



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

Long term compensation of Arnaud Poupart-Lafarge

The Appointment, Compensation and Corporate Governance Committee has determined the partial achievement of the performance conditions to be satisfied for the definitive vesting of the shares granted to the CEO and employees, including Arnaud Poupart-Lafarge, in his capacity as Chief Executive Officer at the time of the allocation, under the long-term compensation plan^o14 of July 28, 2015.

The vesting of the performance shares under plan^o14 of July 28, 2015 was subject to the performance conditions submitted to shareholders at the Meeting of May 5, 2015:

- 50% of the total number of performance shares granted was subject to a stock market performance condition of measuring the performance of Nexans shares over 3 years in comparison with the same indicator calculated for a reference panel composed of the following 10 companies: Alstom, Legrand, Prysmian, General Cable, Rexel, ABB, Schneider Electric, Saint Gobain, Leoni, and NKT. The number of vested shares under this condition has been calculated under the following scale set in the particular conditions of the performance share plan:

Performance achieved by Nexans compared with the benchmark Panel	% of shares vested based on the share performance condition
> 90th percentile	100%
> 80th percentile	80%
> 70th percentile	70%
> 60th percentile	60%
≥ median	50%
< median	0%

- 50% of the total number of performance shares granted was based on the achievement rate at year-end 2017 of the ratio of the operating margin to metal sales at constant prices and the return on capital employed (ROCE). The number of vested shares under these conditions was calculated by applying the following scales, it being specified that one quarter of the allocated shares shall depend on the result attained with regard to the ratio of the operating margin to metal sales at constant prices, and one quarter shall depend on the result attained with regard to the return on capital employed:

Ratio of the Operating Margin to Metal Sales at Constant Prices at year-end 2017	% of shares vested on the basis of this condition
≥ 5.5%	100%
≥ 5.3% and < 5.5%	90%
≥ 5.1% and < 5.3%	80%
≥ 4.9% and < 5.1%	70%
≥ 4.7% and < 4.9%	60%
≥ 4.5% and < 4.7%	50%
< 4.5%	0%

Group Return on Capital Employed at year-end 2017	% of shares vested on the basis of this condition
≥10.3%	100%
≥ 10.1% and < 10.3%	90%
≥ 9.9% and < 10.1%	80%
≥ 9.7% and < 9.9%	70%
≥ 9.5% and < 9.7%	60%
≥ 9.3% and < 9.5%	50%
< 9.3%	0%

Regarding the ratio of operating margin on sales at constant metal prices condition, the level reached is such that 100% of the shares allocated under this condition are definitively vested.

Regarding the ROCE condition, the level of reached is such that 100% of the shares allocated under this condition are definitively vested.

Nexans share's performance is below the median for the stock market condition determined on the date of July 27, 2018. No shares granted definitively vested under this condition.

As a result of the determination by the Appointment, Compensation and Corporate Governance Committee on the achievement of performance conditions, Arnaud Poupart-Lafarge definitively vested 50% of the shares granted under the performance share plan No. 14 of July 28, 2015.

As a result, the number of shares definitively vested by Arnaud Poupart-Lafarge is 21,000 representing 50% of the maximum (42,000 shares).