investments in circularity, innovations to accelerate the energy transition, and deeper engagement with our stakeholders, the 2025 sustainability results reaffirm this ambition.

## 2025 Highlights

### Environmental Progress

In 2025, Nexans successfully secured a €250 million credit line (undrawn as of December 31<sup>st</sup>, 2025) related to the Group's research, development and innovation together with its industrial and recycling investments granted by the European Investment Bank (EIB) to reinforce the Group's R&D and innovation programs. This financing covers the **NCCCR (Nexans Continuous Copper Casting and Refining) project**, a €90 million investment to build a new copper recycling facility in Lens (announced in October 2024), which will enable the recycling of up to 80,000 tons of copper per year, further anchoring its strategy in the circular economy. At Group level, recycled copper content reached 19.3%, moving toward the 2028 target of 25%.

In addition to this investment, Nexans expanded its circularity initiatives across copper, aluminum and polymers in 2025. Together with RTE, the Group advanced **the first European closed-loop recycling system for aluminum from end-of-life**, high and extra-high-voltage cables, enabling the recovery of around 600 tons of aluminum per year and supporting a lower-carbon material mix for grid applications. Moreover, Nexans continued deploying products with recycled material grades and scaling its CableLoop recovery service reaching 880 tons of collection in 2025, further increasing access to low-carbon materials.

Nexans also broadened its low-carbon aluminum offer, with low-voltage cables produced at the Jeumont plant now integrating 10% recycled aluminum, supported by partnerships with suppliers including Alcoa and its low-carbon aluminum produced using ELYSIS™ technology.

**Decarbonization** initiatives delivering strong results: climate action delivered strong outcomes, with a 49% reduction in Scope 1 and 2 emissions and a 40% reduction in Scope 3 emissions, significantly exceeding interim targets and demonstrating operational resilience whilst selective growth and newly acquired business integration.

### People & Engagement

Nexans launched ACT 2025, its 11<sup>th</sup> employee share ownership plan. With a participation rate of 46% worldwide, the plan's success underscores employees' confidence and alignment with the Group's "Sparking Electrification" strategy for the future. Furthermore, the 2025 employee survey confirmed how people are at the heart of our strategy, achieving 79% engagement rate (≥78% target in 2028).

Furthermore, the 2025 employee survey confirmed how people are at the heart of our strategy, achieving 79% engagement rate (≥78% target in 2028).

**Gender diversity** in graded positions at the core of human resources strategy: Progress on gender diversity continued, with women representing 29% of management roles in 2025, reflecting the Group's sustained commitment to inclusive leadership (30% target in 2028).

Nexans' strong sustainability performance, is well-recognized by leading ESG rating agencies and positioning the Group among the top performers in its sector. In 2025, Nexans maintained its **CDP Climate A rating for the third consecutive year**, achieved an **A- rating on water**; early 2026 Nexans obtained an Ecovadis score of 78/100, both underscoring the Group's sustainability commitment as a core pillar of its strategy.

## 2025 key figures

(in millions of euros)	2025	2024	Var %
Sales at current metal prices	7,810	6,917	+12.9 %
<b>Sales at standard metal price</b>	<b>6,098</b>	<b>5,537</b>	<b>+10.1 %</b>
<b>Adj. EBITDA</b>	<b>728</b>	<b>571</b>	<b>+27.3 %</b>
<i>adj. EBITDA as a % of standard sales</i>	11.9 %	10.3 %	+161 bps
<b>Net income from continuing operations</b>	<b>219</b>	<b>167</b>	<b>+31.1 %</b>
Net income from discontinued operations	138	115	+20.0 %
<b>Net income Group</b>	<b>358</b>	<b>283</b>	<b>+26.6 %</b>
Net debt	266	681	-61.0 %
<b>Free cash-flow</b>	<b>344</b>	<b>177</b>	<b>+94.1 %</b>
ROCE	21.3 %	18.0 %	+330 bps
Basic EPS (€)	8.08	6.39	+26.4 %
<b>Dividend per shar (€)</b>	<b>2.90</b>	<b>2.60</b>	<b>+11.5 %</b>

## Full-year 2025 standard sales

In millions of euros	2025	2024	Change	o/w organic growth	o/w scope effect	o/w foreign ex- change
PWR-Transmission	1,657.0	1,287.2	+28.7 %	+29.8 %	-	-1.0 %
PWR-Grid	1,319.0	1,280.6	+3.0 %	+5.5 %	-	-2.5 %
PWR-Connect	2,340.6	2,062.4	+13.5 %	+3.6 %	+13.7 %	-3.9 %
<i>Other activities</i>	781.7	907.3	+13.8 %	-9.3 %	-	-4.6 %
<b>Total Group</b>	<b>6,098.2</b>	<b>167</b>	<b>+10.1 %</b>	<b>+8.3 %</b>	<b>+5.1 %</b>	<b>-3.3 %</b>

FY 2024 is (i) pro forma from reclassifications of non-core automotive activity in Sweden from Industrial & Solutions to Other activities and (ii) restated in compliance with IFRS 5, see appendices.

