



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

**Long term compensation of Christopher Guérin**

**1) Vesting of performance shares under plan n°17 of March, 14<sup>th</sup>, 2017**

The Compensation Committee has determined the partial achievement of the performance conditions to be satisfied for the definitive vesting of the shares granted to Christopher Guérin as employee at the time of the allocation before his appointment as Chief Executive Officer, under the long-term compensation plan n°17 of March 14<sup>th</sup>, 2017.

The vesting of the performance shares under plan n°17 of March 14<sup>th</sup>, 2017 was subject to the following performance conditions.

Depending on the level of performance acknowledged at the end of the vesting period at March 14, 2021, the number of shares vested for the CEO vary between 0 and a maximum of 7,500 according to the following scales:

Rank achieved by Nexans compared to panel TSR	Percentage of definitively vested shares with respect to this stock market performance condition
1st or 2nd rank	100%
3rd rank	90%
4th rank	80%
5th rank	70%
6th rank	60%
7th rank	50%
< 7th rank	0

Level of the Group's Simplified Economic Value Added at year-end 2020	Percentage of definitively vested shares with respect to this condition
≥ 100 M€	100%
≥ EUR 90 M and < EUR 100 M	90%
≥ EUR 80 M and < EUR 90 M	80%
≥ EUR 70 M and < EUR 80 M	70%
≥ EUR 60 M and < EUR 70 M	60%
≥ EUR 50 M and < EUR 60 M	50%
< EUR 50 M	0

The Nexans TSR performance is above the 4th decile and below the 5th decile. The level reached is such that 50% of the shares allocated under this condition are definitively vested.

Regarding the EVA condition, the level reached is such that 50% of the shares allocated under this condition are definitively vested.

As a result of the determination by the Compensation Committee on the achievement of performance conditions, Christopher Guérin definitively vested 50% of the shares granted under the performance share plan No. 17 of March 14<sup>th</sup>, 2017. As a result, the number of shares definitively vested by Christopher Guérin is 3,750 representing 50% of the maximum (7,500 shares).

## **2) Grant of performance shares under plan n°21 of March 18<sup>th</sup>, 2021**

In accordance with the Group's long-term compensation policy and with the authorizations given by the Annual Shareholders' Meeting of May 13<sup>th</sup>, 2020 in its 16<sup>th</sup> and 17<sup>th</sup> resolutions, upon proposal by the Compensation Committee, the Board of March 18<sup>th</sup>, 2021 has adopted a long-term compensation plan n°20 in the form of a performance shares and restricted (free) shares plan for the Group's top managers.

The main characteristics of this plan were presented to Shareholders in the notice of the Shareholders' Meeting of May 13<sup>th</sup>, 2020, within the limits of 300,000 performance shares for executive officers and main managers of the Group, and 50,000 free shares for high-potentials, and will be detailed in the notice of the Shareholders' Meeting of May 12<sup>th</sup>, 2021, in particular its scope, rules of allocation and performance conditions to be satisfied for vesting of the performance shares.

On the basis of the May 13<sup>th</sup>, 2020 shareholders' decision, the Board has decided in particular to grant to the Chief Executive Officer 20,000 performance shares (6.66% of the envelope of total allocation number of performance shares authorized by the Shareholders' Meeting), which vesting is subject to the fulfilment of three performance conditions.

The performance conditions applicable to all beneficiaries of performance shares, including the CEO, are the following:

(1) a stock market performance condition applied to 40% of the performance shares and consisting in measuring the Nexans TSR (total shareholder return) and comparing it to the TSR calculated based on a reference panel comprised of the following 9 companies: Belden, Legrand, Prysmian, Rexel, ABB, Schneider Electric, Leoni, NKT Cables and ZTT. The Board may review the panel during the period, in the exceptional case of some of these companies' demise or consolidation.

