NOTICE

Mixed Shareholders' Meeting
(Ordinary and Extraordinary)

May 14, 2013 at 3 p.m.

Quai Branly Museum
Claude Lévi-Strauss Theater
37 quai Branly - 75007 Paris, France

Nexans

Global expert in cables and cabling systems

SHAREHOLDERS' INFORMATION

Shareholders' toll-free number: N° Vert 0 800 898 898 (calls from France)

Investor Relations
Tel.: + 33 (0)1 73 23 84 56
E-mail: investor.relation@nexans.com
www.nexans.com

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Voting and attendance instruction form for the Annual Shareholders' Meeting (all options) are attached.
This notice is accessible in French and English on the Internet site **www.nexans.com**

CHAIRMAN'S MESSAGE

Dear Shareholder,

I would be very pleased if you could participate to the Ordinary and Extraordinary Annual General Meeting which will be held on Tuesday May 14, 2013 starting at 3:00 pm (Paris time), on first notice, in the quai Branly Museum in Paris, France.

We have achieved three strategic investments for the Group's future and consolidated our Group share capital.

In February 2012, we acquired AmerCable Holdings Inc., North America's top producer of cables for mining and oil & gas applications.

In June, the construction of the Group's first high-voltage cable plant in North America got under way. The facility will allow us to meet robust regional demand and to enlarge our footprint on that continent.

In September, we finalized the acquisition of China-based Shandong Yanggu's power cable operations. This deal has broadened our business horizons in a vast and buoyant market.

In November, we reached an agreement with Madeco, our main shareholder. Madeco wishes to increase its stake in Nexans, up to a maximum of 28%. This move reflects Madeco's unwavering confidence in Nexans' development potential. That confidence is shared by Nexans' employees, who have wholeheartedly embraced the Group's fifth employee share ownership plan.

On January 14, 2013 the Board of Directors reviewed the 2013-2015 strategic initiatives, in terms of priority markets, products and industrial policy. Assuming an unchanged economic climate, our objective is operating margin of 350 to 400 million euros by 2015 and to approximately double the return on capital employed.

The Annual General Meeting is a privileged occasion for Nexans and its Shareholders to meet and dialogue. This annual meeting offers you, notably, the opportunity to take part in major decisions concerning your Group, global expert in cables and cabling systems, by voting the proposed resolutions.

This is why we strongly hope that you will be able to attend the meeting personally. However, if you are unable to be present you have the possibility to vote by mail or give a proxy to the Chairman of the Annual General Meeting or any other duly authorized person. The meeting will be broadcast on the www.nexans.com website, in French and with simultaneous interpretation into English.

In the following pages, you will find all the practical terms and conditions of participation in the Annual General Meeting.

I want to thank you for your trust and loyalty, and look forward to seeing you on May 14.

Frédéric Vincent
Président-Directeur Général

"We have achieved three strategic investments for the Group's future"

Agenda of the Shareholders' Meeting

Ordinary session

1. Approval of the Company's financial statements for the year ended on December 31, 2012 – Board of Director's management report – Discharge of the Directors
2. Approval of the consolidated financial statements for the year ended on December 31, 2012
3. Allocation of income and payment of dividend
4. Renewal of Mr. Jérôme Gallot's mandate as member of the Board of Directors
5. Renewal of Mr. Francisco Pérez Mackenna's mandate as member of the Board of Directors
6. Approval of related-party agreements between the Company and Madeco
7. Approval of related-party commitments between the Company and BNP Paribas
8. Authorization to be given to the Board of Directors to purchase or sell acquired shares of the Company

Extraordinary session

9. Authorization to be given to the Board of Directors for the allocation of performance shares, whether already issued or to be issued, to employees and corporate officers of the Group, or to some of them, excluding the preferential subscription right of shareholders, within the limit of a nominal amount of €260,000, subject to performance conditions set by the Board of Directors
10. Authorization to be given to the Board of Directors for the allocation of restricted (free) shares, whether already issued or to be issued, to employees or to some of them, excluding the preferential subscription right of shareholders, within the limit of a nominal amount of €15,000
11. Authorization to be given to the Board of Directors to increase the share capital through an issuance, reserved for members of employee share savings plans and without preferential subscription rights, of shares or securities giving access to the share capital of the Company (valeurs mobilières donnant accès au capital) up to €400,000 in par value

Ordinary session

12. Powers to complete legal formalities

How to participate to the Meeting?

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.

However, to be allowed to attend the shareholders' meeting, the shareholders will have to justify of their quality through registration of their shares in a share account in their name (or in the name of their financial intermediary) at least 3 business days before the Meeting, namely by **Thursday 9 May 2013** at 0 a.m. Paris time (hereafter referred to as "**D-3**"):

Shareholders holding their share in registered form must thus be registered in a registered shareholders' account maintained for the company by its representative, Société Générale (French bank), at D-3 ;

Shareholders holding their shares in bearer form who want to participate to the Shareholders' Meeting, have to send back, as soon as possible, to their financial intermediary who maintains the bearer shareholders' account, the voting form duly completed and signed (ticking the **box A** request for an admission card). The financial intermediary will send such form to Société Générale together with a share certificate (certificate 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 9 May 2013**, 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-3**, which certificate will allow him or her to gain admission to the Shareholders' Meeting.

Voting rights – Subject to applicable law and the articles of incorporation of Nexans, each person attending the shareholders' meeting has the number of voting rights corresponding to the number of shares that he/she holds or represents.

Limitations on voting rights – In accordance with Article 21 of the bylaws, a shareholder may not exercise more than 20% of the voting rights attached to the shares of all shareholders present or represented at extraordinary shareholders' meetings when voting on resolutions relating to strategic transactions (such as mergers or major acquisitions).

Recommendations for shareholders attending the shareholders' meeting

The meeting of 14 may 2013 will start at 3 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 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 command box 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 hopes that as a shareholder of the company, you will be able to attend the annual Shareholders' Meeting personally. To gain entry to the meeting, you will need to obtain an admission card.

If you are unable to attend the meeting personally, you may nevertheless vote on the resolutions either by appointing a proxy or by sending a postal vote. In all cases, you have to return the voting and attendance instruction form attached to the present notice.

You will find below the relevant information and instructions regarding each of these methods for participating in the annual Shareholders' Meeting.

1. Attending personally

To gain entry to the meeting and vote, you will need to obtain **an admission card**, which will be provided to you on request.

- Tick **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**, to Société Générale – Service des assemblées (Shareholders' Meetings department) (CS 30812, 32 rue du Champ du Tir, 44308, Nantes Cedex 03, FRANCE), in the enclosed pre-paid envelope;

- if you are a **bearer shareholder**, to the financial intermediary where your share account is maintained.

2. By proxy

If you are unable to attend the Shareholders' Meeting personally, you may choose between the 2 following alternatives:

- **to appoint the Chairman as your representative**

- Tick box "I hereby give my proxy to the Chairman of the meeting".
- Date and sign at the bottom of the form.
- Return the form as soon as possible to your financial intermediary if you are a bearer shareholder or to Société Générale in the enclosed pre-paid envelope if you are a registered shareholder.

- **to appoint a mentioned person (individual or legal entity)**

- Tick box "I hereby appoint …./Je donne pouvoir à …" providing all the requested information (Corporate name/ name, forename and address of your proxy).
- Date and sign at the bottom of the form.
- Give the form to your proxy, or return it to your financial intermediary if you are a bearer shareholder or to Société Générale in the enclosed pre-paid envelope if you are a registered shareholder.

In accordance with the provisions of article R. 225-79 of the French Commercial Code, the notification of the **appointment or withdrawal of a proxy** can also be made via **electronic mail** under the following conditions:

- **For registered shareholders (actionnaire au nominatif)**: send an email bearing an electronic signature (obtained from a certifying authority, in accordance with applicable regulation) to the email address **mandataireAG@nexans.com** stating the following information: **Nexans Shareholders' meeting as of May 14, 2013**, their surname, first name and complete address and their Société Générale user ID for those whose shares are registered with Société Générale (information available on the top left-hand corner of their account statement) or for the others their user ID with their financial intermediary, the surname, first name and the complete address of the proxy appointed or withdrawn.

- **For holders of bearer shares (actionnaire au porteur):**

(1) Send an email bearing an electronic signature (obtained from a certifying authority, in accordance with applicable regulation) to the email address **mandataireAG@nexans.com** stating the following information: **Nexans Shareholders' meeting as of May 14, 2013**, their surname, first name, complete address and complete bank details, together with the surname, first name and the complete address of the proxy appointed or withdrawn.

(2) Ask the financial intermediary responsible for managing their securities account to send a written confirmation to Société Générale, Service des Assemblées, 32 rue du Champ-de-Tir, CS 30812, 44308 Nantes Cedex 03.

For the appointment or withdrawal of proxies to be taken into account, duly signed and completed notifications must be received no later than **Monday 13 May, 2013 at 3 p.m. (Paris time)**.

Furthermore, please note that the email address **mandataireAG@nexans.com**, should only be used for requests to appoint/withdraw a proxy. Requests of any other nature cannot be processed.

3. By postal vote

- Tick box "I vote by post / Je vote par correspondance".
- 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.
- Date and sign at the bottom of the form.
- Return the form as soon as possible to your financial intermediary if you are a bearer shareholder or to Société Générale in the enclosed pre-paid envelope if you are a registered shareholder.

The form duly completed and signed must be sent as soon as possible to:

- **Shareholders holding their shares in registered form**: Société Générale - by using the enclosed pre-paid envelope.
- **Shareholders holding their shares in bearer form**: to the financial intermediary at which your shares account is maintained. The financial intermediary will send such form to Société Générale together with a share certificate confirming that you are a Nexans Shareholder.

In all cases (1, 2 or 3), the duly completed and signed form will have to be received by Société Générale, Service Assemblée, at latest on Monday 13 May, 2013 at 3 p.m. (Paris time).

Once a shareholder has voted by postal vote or sent a power of attorney or requested an admission card, he or she can no longer change their method of participation in the Meeting, but may sell all or part of his/her shares.