## Adjusted EBITDA

In millions of euros	2025	2024	Var %
PWR-Transmission	203.0	142.1	+42.8 %
<i>In % of standard sales</i>	+11.0 %	+11.0 %	+121 bps
PWR-Grid	216.6	181.4	+19.4 %
<i>In % of standard sales</i>	16.4%	14.2 %	+226 bps
PWR-Connect	288.6	270.7	+6.6 %
<i>In % of standard sales</i>	12.3 %	13.1 %	-79 bps
Other activities	19.6	(22.7)	-186.4 %
<i>In % of standard sales</i>	2.5 %	(2.5 %)	n.a.
<b>Group Adjusted EBITDA</b>	<b>727.6</b>	<b>571.4</b>	<b>+27.3 %</b>
<b>In % of standard sales</b>	<b>11.9 %</b>	<b>10.3 %</b>	<b>+161 bps</b>

FY 2024 is (i) pro forma from reclassifications of non-core automotive activity in Sweden from Industrial & Solutions to Other activities and (ii) restated in compliance with IFRS 5, see appendices..

## | PWR-TRANSMISSION (27% OF TOTAL STANDARD SALES)

PWR-Transmission **standard sales** came in at €1,657 million in 2025, with an exceptionally high level of organic growth at +29.8% compared to 2024 (already at an extremely high level). In the fourth quarter of 2025, PWR-Transmission achieved an organic growth of +40.0% compared to the fourth quarter of 2024 boosted by a high concentration of installation campaign activities, creating a favorable mix in Q4. After two consecutive years of strong momentum, organic growth is expected to return to a more normalized level in 2026.

The segment's **adjusted EBITDA** reached €203 million in 2025, strongly up +42.8% compared to the same period last year. The **adjusted EBITDA margin** showcased a significant increase to 12.3% of standard sales in 2025, versus 11.0% in 2024. This performance confirms the segment's trajectory, with further margin improvements driven by quality of execution on projects as well as increased efficiency after a full year of operations in the expanded portion of our plant in Halden, Norway.

**Adjusted backlog** reached €7.7 billion at December 31, 2025 (including €1.2 billion related to the Great Sea Interconnector project), compared to €7.4 billion at December 31, 2024, up + 4.2%. Our backlog remains subsea-driven (subsea interconnection and offshore wind projects) and provides good mid-term visibility up until 2028.

Nexans' third cable-laying vessel, Nexans Electra, will be in operation mid-2026. This state-of-the-art vessel is a strategic asset, designed to deliver high-end technological capabilities.

Nexans has successfully completed the high-voltage subsea cable installation on the Tyrrhenian Link project in Italy, confirming a world-first installation depth of 2,150 meters for a 500 kV high-voltage direct current (HVDC) subsea cable.

## | PWR-GRID (22% OF TOTAL STANDARD SALES)

**Standard sales** in the PWR-Grid segment rose organically by +5.5% to €1,319 million in 2025 supported by strong underlying trends. Fourth quarter 2025 was up +3.5% organically compared to the same quarter last year. Organic growth in this segment can be seasonally softer in Q1 and Q4, mainly due to winter conditions impacting on-site activity (underground installations) and project phasing. The accessories business remained very well-oriented.

**Adjusted EBITDA** rose by a sharp +19.4% year-on-year to €217 million compared to €181 million. The **adjusted EBITDA margin** reached an outstanding 16.4% in 2025 compared to 14.2% in 2024. This performance demonstrated our underlying drivers of adjusted EBITDA margin improvement, including operational excellence, good performance of Accessories, increased selectivity amid strong demand for our services as well as some one-off effects linked to renewable projects in Europe.

## | PWR-CONNECT (38% OF TOTAL STANDARD SALES)

**Standard sales** in the PWR-Connect segment amounted to €2,341 million in 2025, up +13.5%, including (i) +3.6% organic growth, in line with our mid-term guidelines, with very strong performance in Americas and Middle East, (ii) +13.7% growth from acquisitions (5-month contribution from La Triveneta Cavi and 7-month contribution from RCT Cables), (iii) -3.9% linked to foreign exchange. In fourth-quarter 2025, the segment achieved organic growth of +10.9% compared to fourth quarter 2024. This exceptional level of organic growth in Q4 was linked to the customer driven anticipation of delivery of large projects linked to infrastructure and data centers.