For the given period, the TSR corresponds to the increase of the trading price of the shares increased by dividends per share. Growth or increases in the trading price of the shares is determined by analyzing the average of the opening trading prices for 3 months preceding the grant and the average of the opening trading prices for the 3 months preceding the end of the performance vesting period. Furthermore, the dividend per share is the sum of the dividends paid on (Nexans' or panel) shares during the 3 year performance period.

The TSR thus calculated will be compared to the one observed over the same period for the companies included in the comparison panel, and will result in a classification between Nexans and the companies making up the panel. The number of definitively vested shares will be determined based on the following scale.







(2) a financial performance condition applied to 40% of the performance shares and consisting in measuring the Group's Free Cash Flow<sup>1</sup> at year-end 2023.

(3) a CSR performance condition applied to 20% of the performance shares and consisting of achieving the Group's CSR ambitions as defined in the 2021-2023 roadmap as follows:

---

<sup>1</sup>. Total Cash Flow before dividend & M&A as per 2023 Financial Statements published externally in 2024 (on a Net Debt basis).

## The Nexans three pillars for a sustainable future

 <b>PEOPLE</b> Looking after our people and building a diverse and inclusive workplace for all			 <b>ENVIRONMENT</b> Committing to reduce carbon impact on the planet in innovative ways			 <b>ECOSYSTEM</b> Sharing our values and the highest ethical standards with all stakeholders									
															
WORKPLACE SAFETY	HUMAN CAPITAL		CSR AWARENESS	ENVIRONMENTAL MANAGEMENT	CIRCULAR ECONOMY		CLIMATE	BUSINESS ETHICS	STAKEHOLDERS	NEXANS FOUNDATION					
Workplace accident rate	Gender gap	Diversity profile maturity	Return to management practice	Return to HR management practice	Employee opinion in long term research with CSR survey	Industrial sites certified ISO 14001	Total production energy recycled	Share generated from products and services that contribute to energy efficiency and efficiency	Proportion of Nexans solar share activities attributed to energy efficiency and responsible	Reduction of CO2 emissions (base year 2016)	Proportion of increase of renewable energy	Management being recognized as a leader by the industry	Number of high-CO2 risk and high-impact suppliers with a CO2 value measured by EcoVadis (CO2 score 4 or > 35%)	Employee engagement index	Amount allocated by the Nexans Foundation
2020	1.87	0.15	58%	24%	14.7%	100%	88%	91%	57%	17%	-12.12%	65%	98%	136	300,000€
Target 2021	1.50	<0.12	50-55%	24%	16-18%	100%	88%	93%	60-70%	30%	-8.4%	65%	100%	230	300,000€
Target 2022	1.00	<0.11	50-55%	25%	17-19%	100%	90%	94%	60-70%	53%	-12.6%	68%	100%	370	300,000€
Target 2023	0.90	<0.10	60%	26%	18-20%	100%	93%	95%	70-80%	80%	-16.6%	72%	100%	500	300,000€

Depending on the level of performance acknowledged at the end of the vesting period at March 18th, 2025, the number of shares vested for the CEO will vary between 0 and a maximum of 20,000, according to the following scales:

Rank achieved by Nexans compared to panel TSR	Percentage of definitively vested shares with respect to this stock market performance condition
1st or 2nd in the ranking	100%
3rd in the ranking	90%
4th in the ranking	80%
5th in the ranking	60%
6th in the ranking	40%
Below the 6th rank	0%

Level of the Group's FCF at year-end 2023	Percentage of definitively vested shares with respect to this condition
≥ 200 M€	100%
≥ 190 M€ and < 200 M€	90%
≥ 180 M€ and < 190 M€	80%
≥ 170 M€ and < 180 M€	70%
≥ 160 M€ and < 170 M€	60%
≥ 150 M€ and < 160 M€	50%
< 150 M€	0%

Level of CSR index reached at year-end 2023	Percentage of definitively vested shares with respect to this condition
≥ 90%	100%
≥ 70% and < 90%	70%
< 70%	0%

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

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