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 the three boxes below (1, 2 or 3) to appoint a proxy or vote by mail

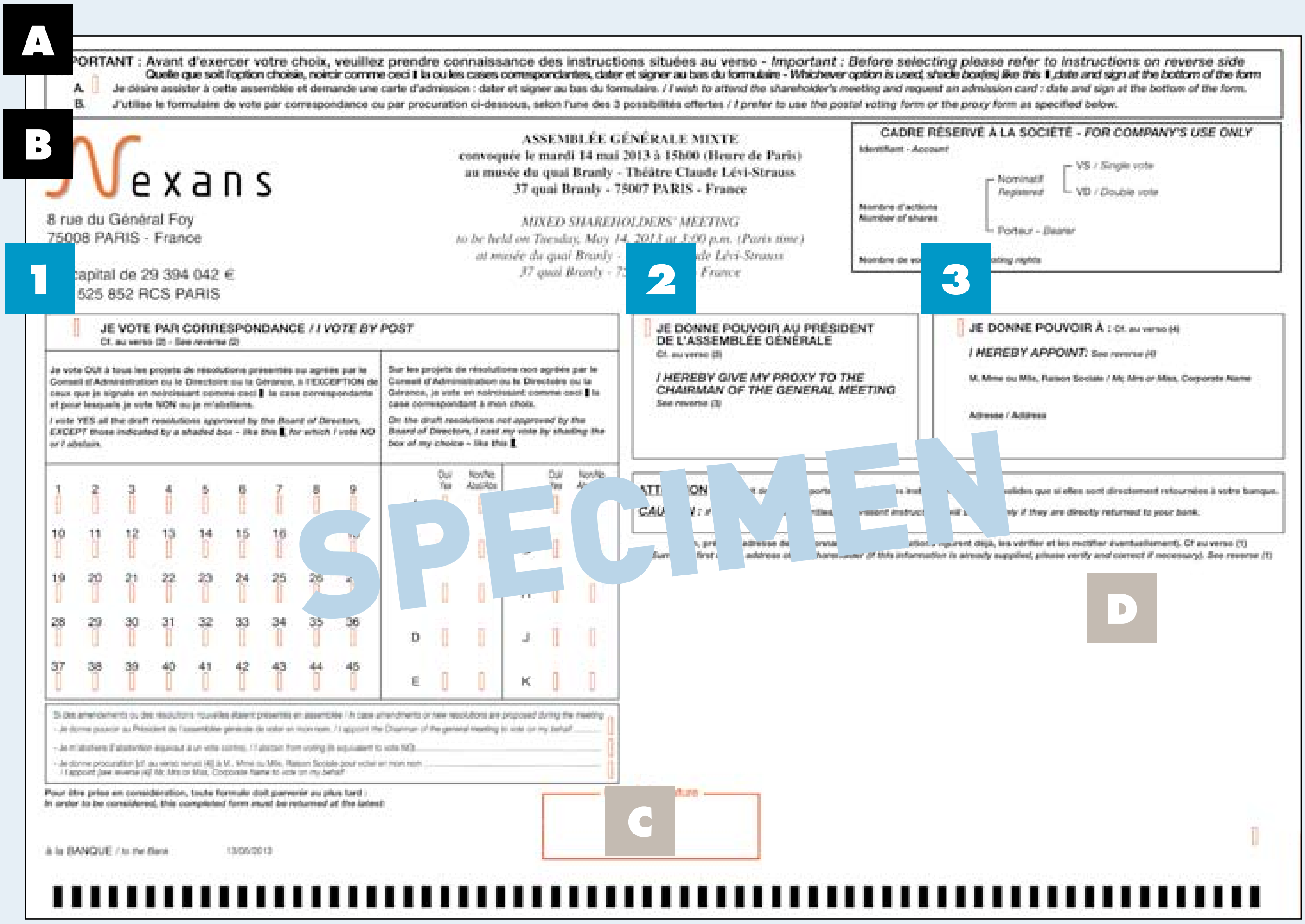
C **Whatever your choice**,
do not forget to date and sign here.

D **Fill in your name, first name and address** or verify that they have already been filled in.

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

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

3 **If you wish to appoint a third person to attend the meeting as your proxy**:
tick box 3 and fill in that person's name and address.


A
B
1
2
3
C
D
SPECIMEN
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
A. 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.
B. J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / I prefer to use the postal voting form or the proxy form as specified below.
Nexans
8 rue du Général Foy
75008 PARIS - France
capital de 29 394 042 €
525 852 RCS PARIS
ASSEMBLÉE GÉNÉRALE MIXTE
convoquée le mardi 14 mai 2013 à 15h00 (Heure de Paris)
au musée du quai Branly - Théâtre Claude Lévi-Strauss
37 quai Branly - 75007 PARIS - France
MIXED SHAREHOLDERS' MEETING
to be held on Tuesday, May 14, 2013 at 3:00 p.m. (Paris time)
at musée du quai Branly
37 quai Branly
France
CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY
Identifiant - Account
Nominatif Registered
VS / Single vote
VD / Double vote
Nombre d'actions Number of shares
Porteur - Bearer
Nombre de voix - Number of voting rights
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 ▮ la case correspondante et pour lesquels je vote NON ou je m'abstiens.
I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box - like this ▮, for which I vote NO or I abstain.
Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directoire ou la Gérance, je vote en noircissant comme ceci ▮ la case correspondant à mon choix.
On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this ▮.
1 2 3 4 5 6 7 8 9
10 11 12 13 14 15 16
19 20 21 22 23 24 25 26
28 29 30 31 32 33 34 35 36
37 38 39 40 41 42 43 44 45
Oui/Yes Non/No Abst/Abs
D E J K
JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
Cf. au verso (3)
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)
JE DONNE POUVOIR À : Cf. au verso (4)
I HEREBY APPOINT: See reverse (4)
M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name
Adresse / Address
Pour être prise en considération, toute formule doit parvenir au plus tard :
In order to be considered, this completed form must be returned at the latest:
à la BANQUE / to the Bank
13/05/2013

Report of the Board of Directors on the draft resolutions

ORDINARY SESSION

Approval of the parent company's financial statements and the consolidated financial statements – allocation of income (Resolutions 1 to 3)

We propose that you approve the parent company financial statements **(1st resolution)** and the consolidated accounts for 2012 **(2nd resolution)**. The latter indicate a profit of €27,000,000.

The **3rd resolution** relates to the allocation of income of the company Nexans for the 2012 fiscal year and the payment of dividends for the 2012 fiscal year at €0.50 per share. If this proposal is approved, the dividend will be distributed on May 22, 2013, the sixth trading day following the date of the Shareholders' Meeting. The ex-dividend date will be May 17, 2013.

Renewal of Directors (Resolutions 4 and 5)

The **4th and 5th resolutions** relate to the renewals of the mandates as members of the Board of Mr. Jérôme Gallot and Mr. Francisco Pérez Mackenna (board candidate proposed by Madeco pursuant to the agreement entered into with the Company) for a term of 4 years. Their mandate will thus expire at the end of the Shareholders' Meeting that will be convened to approve the accounts for the 2016 financial year. For a presentation of these candidates, please refer to the section below **"Presentation of candidates to the Board of Directors"**.

The renewal of the mandates of these two Directors would allow leveraging their good knowledge of the Group and continuing to benefit from their broad expertise. Renewing Mr. Francisco Pérez Mackenna's mandate furthermore permits the Company to satisfy its undertakings under the March 2011 agreement signed with Madeco, as modified on November 26, 2012.

Mr. Gallot and Mr. Pérez Mackenna's consistent presences at the Board meetings throughout 2012 (attendance rate of approximately 90% and approximately 80%, respectively) and their attendance at all Board Committee meetings to which they belong in 2012 bear witness to their investment in the Board's work.

These renewals fall within the context of a Board of Directors that was deemed efficient in the scope of the last evaluation undertaken at the end of 2012, which confirmed the general satisfaction of the Board members.

If the Shareholders' Meeting votes in favor of these two renewals, and given the non-renewal of Mr. Gianpaolo Caccini's upon his request, the Board would be composed of 14 directors. Among these directors, half were characterized as independent by the March 20, 2013 board meeting (Mr. Robert Brunck, Mr. François Polge de Combret, Mr. Cyrille Duval, Mr. Jérôme Gallot, Mrs. Colette Lewiner, Mrs. Mouna Sepehri and Mr. Nicolas de Tavernost), it being specified that the rate of independent directors on the Board would increase over 57% starting on July 16, 2013. As a matter of fact, with regard to Mrs. Guillot-Pelpel, by July 16, 2013 she will effectively have ceased to exercise any corporate function in the Group more than five years prior; the Board has thus already decided that in strict application of the AFEP-MEDEF Code criteria, she can therefore be re-qualified as an independent director from that date. The percentage of women on the Board would be 28%.

*F*or the composition of Board Committees in force on March 20, 2013, which would remain the same after the Shareholders' Meeting, please refer to the section below **"Presentation of the Board of Directors and the Committees"**. The staggering of terms of directors is also described in this section.

Related party transactions (Resolutions 6 and 7)

The **6th** and **7th** resolutions concerning the approval, in accordance with Article 225-40 paragraph 2 of the French Commercial Code, of the related party transactions entered into during the course of the 2012 fiscal year and the beginning of the 2013 fiscal year, which are described in the Auditors' special report presented to this Shareholders' Meeting. These transactions are agreements with the primary shareholder Madeco and with BNP Paribas.

The Auditors' Report also discusses agreements and commitments approved over the course of previous Shareholders' Meetings which continued to be executed through 2012. Pursuant to law, only new agreements not yet approved by shareholders are submitted to your approval at this meeting.

In order to allow shareholders to vote separately on the agreements undertaken with the primary shareholder on the one hand and with the BNP Paribas group on the other, the Board has decided to submit two resolutions separately to be voted on.