**Adjusted EBITDA** reached €289 million in 2025, up +6.6% year-on-year. Adjusted EBITDA margin reached 12.3% of standard sales compared to 13.1% in 2024. We continued to see strong margin performance on our advanced offers and platinum customers, while the more conventional part of the business remained under pressure, especially in Asia Pacific. Also, the scope of La Triveneta Cavi that is still shifting towards innovative solutions as planned and roll out of our SHIFT program. Therefore, the Group remains highly focused on operational and industrial excellence.

## | OTHER ACTIVITIES (13% OF TOTAL STANDARD SALES)

The **Other activities** segment – corresponding for the most part to copper wire sales (Metallurgy) and corporate costs that cannot be allocated to other segments – reported standard sales of €782 million in 2025. As expected, standard sales were down -13.8% including -9.3% organic growth year-on-year. This mainly reflects unusual semester phasing in 2025, with very strong H1 momentum driven by US customers bringing forward copper orders ahead of tariffs followed by a significant H2 contraction, as well as the Group’s strategy to reduce external copper wire sales in favor of internal sourcing and recycled-content offerings.

The segment’s **adjusted EBITDA** reached €20 million in 2025, versus €(23) million in 2024 mainly related to HQ Corporate allocations and 2024 one-offs.

## 2026 Outlook

In 2026, and in line with the new 2025-2028 strategic roadmap unveiled in November 2024, Nexans expects to achieve:

- **Adjusted EBITDA of between €730 million and €810 million**
- **Free Cash Flow of between €210 million and €310 million**

*With H1 2026 expected to be softer compared to H2 2026.*

*This guidance does not assume execution of the Great Sea Interconnector project in 2026 and excludes the contribution of not completed acquisitions.*

## 12. Financial results for the last 5 financial years

	2025	2024	2023	2022	2021
<b>I- Share capital at the end of the fiscal year</b>					
a) Share capital (in thousands of euros)	43,745	43,753	43,753	43,753	43,756
b) Number of shares issued	43,744,779	43,753,380	43,753,380	43,753,380	43,755,627
<b>II- Results of operations (in thousands of euros)</b>					
a) Sales before taxes	69,220	55,404	41,094	39,869	28,637
b) Income before tax, employee profit-sharing, depreciation, amortization and provisions	137,558	150,200	105,066	97,931	52,249
c) Income taxes	(144)	607	906	861	21,764
d) Employee profit-sharing due for the fiscal year	(92)	(199)	(217)	(243)	(81)
e) Income after tax, employee profit-sharing, depreciation, amortization and provisions	135,887	155,006	104,843	73,068	51,030
f) Dividends	126,860 <sup>1</sup>	113,648	100,558	91,681	52,004
<b>III- Income per share (in euros)</b>					
a) Income after tax and employee profit-sharing but before depreciation, amortization and provisions	3.14	3.44	2.42	2.25	1.19
b) Income after tax, employee profit-sharing, depreciation, amortization and provisions	3.11	3.54	2.40	1.67	1.17
c) Dividend per share	2.90	2.60	2.30	2.10	1.20
<b>IV- Personnel</b>					
a) Average headcount during the year	4.50	4.81	5.67	6	6
b) Total fiscal year payroll (in thousands of euros)	7,884	4,512	4,071	4,295	5,364
c) Total amount paid for employee benefits during the fiscal year (in thousands of euros)	3,577	1,972	1,629	1,718	2,146

<sup>1</sup> Based on the number of shares at December 31, 2025.

## 13. Information request form

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### Combined Shareholders' Meeting

Thursday May 21<sup>st</sup>, 2026 at 2:30 p.m.

Campus Cyber

5-7 rue Bellini

92800 La Défense

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 ..... 2026

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.*



**Nexans is the global pure player in sustainable electrification, building the essential systems that power the world's transition to a connected, resilient, and low-carbon future.** From offshore and onshore renewable energies to smart cities and homes, Nexans designs and delivers advanced cable solutions, accessories and services that electrify progress safely, efficiently, and sustainably.

With over 140 years of history, through three core businesses: PWR Transmission, PWR Grid, and PWR Connect, Nexans blends deep industry expertise with cutting-edge innovation to accelerate the energy transition, and better meet its customers' needs. Its unique E3 model, focused on Environment, Economy and Engagement, drives every action, aligning performance with purpose.

Nexans operates in 41 countries with 25,700 people and generated €6.1 billion in standard sales in 2025. Nexans is committed to Net-Zero emissions by 2050 aligned with the Science Based Targets initiative (SBTi) and expanding energy access through the Fondation Nexans.

***Nexans. Electrify the future.***

Nexans is listed on Euronext Paris, compartment A. For more information, please visit the website [www.nexans.com](http://www.nexans.com)