• Agreements entered into with primary shareholder Madeco (Resolution 6)

Two agreements entered into in 2012 with the primary shareholder Madeco qualify as related-party agreements because of Madeco's holding over 10% of the Company's capital.
Mr. Guillermo Luksic Craig and Mr. Francisco Pérez Mackenna, being respectively Chairman of the Board of Directors and a Director of Madeco, have not taken part in the vote authorizing concluding these agreements. In accordance with the AFEP-MEDEF code and the Board Internal Regulations, Mr. Hubert Porte, third director proposed by Madeco pursuant to the agreement, also abstained from taking part in the vote because of the potential conflict of interest.

Pursuant to the provisions of section 5.2 of the Internal Regulations of the Board of Directors, because of the potential for a conflict of interest, the conclusion of these agreements underwent prior review by the Accounts and Audit Committee, given that one of the directors concerned (Mr. Francisco Pérez Mackenna) is a member of the Appointments, Compensation and Corporate Governance Committee.

1. November 26, 2012 amendment to the March 27, 2011 agreement, aiming to strengthening Madeco's participation as primary shareholder

At its meetings on November 20 and 23, 2012, the Board of Directors authorized the Company to enter into an amendment to the March 27, 2011 agreement with its principal shareholder, the Chilean group Madeco. The purpose of this amendment, signed on November 26, 2012, is to allow Madeco to increase its maximum stake in the Company to 28% of the share capital and voting rights. The amendment extends the duration of the agreement, which will expire ten years after the conclusion of the amendment, i.e. November 26, 2022.

According to the terms of the amended agreement, for a period of three years expiring on November 26, 2015, Madeco agrees to limit its stake to 28% of share capital (standstill) and that it must not hold less than 20% of the Company's share capital (lock-up). If Madeco's stake crosses the threshold of 25% of the Company's share capital this three-year period, the lock-up obligation will automatically be raised to 25%. The other primary provisions of the initial agreement remain unchanged.

This amendment, which permits Madeco to consolidate its position in the Company's capital, is in the interest of the Company in that it allows the Nexans Group to be supported by an industrial reference shareholder who has committed to supporting the Group's strategy as a long-term partner. Reinforcing Madeco's position in the Company's share capital will be carried out while respecting the rights and interests of other shareholders, taking into account, first of all, the obligation undertaken by Madeco to limit its participation to 28% of share capital and, second, the Company's statutory rules capping the voting rights expressed in the Shareholders' Meeting by any shareholder on structuring transactions at 20%. This obligation and these rules entail that Madeco will remain a minority shareholder without veto rights on structuring operations which could be realized by the Company. It is also noted that the amendment does not modify governance at the Board level; Madeco still has the right to propose three candidates to the Board of Directors, of which one would be appointed to a Board Committee, pursuant to the original agreement.

2. Settlement agreement dated November 26, 2012 concerning the seller's warranty granted by Madeco in connection with the February 21, 2008 Purchase Agreement

When the Purchase Agreement for the Madeco group's cables business was executed on February 21, 2008, the Madeco group gave a seller's warranty. The Company and its Brazilian subsidiary Nexans Brasil subsequently made claims under this warranty and a settlement agreement, authorized by the Board of Directors on November 20, 2012, was entered into between the three parties concerning the amounts payable by the Madeco group to Nexans Brasil in relation to the outcome of civil, employment law and tax proceedings in Brazil.

Under the terms of this settlement agreement, Madeco undertook to pay Nexans Brasil a lump sum of around BRL 23.6 million (approximately €9.4 million). In parallel, the Madeco group will not be required to pay any compensation with respect to the civil and employment law proceedings still in progress that were specified in the settlement agreement, except if the total amount of the damage suffered by the Company exceeds a certain limit. Some tax proceedings in Brazil relating to the period prior to the acquisition, or in progress at the time of the acquisition and still ongoing at the date of the settlement agreement will be excluded from the scope of the settlement agreement.

This settlement agreement allows the Group to close long discussions relating to claims formulated by the Company under the seller's warranty (in particular in connection with civil and labor proceedings about which the parties have disagreed) and to preserve the financial interests of the Group, Nexans and Nexans Brasil who retained their right to make claims under the seller's warranty with relation to significant financial litigations.

The Accounts and Audit Committee examined the proposed settlement agreement on the basis of a note from management and upon consulting the law firm advising Nexans through these negotiations. In view of the financial terms proposed, the Committee gave a favourable opinion of concluding this transaction; subsequently, the Board of Directors debated the agreement without the presence of the three directors proposed by the primary shareholder and ultimately approved of it.

• Agreements entered into with BNP Paribas (Resolution 7)

For its operation, the Nexans Group is called to work with different first-rate financial establishments, including the group BNP Paribas. Two agreements undertaken in 2012 and early 2013 with banking syndicates, including BNP Paribas, are submitted to shareholder approval pursuant to law, taking into account BNP Paribas' stake in this agreements and the fact that Mr. Georges Chodron de Courcel, director of the Company, is the Deputy CEO of BNP Paribas.

Pursuant to the provisions of section 5.2 of the Internal Regulations of the Board, and given the potential conflict of interest, the conclusion of these agreements was the subject of prior review by the Appointments, Compensation and Corporate Governance Committee.

1. Underwriting agreement for ordinary bonds issued in 2012

In connection with its December 19, 2012 issue of bonds representing an aggregate nominal value of €250 million with an annual fixed-rate coupon of 4.25% and maturing on March 19, 2018, the Company concluded an underwriting agreement executed on December 17, 2012 with a banking syndicate which included BNP Paribas. Pursuant to this agreement, Nexans undertook to issue bonds representing a maximum nominal value of €250 million, and the bank syndicate undertook to place the bonds or subscribe to the bonds itself on the basis of certain representations and warranties given by Nexans and in return for payment by Nexans. The three guarantors are BNP Paribas, Crédit Agricole Corporate Investment Bank and Société Générale. The fee paid for 2012 and shared among the guarantors was €1.5 million.

Concluding an underwriting agreement with leading financial establishments is an indispensable market practice when undertaking a market transaction. The Board assured itself that the banking syndicate's financial proposal corresponded to normal market conditions through quotations received from several leading financial establishments.

2. Amendment to the Multicurrency Revolving Facility Agreement (syndicated loan) dated December 1, 2011 for the purpose of introducing BNP Paribas as an additional

On December 7, 2012, the Board of Directors authorized the execution of a related-party agreement corresponding to an amendment N°2 to the December 1, 2011 syndicated loan agreement entered into between (i) the Company and Nexans Services and (ii) a pool of French and foreign banks, and concerning a confirmed credit facility of €540 million expiring on December 1, 2016.

The amendment N°2 to the syndicated loan agreement, which was executed on February 5, 2013 after obtaining the unanimous approval of the banking syndicate, consisted of raising the total credit line by €60 million and of introducing BNP Paribas as a lender (1).

This amendment N°2 with BNP Paribas fits with the Group's strategy of keeping enough financial flexibility at all times. The agreement effectively permits the Group to raise its confirmed credit line by around €60 million (for a total confirmed credit line of nearly €600 million) through being supported by a leading financial establishment. As a lender, BNP Paribas joins the syndicated loan contract strictly under the same conditions as the other lending establishments and will receive the same compensation for its participation starting from the date of its addition to the aforementioned agreement.

Signing the amendment N°2 therefore let to a participation commission for BNP Paribas equal to 0.68% of the amount of its participation, i.e. €385,333.

Authorization to be given to the Board of Directors to purchase or sell shares of the Company (Resolution 8)

You are asked to renew, under the same conditions, the authorization granted by the Shareholders' Meeting of May 15, 2012 which expires at this Shareholders' Meeting, so that the Company will have the ability to repurchase its shares at any time. This new authorization will expire at

(1) As announced on December 7, 2012, a first amendment was signed to the syndicated loan agreement on December 19, 2012 (which did not constitute a related-party transaction), which main purpose was a temporary increased flexibility of the leverage ratio provided under the syndicated loan agreement.

the end of the Shareholder's Meeting that will be called to approve the financial statements for the fiscal year ending on December 31, 2012 and at the latest eighteen months from your Shareholders' Meeting.

It is reminded that as of December 31, 2012, the Company did not hold any of its shares and that the Board of Directors did not invoke the equivalent authorization adopted by the Shareholders' Meetings on May 25, 2010, on May 31, 2011 and on May 15, 2012.

You are therefore asked to authorize the Board of Directors, with the power to sub-delegate, to purchase or cause the purchase of shares of the Company, with a view to carrying out the following operations: the delivery of shares in connection with external growth transactions; the delivery of shares in connection with the exercise of rights relating to securities giving access to share capital of the Company (valeurs mobilières donnant accès au capital); the allocation of free shares; the implementation of any stock option plan; the allocation or transfer of shares to employees in order to allow them to participate in the Company's performance and the implementation of any employee savings plan; as a general matter, the satisfaction of the obligations relating to the share option plans or other share allocations to employees or corporate officers of the Company or one of its related companies; the cancellation of all or part of repurchased shares; the stimulation of the secondary market or of the liquidity of the Nexans share through an investment services provider and in connection with a liquidity contract.

The sale purchases may relate to a number of shares such that:

- The total number of purchased shares does not exceed 10% of the total number of shares making up the capital of the Company at any time, it being specified that the number of shares acquired for the purpose of being subsequently exchanged or given as payment in connection with a merger, spin-off or contribution shall not exceed 5% of the Company's capital and provided that when the shares are acquired in order to stimulate share liquidity as provided for by the general regulations of the Autorité des Marchés Financiers, the number of shares to be taken into account for purposes of calculating the 10% limit provided for in this paragraph will be equal to the number of shares purchased reduced by the number of shares resold during the term of the authorization;

- The number of shares held by the Company at any given time does not exceed 10% of the number of shares making up the share capital of the Company on the date in question.

Shares may be bought, sold or transferred at any time within the limits authorized by legal and regulatory provisions in force, except during a public tender offer, and by any other means. The maximum purchase price per share pursuant to this resolution is €60. In case of re-sale of shares on the stock market, the minimum price at which treasury shares may be sold is set at €35 per share. The amount that may be spent by the Company to buy back its own shares may not exceed €100 million.

EXTRAORDINARY SESSION

Throughout 2012, the Company made the following uses of delegations agreed to by the Shareholders' Meeting:

February 29, 2012	**Financing: issuing OCEANE 2,5% 2019 bonds** Delegated by the Board on February 7, 2012, the Chairman and CEO decided on February 21 and 22, 2012, to issue bonds of around €275 million represented by around 3.8 million OCEANE with an annual interest rate of 2.5% and expiring on January 1, 2019. This bond issue fits with the financial strategy and prior practice of the Group and allows extending debt maturity by refinancing a part of the OCEANE bonds expiring on January 1, 2013 still in circulation.
August 3, 2012	**Employee Shareholding** The Board in 2012 undertook an share capital increase reserved to employees in a total sum of €12.1 million pursuant to delegations adopted by the Shareholders' Meeting of May 15, 2012, comprising (i) the issuance of 399,995 new shares for the benefit of Group employees who subscribe to the company savings plan, and (ii) the issuance of 99,989 new shares for the benefit of Crédit Agricole CIB as the structuring bank. This transaction falls within the employee shareholding development policy that the Group has followed since its inception.
November 20, 2012	**Long-term compensation: allocation of performance shares** On November 20, 2012, the Board of Directors, using the delegation granted by the Shareholders' Meeting of May 15, 2012, adopted a long-term compensation plan no.11 providing for the allocation of 157,055 performance shares (as long as the performance conditions are reached and in the case of a maximal performance of 150%) and the allocation of 15,000 free shares (without performance conditions).

The Board of Directors asks you to vote on **Resolutions 9, 10, and 11** under the conditions and limits presented hereunder. The duration of the delegations proposed is for **eighteen months from the date of this Shareholders' Meeting**. These resolutions may lead to a capital increase with a cancellation of preferential subscription rights. Effectively, these resolutions entail by law that shareholders relinquish their preferential subscription rights to the beneficiaries of these issuances or allocations.

Allocation of performance shares and restricted (free) shares (Resolutions 9 and 10)

Given the use made of delegations allowing the allocation of performance shares and restricted (free) shares to Group managers over the course of 2012, the Board of Directors asks you to vote on two delegations of powers similar to those provided under Resolutions 22 and 24 adopted by the May 15, 2012 Shareholders' Meeting.

Since 2011, the Group has adopted a long-term compensation policy allocating to the main managers of the Group (including members of the Executive Committee) performance shares as well as, to the benefit of certain high-potential managers and without a recurring nature, a limited number of restricted (free) shares.

The Group wishes that its long term compensation policy is even more closely defined within a global strategy to reinforce employee loyalty and motivation in view of market practices. Given the adoption of a 3-year strategic plan, the Company proposes to adapt as follows its policy of allocating performance shares, specifying that the policy of allocating restricted (free) shares would remain unchanged:

• ***Adjusting the incentive mechanism according to the concerned population:***

- the Chairman and CEO would receive performance shares (with effective potential availability at the end of a five-year period), the number of which will be determined in view of his compensation package;
- the main executives/managers of the Group would be allocated performance shares associated with a conditional monetary incentive indexed on objectives in the Group's three-year strategic plan ;
- a wider population of executives/managers would benefit from the conditional monetary incentive indexed on objectives in the Group's three-year strategic plan.

• ***Aligning economic performance conditions with the strategic plan 2013-2015 goals*** and increasing the stock market performance condition's representativeness by expanding the reference sample (10 companies instead of nine), while also adopting a more demanding performance scale.

Characteristics of the performance and free share plan put forward to the Shareholders' Meeting

<table>
<tr><td>Scope</td><td>Around 160 top managers in France and abroad, including the Chairman and CEO and members of the Executive Committee.</td></tr>
<tr><td>Rules of Allocation</td><td> - At most 260,000 performance shares, representing approximately 0.88% of share capital at the end of 2012, targeting a revised population of executives/managers including the Chairman and CEO, the other members of the Executive Committee and certain top managers of the Group. It must be noted that these 260,000 shares correspond to a maximum performance on the two retained performance conditions described hereafter. - The performance shares allocated to the Chairman and CEO would represent less than 0.2% of share capital as of December 31, 2012, and corresponding to approximately 125% of the fixed component of his compensation. The part reserved for the Chief Executive Officer would represent no more than 20% of the total allocation budget of the performance and restricted (free) shares plan. - At most 15,000 free shares (not submitted to performance conditions), representing approximately 0.05% of share capital at the end of 2012, to be awarded only to a limited population of high-potential managers and/or exceptional contributors (aside from members of the Executive Committee and other beneficiaries of performance shares), without a recurring nature. </td></tr>
<tr><td>Dilutive impact</td><td>The full dilutive impact of the plan envisaged would be no more than 0.93% of share capital as of December 31, 2012[1].</td></tr>
<tr><td>Acquisition period</td><td>3-year minimum for French residents
4 years for non-French residents</td></tr>
<tr><td>Lock-up period</td><td>2-year minimum for French residents
No minimum duration for non-French residents</td></tr>
<tr><td>Performance conditions</td><td> The vesting of the performance shares will be subject to a condition of presence as well as demanding performance conditions each measured over a period of three years. The performance conditions are divided into two categories, stock market performance and financial performance. - Half of the performance shares granted will be subject to a stock market performance condition which will measure Nexans' share performance over three years compared to a pre-defined indicator calculated from a benchmark sample including the following ten companies: Alstom, Legrand, Prysmian, General Cable, Rexel, ABB, Schneider Electric, Saint Gobain, Leoni and NKT. The number of performance shares that will be effectively vested will depend upon the achieved level of performance based on the following scale, which is even more demanding than the scale adopted for the previous plans :
<table>
<tr><td>Nexans Ranking vs. Peer Group</td><td>% of performance shares vested effectively acquired under this condition</td></tr>
<tr><td>> 90th percentile</td><td>100%</td></tr>
<tr><td>> 80th percentile</td><td>80%</td></tr>
<tr><td>> 70th percentile</td><td>70%</td></tr>
<tr><td>> 60th percentile</td><td>60%</td></tr>
<tr><td>≥ median</td><td>50%</td></tr>
<tr><td>< median</td><td>0%</td></tr>
</table>
- The other half of performance shares granted will be subject to an economic performance condition consisting of measuring the level of achievement at end 2015 of the operational margin and ROCE objectives of the three-year strategic plan 2013-2015 which were published on February 2013. The number of performance shares subject to the economic performance condition that will be effectively vested will be determined based on the below scales. It is specified that one fourth of the performance shares granted will be linked to the level of operational margin achieved and one fourth will be linked to the level of ROCE achieved.
<table>
<tr><td>Group OM 2015</td><td>% of vested shares under this condition</td></tr>
<tr><td>≥400 M€</td><td>100%</td></tr>
<tr><td>≥390 M€ and <400 M€</td><td>90%</td></tr>
<tr><td>≥380 M€ and <390 M€</td><td>80%</td></tr>
<tr><td>≥370 M€ and <380 M€</td><td>70%</td></tr>
<tr><td>≥360 M€ and <370 M€</td><td>60%</td></tr>
<tr><td>≥350 M€ and <360 M€</td><td>50%</td></tr>
<tr><td>< 350 M€</td><td>0%</td></tr>
</table>
<table>
<tr><td>Group ROCE 2015</td><td>% of vested shares under this condition</td></tr>
<tr><td>≥12%</td><td>100%</td></tr>
<tr><td>≥11% and <12%</td><td>90%</td></tr>
<tr><td>≥10% and <11%</td><td>80%</td></tr>
<tr><td>≥9% and <10%</td><td>70%</td></tr>
<tr><td>≥8% and <9%</td><td>60%</td></tr>
<tr><td>≥7% and <8%</td><td>50%</td></tr>
<tr><td>< 7%</td><td>0%</td></tr>
</table></td></tr>
</table>

(1) Additionally, the average three-year unadjusted burn rate is 0.77%, and therefore below the cap defined by the consulting agency ISS's (2013 French Equity-Based Compensation FAQ).

Resolutions submitted to the Shareholders' Meeting

Pursuant to Article L. 225-197-1 of the French Commercial Code, the Board of Directors asks the Shareholders' Meeting to delegate to the Board its authority in order to allocate to certain personnel among employees and possibly executives of the Company and the companies and entities linked to it that it shall determine, under conditions allowed for by Article L. 225-180 of the French Commercial Code regarding performance shares, with a nominal cap of €260,000 **(Resolution 8)** and regarding restricted (free) shares (not subject to performance conditions) with a nominal cap of €15,000 **(Resolution 9)**. Voting on these resolutions entails, pursuant to law, shareholders' express renunciation of all preferential subscription rights to the benefit of the recipients of these allocations.

These proposed delegations are strictly limited to the needs of the plan enumerated hereabove. The totals will be allocated from what has not been used of the €13.4 million cap applicable to financial authorizations authorized by the Shareholders' Meeting of May 15, 2012 in effect until July 15, 2014 and applicable to the financial authorization submitted to this Shareholders' Meeting as the Resolution 11.

Allocations to the Chairman and CEO

Any allocations to the Chairman and Chief Executive Officer are to be subject to prior review by the Appointments, Compensation and Corporate Governance Committee and by a Board of Directors decision. As any future allocations will also be, past allocations were compliant with the AFEP-MEDEF Code recommendations and with the characteristics set forth in the Internal Regulations of the Board of Directors (published in whole on the website www.nexans.com), including the following:

Timing	Annual grants, except where decided otherwise and in exceptional circumstances.
Performance conditions	Performance shares granted to executives will vest only if the Appointments, Compensation and Corporate Governance Committee decides that the performance conditions set forth by the Board at that time have been satisfied.
Custody obligation	Pursuant to Article L. 225-197-1 II, paragraph 4 and to the AFEP-MEDEF Corporate Governance Code, executive officers must keep a significant and increasing number of any shares acquired on the vesting of performance shares.
Purchase obligation	The allocation of shares to the Chairman and CEO is subject to the obligation to purchase a defined number of shares at the time when the performance shares become vested and available.
Prohibition of hedging instruments	Performance shares granted to members of the Executive Committee (including the Chairman and CEO) may not be hedged during the acquisition period and, for those beneficiaries who are French tax residents at the date of grant, during the subsequent holding period.
Recommended « black out » periods	Group procedure on insider trading.

Employee shareholders (Resolution 11)

Article L. 225-129-6 of the French Commercial Code requires that the Shareholders' Meeting vote on a draft resolution allowing a capital augmentation reserved to those subscribed to an employee savings plan as soon as the agenda of this Shareholders' Meeting includes adopting resolutions the terms of which include a capital increase completed through a cash contribution. Therefore, in order to comply with this requirement, you are asked to vote on renewing the authorization to proceed with a capital increase reserved for employees under similar conditions to those of the authorization granted by the Shareholders' Meeting on May 15, 2012.

The authorization would be granted for a total of €400,000, representing the creation of 400,000 new shares. This sum would be deducted from the total cap of €13.4 million not yet used, applicable to financial authorizations authorized by the Shareholders' Meeting of May 15, 2012 in effect until July 15, 2014 and to the financial authorizations submitted to this Shareholders' Meeting in the form of Resolutions 9 and 10.

Pursuant to Group policy regarding employee shareholder development which consist of implementing bi-annual plans, Nexans does not foresee completing an employee shareholder transaction during 2013.

Employee-shareholder plan « Act 2012 » - On August 3, 2012, Nexans proceeded with launching a capital increase reserved for Group employees in which 499,984 new shares were issued. The « Act 2012 » offering included the option of a structured leverage effect formula that included a guaranty for the original amount invested by the employees as well as a multiple of the potential share performance. The shares were subscribed through a Fonds Commun de Placement d'Entreprise at a discounted share price. In countries where the offer of FCPE shares with the structured leverage effect formula option would incur legal or financial difficulties, an alternative formula was proposed taking into account Stock Appreciation Rights (SAR).

The subscription price was €24.28 per share (i.e. a discount of 20% with respect to the average stated over the course of the twenty preceding stock market trading days), i.e. a total sum capital increase, premium included, of around €12 million.

The relative cost of this plan was accounted for in 2012 for a sum of €0.50 million and takes into account the cost of inaccessibility for the employees in countries in which implementing an FCPE was possible.

Summary of financial authorizations adopted by the 2012 Shareholders' Meeting and proposals submitted to this Shareholders' Meeting

The chart below summarizes authorizations for capital increase adopted by the Shareholders' Meeting of May 15, 2012 still in force until July 15, 2014 and the authorization proposals submitted for a vote to this Shareholders' Meeting for a duration of eighteen months:

	Limits per resolution(1)	**Sub-limits applicable to several resolutions**
Issuance of ordinary shares with preferential subscription rights **(R14 - AG 2012)** with possible over-allotment if successful **(R17 - AG 2012)**	€13.4 million ** (less than 50% of capital)	€13.4 million** (less than 50% of capital)
Issuance of debt securities giving access to the share capital (OC, ORA, OBSA, OCEANE…) without PSR, by public offer **(R15 - AG 2012)** or by private offer **(R16 - AG 2012)** with possible over-allotment option **(R17 - AG 2012)**	Shares = €3.9 million* (less than 15 % of capital) Debt securities = €300 million	
Issuance of shares or securities giving access to the share capital as consideration for contributions of shares to the Company securities **(R18 - AG 2012)**	5% of share capital	
Allocation of performance shares **(R9 - AG 2013)**	€260,000	
Allocation of free shares **(R10 - AG 2013)**	€15,000	
Issuance of shares or of valeurs mobilières donnant accès au capital reserved for employees **(R11 - AG 2013)**	€400,000	
Issuance of shares through incorporations of premiums, reserves, profits or other **(R19 - AG 2012)**	€10 million	-
		Overall cap €23.4 million

** Considering the impact on the initial cap of the issuance of 99,989 shares in August 2012 pursuant to Resolution 21 adopted by the Shareholders' Meeting of May 15, 2012 (employee shareholding plan « Act 2012 »).*

*** Considering the impact on the initial cap of (i) the issuance of 399,995 shares in August 2012 pursuant to Resolution 20 adopted by the Shareholders' Meeting of May 15, 2012 (employee shareholder plan « Act 2012 ») ; (ii) the allocation of 157,055 performance shares in November 2012 on the basis of Resolution 22 adopted by the Shareholders' Meeting of May 15, 2012; and (iii) the allocation of 15,000 restricted (free) shares in November 20, 2012 on the basis of Resolution 24 adopted by the Shareholders' Meeting of May 15, 2012.*

(1) The maximum nominal sum of capital increases to be undertaken corresponds to the maximal number of shares to be issued to the extent that the nominal value of a share of the Company is equal to one euro.

ORDINARY SESSION

Powers for formalities (Resolution 12)

The 12th resolution is an ordinary resolution that concerns the granting of the necessary powers to accomplish the formalities related to the resolutions adopted by the Shareholders' Meeting.

Draft resolutions

ORDINARY SHAREHOLDERS' MEETING

FIRST RESOLUTION

Approval of the Company's financial statements for the year ended on December 31, 2012 - Board of Directors' management report – Discharge of the Directors

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and having considered the Company's financial statements for the year ended on December 31, 2012 which include the balance sheet, the income statement, the annexes, the Chairman of the Board of Directors' report, the Board of Directors' report and the Auditors' report, approves in their entirety the parent company's financial statements for the year ended on December 31, 2012, showing a loss of €35,486,061, together with the transactions reflected in these financial statements or summarized in the reports.

In accordance with Article 39-4 of the French Tax Code (CGI), the Shareholders' Meeting acknowledges that there were no expenses or charges that were not tax-deductible in the 2012 financial year.

The Shareholders' Meeting discharges all members of the Board of Directors for the financial year ended on December 31, 2012.

SECOND RESOLUTION

Approval of the consolidated financial statements for the year ended on December 31, 2012

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and having considered the Chairman of the Board of Directors' report, the Board of Directors' report and the Auditors' report concerning the consolidated financial statements for the year ended on December 31, 2012 which include the balance sheet, the income statement and the annexes, approves in their entirety the consolidated financial statements for the year ended on December 31, 2012, as presented by the Board of Directors, showing a net income (group share) of 27 million euros, together with the transactions reflected in those financial statements or summarized in the reports.

THIRD RESOLUTION

Allocation of income and payment of dividend

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and having considered the Board of Directors' report and the Auditors' Report, decides to allocate the result for the financial year, i.e. a loss of €35,486,061 as follows:

Distributable income amounts to:

Retained earnings from previous years	€273,649,281
Profit from last financial year	€(35,486,061)
Compulsory reserve	€0
Total distributable income	**€238,163,220**

Distribution of income

((Based on the number of shares making up the share capital as of December 31, 2012, i.e. 29,394,042 shares)

€0.50 per share	
i.e. a dividend distribution of	€14,697,021
Retained earnings after distribution	€223,466,199
Total	**€238,163,220**

The dividend payable for each share of the Company carrying the right to receive a dividend will be €0.50 per share. The total amount of dividends to be paid is therefore €14,697,021, based on the number of shares making up the share capital as of December 31, 2012.

The dividend will be detached on May 17, 2013 and paid starting on the sixth trading day following the date of the Shareholders' Meeting, i.e. May 22, 2013.

However, this total may be increased (and retained earnings accordingly reduced) by an additional maximum amount of €654,102.50, reflecting the maximum number of 1,308,205 additional shares which may be issued between January 1, 2013 and May 22, 2013 (date of payment of the dividend), pursuant to the exercise of existing share subscription options.

If Nexans holds treasury stock at the date of payment of the dividend, the amounts corresponding to unpaid dividends on these shares will be allocated to retained earnings.

Pursuant to Article 243 bis of the French Tax Code (CGI), it is specified that the shares are all in the same category and that the total dividend amount, when paid to shareholders who are French tax residents, will qualify for the 40% allowance provided for in paragraphs 2 and 3 of Article 158 of the French Tax Code.

The Shareholders' Meeting acknowledges to the Board of Directors that the amount of dividends paid over the last three financial years, as well as the amount of the dividends qualifying for the 40% allowance, was as follows:

	Fiscal Year 2009 (distribution in 2010)	Fiscal Year 2010 (distribution in 2011)	Fiscal Year 2011 (distribution in 2012)
Gross dividend per share	€1	€1.1	€1.1
Number of eligible shares	28,101,995	28,710,443	28,760,710
Total distribution	€28,101,995	€31,581,487	€31,636,781

For fiscal years 2009, 2010 and 2011, all of the shares were of the same category.

FOURTH RESOLUTION

Renewal of Mr. Jérôme Gallot's mandate as member of the Board of Directors

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and having considered the Board of Directors' report, renews Mr. Jérôme Gallot's expiring mandate as member of the Board of Directors for a period of four years, which will expire at the end of the Shareholders' Meeting called to approve the financial statements for the year ending December 31, 2016.

FIFTH RESOLUTION

Renewal of Mr. Francisco Pérez Mackenna's mandate as member of the Board of Directors

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and having considered the Board of Directors' report, renews Mr. Francisco Pérez Mackenna's expiring mandate as member of the Board of Directors for a period of four years, which will expire at the end of the Shareholders' Meeting called to approve the financial statements for the year ending December 31, 2016.

SIXTH RESOLUTION

Approval of related-party agreements between the Company and Madeco

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and in light of the Board of Directors' report and the Auditors' special report with respect to agreements governed by Articles L. 225-38 and L. 225-40 to L. 225-42 of the French Commercial Code, acknowledges the conclusions contained in this report and approves the two new agreements concluded between the Company and Madeco.

SEVENTH RESOLUTION

Approval of related-party agreements between the Company and BNP Paribas

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and after reviewing the Board of Directors' report and the Auditors' special report with respect to agreements governed by Articles L. 225-38 and L. 225-40 to L. 225-42 of the French Commercial Code, acknowledges the conclusions contained in this report and approves the two new agreements concluded between the Company and BNP Paribas.

EIGHTH RESOLUTION

Authorization to be given to the Board of Directors to purchase or sell acquired shares of the Company

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and having considered the Board of Directors' report, authorizes the Board of Directors, in accordance with Articles L. 225-209 et seq. of the French Commercial Code, with the power to sub-delegate as permitted by law, to acquire shares, either directly or through an authorized intermediary, for the purposes of:

- delivering shares (as exchange consideration, as payment or other) in connection with acquisitions, mergers, split offs or contributions; or
- delivering shares in connection with the exercise of rights attached to securities giving access to the share capital of the Company (valeurs mobilières donnant accès au capital); or
- allocating restricted (free) shares in accordance with Articles L. 225-197-1 et seq. of the French Commercial Code; or

- implementing any Company stock options plan in accordance with Articles L. 225-177 et seq. of the French Commercial Code or any similar plan; or

- allocating or selling shares to employees as part of their involvement in the performance of the Company or pursuant to employee savings plans (PEE) in accordance with applicable law and in particular Articles L. 3332-1 et seq. of the French Labor Code; or

- as a general matter, to abide by the obligations relating to the share option plans or other share allocations to employees or corporate officers of the Company or one of its related companies ; or

- canceling all or part of the shares so acquired; or

- stimulating the secondary market or the liquidity of the Nexans share through an investment services provider operating totally independently and pursuant to a liquidity contract compliant with the ethical rules defined by the French regulatory authority (the Autorité des Marchés Financiers).

The Company may also carry out any operations on its shares for any reason permitted or that may come to be permitted by applicable laws and regulations. In this case, the Company will inform its shareholders through a press release.

The Company may acquire a number of shares such that:

- the number of shares acquired by the Company during the term of the plan does not exceed 10% of the number of shares making up the capital of the Company at any time, this percentage being applied to the adjusted capital as a result of the transactions that may affect it after the date of this Shareholders' Meeting, i.e., as an indication, on December 31, 2012, a capital of 29,394,042 actions, provided however (i) that the number of shares which can be acquired for the purpose of being held in treasury and subsequently exchanged or given as payment in connection with a merger, spin-off or contribution shall not exceed 5% of the share capital of the Company and (ii) that when the shares are acquired in order to stimulate share liquidity as provided for by the general regulations of the Autorité des Marchés Financiers, the number of shares to be taken into account for purposes of calculating the 10% limit provided for in this paragraph will be equal to the number of shares purchased reduced by the number of shares resold during the term of the authorization;

- the number of shares held by the Company at any given time does not exceed 10% of the number of shares making up the share capital of the Company.

Shares may be bought, sold or transferred at any time within the limits authorized by the legal and regulatory provisions in force at any given time, except during a public tender offer, by any method, either through the regulated markets, multilateral trading systems, systematic internalizers or concluded by way of a private agreement, including by buying or selling blocks of shares (without limiting the part of the share buy-back program which may be undertaken in this way), or through a public offer, a purchase or exchange of shares, the use of options or other derivatives whether traded on regulated markets, multilateral trading systems, through systematic internalizers or concluded by way of private agreement, or by allocating shares in connection with the issuance of securities giving access to the share capital of the Company (valeurs mobilières donnant accès au capital), either directly or indirectly, through an investment services provider.

The maximum purchase price per share pursuant to this resolution shall be €60 (or the exchange value of this amount on the same date in all other currencies).

In the event of any change in the nominal value of the shares of the Company, of any increase of the share capital by way of incorporation of retained earnings, of allocation of restricted (free) shares, of a share split or consolidation of shares, of the distribution of retained earnings or of any other assets, of repayment of the share capital and of any and all other transactions affecting shareholders' equity, the Shareholders' Meeting decides to delegate to the Board of Directors the necessary powers to adjust the abovementioned maximum purchase price to take into account the effect of these transactions on the value of the shares.

In case of re-sale of shares on the stock market, the minimum price at which treasury shares acquired pursuant to the buy-back program authorized by the present Shareholders' Meeting or any prior Shareholders' Meetings may be sold is set at €35 per

share. This price shall also apply to the allocation of treasury shares held by the Company further to the issuance, at any time after the date of this Shareholders' Meeting, of securities giving access to the share capital of the Company (valeurs mobilières donnant accès au capital). Notwithstanding the foregoing, in the event that the Company makes use of the possibilities provided by the fifth paragraph of Article L. 225-209 of the French Commercial Code, the price per share shall be determined in accordance with applicable laws and regulations. Furthermore, the minimum sales price shall not apply in the case of treasury shares exchanged or given as payment in connection with an acquisition, such price being applicable both to transfers decided after the date of this Shareholders' Meeting and to futures the terms of which have been set prior to this Meeting and which provide for sales of shares due to take place after this Meeting.
The amount that may be spent by the Company to buy back its own shares may not exceed €100 million.

This authorization cancels, as from the date hereof, any remaining unused balances under any prior authorization granted to the Board of Directors for the purpose of allowing the Company to sell or purchase its own shares. This authorization shall expire at the end of the Shareholders' Meeting called to approve the financial statements for the year ending on December 31, 2013 and, in any event, no later than eighteen months after the date of this Shareholders' Meeting.

The Shareholders' Meeting delegates to the Board of Directors the necessary powers, with the power to sub-delegate as permitted by law, for the purposes of implementing this authorization and, if necessary, defining the terms and conditions of the operation of the buy-back program, in particular by placing orders on the stock market, entering into any and all agreements, allocating or re-allocating the shares so purchased to the purposes sought by the Company, subject to applicable legal and regulatory conditions, determining, if necessary, how the rights of the holders of securities (valeurs mobilières) or options will be protected, subject to applicable legal and regulatory or contractual conditions, making all declarations required to be made to the Autorité des Marchés Financiers and any regulatory authority that may take its place, to carry out all formalities and, generally, take all required actions.

EXTRAORDINARY SHAREHOLDERS' MEETING

NINTH RESOLUTION

Ninth Resolution - Authorization to be given to the Board of Directors for the allocation of performance shares, whether already issued or to be issued, to employees and corporate officers of the Group, or to some of them, excluding the preferential subscription rights of shareholders, within the limit of a nominal amount of €260,000, subject to performance conditions set by the Board of Directors

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, and having considered the Board of Directors' report and the Auditors' special report:

1. authorizes the Board of Directors with the power to sub-delegate within the legal limits to allocate performance shares, whether already issued or to be issued (excluding preferred shares), on one or more occasions, in accordance with the provisions of Articles L.225-197-1 et seq. of the French Commercial Code, to those beneficiaries or categories of beneficiaries that it shall choose from among the employees of the Company or of related companies or groups as provided for in Article L.225-197-2 of that Code, and the corporate officers of the Company or of related companies or groups that meet the conditions stipulated in Article L.225-197-1, II, of such Code under the conditions defined below;

2. decides that the total nominal amount of the existing or new shares which may be allocated pursuant to this authorization will not exceed €260,000 or the equivalent in all other currencies or monetary unit calculated by reference to several currencies (the above limit will be increased by the par value of any shares that may be issued as part of any new financial transactions, in order to protect the rights of holders of securities giving access to the share capital), with the understanding that the maximum nominal amount of the capital increases capable of being carried out immediately or in the future pursuant to this delegation will be deducted from the overall limit of €14 million stipulated in paragraph 2 of the 14th resolution of the Shareholders' Meeting of May 15, 2012 or, where applicable, from the amount of the limit stipulated in a resolution of the same nature that might possibly succeed those resolutions during the period of validity of this delegation;

3. decides that the allocation of those shares to the beneficiaries will only become final subject to the application of the performance criteria already set by the Board of Directors prior to this Shareholders' Meeting and submitted in the Board of Directors' report on the resolutions of this Shareholders' Meeting;

4. decides further that the allocation of those shares to their beneficiaries shall only become final either (i) upon the end of a minimum vesting period which shall be no shorter than the minimum vesting period set by the French Commercial Code on the date of the decision of the Board of Directors, (i.e., currently two years), the beneficiaries having to hold those shares for a minimum period that may not be lower than the vesting period provided for in the French Commercial Code on the date of the Board of Directors' decision (i.e., currently two years after the final distribution of such shares), or (ii) upon the end of a minimum vesting period of four years, the beneficiaries no longer being restricted by any holding period, with the understanding that in both cases the allocation of the shares to their beneficiaries shall become final before the expiration of the aforementioned vesting period in the case of the disability of a beneficiary corresponding to classification in the second or third category under Article L.341-4 of the French Social Security Code, or a similar category in a foreign country, and that the shares shall be freely transferable in the case of the disability of the beneficiary corresponding to the classification in the aforementioned categories of the French Social Security Code, or a similar category in a foreign country;

5. confers full authority to the Board of Directors, with the power to sub-delegate within legal limits, in order to implement this authorization, in particular for the purposes of:

- determining whether the performance shares are shares to be issued or existing ones and, where applicable, to modify its choice prior to the final distribution of the shares;

- determining the identity of the beneficiaries, or of the category or categories of beneficiaries, of the allocations of shares among the employees and corporate officers of the Company or the aforementioned companies or groups and the number of shares allocated to each of them;

- setting the conditions and, where applicable, the criteria for the allocation of the shares, particularly the minimum vesting period and the conservation period required of each beneficiary, under the conditions stipulated above, with the understanding that in the case of shares granted freely to corporate officers, the Board of Directors must either (a) decide that the shares granted freely cannot be transferred by the interested parties so long as they remain in office, or (b) set the number of freely granted shares that they are required to hold in registered form so long as they remain in office;

- providing for the authority to suspend the allocation rights temporarily;

- recording the dates of final allocation and the dates as of which the shares may be freely transferred, taking into consideration the legal restrictions;

- in the case of the issuance of new shares, deducting, where applicable, from the reserves, profits, or issue premiums, the amounts necessary to pay for those shares, recording the capital increases carried out pursuant to this authorization, making the corresponding amendments to the By-laws and in general accomplishing all the necessary acts and formalities;

6. decides that the Company, where applicable, may adjust the number of freely allocated shares so as to protect the rights of the beneficiaries of such shares, taking into account in particular the consequences of certain transactions on the Company's share capital, in particular in the event of a modification of the nominal value of the shares, a capital increase through the incorporation of reserves, an allocation of performance shares, an issuance of new shares or securities giving the right to acquire shares of the company with preferential subscription rights in favor of existing shareholders, share splits or consolidation of shares, the distribution of retained earnings, issuance premiums or any other asset, the repayment of share capital, the modification of the rights to share in profits as a result of the issuance of preferred shares or any other transactions affecting shareholders' equity or share capital (including in the case of a tender offer or a change of control), provided that the shares allocated in application of these adjustments shall be deemed to have been allocated on the same day as the shares initially allocated;

7. acknowledges that in the event of the free allocation of new shares, this authorization shall entail, as and when those shares are finally allocated, a capital increase by way of incorporation of reserves, profits or issue premiums for the benefit of the beneficiaries of those shares and a corresponding waiver by the shareholders of their preferential subscription rights to those shares, in favor of the beneficiaries thereof;

8. acknowledges that, if the Board of Directors uses the authorization granted to it under this resolution, the Board of Directors shall report on the use made by it of such authorization to the next Ordinary Shareholders' Meeting, in accordance with Articles L.225-197-1 to L.225-197-3 of the French Commercial Code and subject to the conditions set out in Article L.225-197-4 of the Code;

9. acknowledges the fact that this authorization cancels, as of today, any remaining unused balance under any authorization given previously to allocate free of charge existing or new shares to employees or corporate officers of the Company or related companies or groups, or to some of them;

10. decides that this authorization is given for a period of eighteen months as of this date.

TENTH RESOLUTION

Authorization to be given to the Board of Directors for the allocation of restricted (free) shares, whether already issued or to be issued, to employees, or to some of them, excluding the preferential subscription right of shareholders, within the limit of a nominal amount of €15,000

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, and after having considered the Board of Directors' report and the Auditors' special report:

1. authorizes the Board of Directors, with the power to sub-delegate within the legal limits, within the scope of the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code, to make one or more free allocations of existing or future shares (with the exception of preferred shares), for the beneficiaries or categories of beneficiaries that it shall choose from among the employees of the Company or the related companies or groups under the conditions set forth in Article L. 225-197-2 of that Code, or the related companies or groups that fulfill the conditions stipulated in Article L. 225-197-1, II of that Code, under the conditions specified below;

2. decides that the total nominal amount of the existing or future shares allocated pursuant to this authorization cannot be greater than €15,000 (this limit shall be increased, where applicable, by the nominal amount of any additional shares that may be issued as part of any new financial transactions, in order to protect the rights of holders of securities giving access to the share capital), with the understanding that the maximum nominal amount of the capital increases capable of being realized immediately or in the future pursuant to this delegation shall be deducted from the amount of the overall limit of €14 million stipulated in paragraph 2 of the 14th resolution of the Shareholders' Meeting of May 15, 2012 or, where applicable, from the amount of the limit stipulated in a resolution of the same nature that might possibly succeed those resolutions during the period of validity of this authorization;

3. decides further that the allocation of those shares to their beneficiaries shall only become final either (i) upon the end of a minimum vesting period which shall be no shorter than the minimum vesting period set by the French Commercial Code on the date of the decision of the Board of Directors (i.e., currently two years), the beneficiaries having to hold those shares for a minimum period which shall be no shorter than the minimum vesting period set by the French Commercial Code on the date of the decision of the Board of Directors (i.e., currently two years from the final grant of such shares), or (ii) upon the end of a minimum vesting period of four years, the beneficiaries no longer being restricted to any holding period, with the understanding that in both cases, the allocation of the shares to their beneficiaries shall become final before the expiration of the aforementioned vesting period in the case of the disability of a beneficiary corresponding to classification in the second or third category under Article L. 341-4 of the French Social Security Code, or a similar category in a foreign country, and that the shares are freely transferable in the case of the disability of the beneficiary corresponding to the classification in the aforementioned categories of the French Social Security Code, or a similar category in a foreign country;

4. confers full authority to the Board of Directors, with the power to sub-delegate within legal limits, in order to implement this authorization, in particular for the purposes of:

- determining whether the shares freely allocated are shares to be issued or are existing ones and, where applicable, modifying its choice prior to the final distribution of the shares;

- determining the identity of the beneficiaries, or the category or categories of beneficiaries, of the allocations of shares among the employees of the Company or the aforementioned companies or groups and the number of shares allocated to each of them;

- setting the conditions and, where applicable, the criteria for allocation of the shares, particularly the minimum vesting period and the holding period required for each beneficiary, under the conditions stipulated above;

- providing for the authority to suspend the allocation rights temporarily;

- recording the dates of final allocation and the dates as of which the shares may be freely transferred, taking into consideration the legal restrictions;

- in the case of the issuance of new shares, deducting, as applicable, from the reserves, profits or issue premiums, the amounts necessary to pay for those shares, recording the capital increases realized pursuant to this authorization, making the corresponding amendments to the By-laws and in general accomplishing all the necessary acts and formalities;

5. decides that the Company may, where applicable, make the necessary adjustments in the number of freely allocated shares in order to protect the rights of the beneficiaries, in accordance with possible transactions involving the Company's share capital, particularly in the event of a modification of the par value of the share, a capital increase through the incorporation of reserves, an allocation of restricted (free) shares, an issuance of new shares or securities giving the right to acquire shares of the Company with preferential subscription rights in favor of existing shareholders, share splits or consolidation of shares, a distribution of reserves, issue premiums or any other asset, the repayment of share capital, the modification of the rights to share in profits as a result of the issuance of preferred shares or any other transactions affecting shareholders' equity or share capital (including by way of a public tender offer and/or a change of control), on the understanding that the shares allocated in application of these adjustments shall be deemed to have been allocated on the same day as the shares initially allocated;

6. acknowledges that in the event of the free allocation of new shares, this authorization shall entail, as and when those shares are finally allocated, a capital increase by way of incorporation of reserves, profits or issue premiums for the benefit of the beneficiaries of those shares and a corresponding waiver by the shareholders of their preferential subscription rights to those shares, in favor of the beneficiaries thereof;

7. acknowledges the fact that in the event that the Board of Directors makes use of this authorization, it shall inform the Ordinary Shareholders' Meeting each year of the transactions carried out pursuant to the provisions of Articles L. 225-197-1 to L. 225-197-3 of the French Commercial Code, under the conditions set forth in Article L. 225-197-4 of that code;

8. acknowledges the fact that this delegation cancels as of today, where applicable, any remaining unused balance under any delegation given previously to the Board of Directors for the purpose of carrying out free allocations of existing or future shares to employees of the Company or related companies or groups, or to some of them;

9. decides that this authorization is given for a period of eighteen months as of this date.

ELEVENTH RESOLUTION

Authorization to be given to the Board of Directors to increase the share capital through an issuance, reserved for members of employee share savings plans and without preferential subscription rights, of shares or securities giving access to the share capital of the Company (valeurs mobilières donnant accès au capital) up to €400,000 in par value

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, and having considered the Board of Directors' report and the Auditors' special report, and in accordance with the provisions of Articles L.225-129-2, L.225-129-6 and L.225-138-1 of the French Commercial Code and of Articles L.3332-18 to L.3332-24 of the French Labor Code:

1. delegates to the Board of Directors, with the power to sub-delegate as permitted by law, the necessary powers to increase the share capital, on one or more occasions, up to a global maximum par value of €400,000 (the nominal amount of the shares that may issued, in addition, in the event of new financial transactions, to preserve the rights of holders of securities giving access to the share capital of the Company (valeurs mobilières donnant accès au capital) will be added to this limit, as applicable), by issuance(s) of shares or securities giving access to the share capital of the Company (valeurs mobilières donnant accès au capital) reserved for members of one or several employee share savings plans (or members of any other plan to whom a capital increase may be reserved on

similar conditions pursuant to Articles L.3332-1 et seq. of the French Labor Code or any similar law or regulation which would permit the reservation of an increase in capital in similar conditions) which may be put in place by the group made up of the Company and all foreign and French companies within the scope of consolidation of the Company in accordance with Article L.3344-1 of the French Labor Code; provided that this resolution may be used to introduce systems with a leverage effect and that the maximum par value of any capital increase which may be made pursuant to this resolution shall be deducted from the overall maximum limit of €14 million set in paragraph 2 of the 14th resolution of the Shareholders' Meeting of May 15, 2012 or, if applicable, from the global maximum limit potentially provided by a resolution of the same nature which could succeed such resolution during the term of this delegation;

2. decides that the authorization granted by the present resolution shall expire at the end of a period of eighteen months as from the date of this Meeting;

3. decides that the issue price for the new shares or securities giving access to the share capital of the Company (valeurs mobilières donnant accès au capital) which may be issued under this resolution will be determined in accordance with Articles L.3332-18 et seq. of the French Labor Code and shall be equal to at least 80% of the Reference Price (as defined hereafter); however, the Board of Directors is hereby expressly authorized to reduce or not grant the aforementioned discount if the Board deems this advisable, to the extent permitted by applicable laws and regulations, in particular in order to take into account, inter alia, applicable laws, taxes, accounting and social security regimes. For the purposes of this paragraph, the Reference Price shall mean the average of the opening price of the shares on the regulated market by Euronext Paris over the twenty trading days preceding the day on which the decision is taken to the open the subscriptions to members of employee share savings plans;

4. authorizes the Board of Directors to allocate to the beneficiaries mentioned above, in addition to the shares or securities giving access to the share capital of the Company (valeurs mobilières donnant accès au capital) to be subscribed to in cash, new or existing restricted (free) shares or securities giving access to the share capital of the Company (valeurs mobilières donnant accès au capital), in lieu of all or part of the discount on the Reference Price and/or in substitution for the employer's contribution; provided however that the benefit procured by the grant of such restricted (free) shares or securities does not exceed the applicable legal and regulatory limits set by Articles L.3332-10 et seq. of the French Labor Code;

5. decides to suppress, in favor of the abovementioned beneficiaries, the preferential subscription rights of existing shareholders to subscribe to the shares and securities giving access to the share capital of the Company (valeurs mobilières donnant accès au capital) issued pursuant to this authorization and also decides that the shareholders renounce, for no consideration, in the case of an allocation of restricted (free) shares, of any right they may have to receive such restricted (free) shares or securities giving access to the share capital of the Company (valeurs mobilières donnant accès au capital), including their right to any part of the reserves, profits or premiums incorporated to the capital for the purpose of issuing the restricted (free) shares allocated pursuant to this resolution;

6. authorizes the Board of Directors, subject to the terms and conditions set out in this authorization, to sell shares to the members of employee share savings plans as provided for by Article L.3332-24 of the French Labor Code, it being specified that the nominal amount of the shares so transferred with a discount to the members of one or several employee share savings plans mentioned in this resolution shall be deducted from the overall maximum limits mentioned in paragraph 1 above;

7. decides that the Board of Directors shall have full authority, with the power to sub-delegate to the extent permitted by law, and subject to the limits and conditions defined above, for the purposes of carrying out the authorization granted to it by the present resolution, and in particular for:

- determining, in accordance with applicable law, the list of companies whose beneficiaries as mentioned above may subscribe to shares or securities issued pursuant to this resolution and, as the case may be, be allocated restricted (free) shares or securities giving access to the share capital of the Company (valeurs mobilières donnant accès au capital);

- deciding that the issuance may be subscribed to either directly by members of share savings plans or through employee share funds or through any other structures or entities permitted by applicable laws and regulations;

- determining the conditions, in particular in terms of length of employment within the Company, which the beneficiaries of the capital increases must satisfy;

- setting the opening and closing dates for the subscriptions;

- determining the amount of any issuances made pursuant to this resolution and deciding in particular, the issue prices, the dates, time-periods, terms and conditions of the subscriptions, the methods of payment and delivery and the date from which dividends will be payable on new shares, which may be retroactive, the rules of reduction in the case of over-allotment, as well as the other terms and conditions applicable to the issuances, in accordance with applicable laws and regulations;

- when restricted (free) shares or securities giving access to the share capital of the Company (valeurs mobilières donnant accès au capital) are allocated, determining the nature, characteristics and number of shares or securities to be issued and the number to be allocated to each beneficiary, deciding the dates, time-periods and terms and conditions under which restricted (free) shares and securities will be allocated, in compliance with applicable laws and regulations, and in particular deciding whether to allocate restricted (free) shares or securities giving the right to acquire shares in the Company in lieu of all or part of the discount on the Reference Price referred to above or in substitution for the employer's contribution, up to the value of the restricted (free) shares or securities, or a combination of these two methods;

- in the case of issuance of new shares, deducting, as may be required, from the reserves, profits or issue premiums, the amounts necessary to pay up such shares;

- acknowledging the completion, by the amount of capital subscribed, of each capital increase and amending the By-laws accordingly;

- charging the costs incurred in connection with the capital increase, as the case may be, to the proceeds thereof and deducting from such proceeds any amount necessary to increase the legal reserve to one-tenth of the new share capital after each capital increase;

- entering into any and all agreements, taking all measures and accomplishing all formalities required, whether directly or indirectly through a service provider, subsequent to the capital increases and amending the By-laws accordingly;

- generally, entering into any and all agreements to ensure the successful completion of the contemplated issuances, taking all measures and accomplishing all formalities required for the issuance, the listing and the financial services to be provided in connection with the securities issued pursuant to this authorization and the exercise of all rights attached thereto or subsequent to the increases of capital;

8. decides that this authorization cancels, as of today, any remaining unused balance under any authorization given previously for the same purpose, namely any authorization to increase the share capital through the issuance, without preferential subscription rights, of shares or securities giving access to the share capital of the Company (valeurs mobilières donnant accès au capital) reserved for members of employee share savings plans, and all of the transactions mentioned therein.

ORDINARY SHAREHOLDERS' MEETING

TWELFTH RESOLUTION

Powers to complete legal formalities

The Shareholders' Meeting, voting in accordance with quorum and majority rules applicable to ordinary shareholders' meetings, confers all necessary powers on any bearer of an original, a copy or an extract of these minutes of this Shareholders' Meeting, for the purpose of performing any filings and formalities relating to the resolutions adopted by this Shareholders' Meeting.

Presentation of candidates to the Board of Directors

JÉRÔME GALLOT

Renewal

53 years old
Independent Director

Advisor to the Chairman
of Veolia Environnement

32, boulevard Gallieni
92130 Issy-les-Moulineaux
France

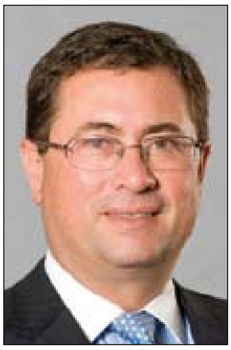
Number of shares held: 920 (jointly with his wife)

Date of election: May 10, 2007 (4-year mandate)
Renewal on May 31, 2011 (2-year mandate)

Expertise/Experience: After serving as an Auditor at the Cour des Comptes for three years, between 1989 and 1992 Jérôme Gallot worked for the General Secretariat of the French Inter-Ministerial Committee on European Economic Cooperation, after which he joined the French Budget Directorate. He was successively Chief of Staff at the Ministries of Industry, Post, and Telecommunications, International Trade, and Public Services, before becoming Chief of Staff for the Deputy Finance Minister (1993 to 1997). Between 1997 and 2003 he served as Director General of the Department of Competition, Consumer Affairs, and Anti-Fraud Division within the French Ministry of the Economy, Finance, and Industry and was subsequently named Senior Executive Vice President and member of the Executive Committee of Caisse des Dépôts and Consignations. He was Chairman of CDC Entreprises from 2006 to March 2011. Additionally, he has been a member of the Executive Committee of Fonds Stratégique d'Investissement until April 2011. He also served as Chief Executive Officer of Veolia Transdev, then Advisor to the Chairman, from March 2011 to December 2012, and is now Advisor to the Chairman of Veolia Environnement.

Mandates and positions held as of 12.31.2012:

- Advisor to the Chairman of Veolia Transdev
- Director of Caixa Seguros* (Brazilian subsidiary of CNP Assurances) and Plastic Omnium
- Non-voting director of NRJ Group



FRANCISCO PÉREZ MACKENNA

Renewal

54 years old
Director proposed by Madeco

Chief Executive Officer of Quiñenco

Enrique Foster Sur 20, piso 14,
Las Condes, Santiago, Chile

Number of shares held: 100

Date of election: 31 mai 2011 (mandat de 2 ans)

Expertise/Experience: Francisco Pérez Mackenna has served as Chief Executive Officer of the Chilean company Quiñenco S.A. since 1998. He is also a director of some Quiñenco group companies, including Banco de Chile, Madeco, CCU (Compañía Cervecerías Unidas S.A.), CSAV (Compañía Sud Americana de Vapores), SAAM (Sudamericana Agencias Aéreas y Marítimas S.A) and ENEX (Empresa Nacional de Energía Enex S.A.). Before joining Quiñenco, between 1991 and 1998 Francisco Pérez Mackenna was Chief Executive Officer of CCU. He is also on the consultative board of the Booth School of Business at the University of Chicago (USA) and of the EGADE Business School of the Monterrey Institute of Technology (Mexico). Francisco Pérez Mackenna teaches at the Catholic University of Chile.

Mandates and positions held as of 12.31.2011:

- Chief Executive Officer of Quiñenco S.A.*
- Director of the following Chilean companies belonging to the Quiñenco group: Banco de Chile* (and a wholly-owned subsidiary), Madeco* (and various wholly-owned subsidiaries), CCU* (Compañia Cervecerías Unidas S.A.) (and various wholly-owned subsidiaries), CSAV* (Compañia Sudamericana de Vapores S.A.), SAAM* (Sudamericana Agencias Aéreas y Marítimas S.A.) and ENEX* (Empresa Nacional de Energía Enex S.A.)

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

Presentation of the Board of Directors and the Committees

A Frédéric Vincent
Chairman and CEO of Nexans

B Robert Brunck *(Independent Director)*
Chairman of the Board of Directors of CGGVeritas

C Gianpaolo Caccini *(Independent Director)*
President of COREVE, an Italy-based consortium for glass recovery and recycling

D Georges Chodron de Courcel
Chief Operating Officer of BNP Paribas and Member of the Executive Committee

E Cyrille Duval *(Independent Director)*
General Secretary of Eramet Alliages

F Jérôme Gallot *(Independent Director)*
Advisor to the Chairman of Veolia Environnement

G Véronique Guillot-Pelpel
(Independent Director starting to July 11, 2013)
Judge (Juge consulaire) at the Paris Commercial Court

H Colette Lewiner *(Independent Director)*
Advisor to the Chairman of Capgemini

I Guillermo Luksic Craig(1) *(Director representing Madeco)*
Chairman of the Board of Directors of Quiñenco

J Francisco Pérez Mackenna (*Director representing Madeco)*
Chief Executive Officer of Quiñenco

K François Polge de Combret *(Independent Director)*
He has held various financial positions with the French Administration before joining the corporate bank Lazard in 1982. He then successively worked at UBS, starting in 2006, and at Crédit Agricole CIB (previously Calyon) (2010-2011).

(1) Guillermo Luksic Craig passed away on March 27, 2013.

The Board of Directors establishes the strategic plans for the Group's business and oversees the implementation of the plans. At March 20, 2013, the Board of Directors comprised 15 members, including 8 independent directors [2]. Directors hold office for a four-year term at most, which may be renewed.

L **Hubert Porte** *(Director representing Madeco)*
Executive Chairman of Ecus Administradora General de Fondos S.A. investment company

M **Mouna Sepehri** *(Independent Director)*
Executive Vice President, Office of the CEO at Renault and member of the Executive Committee

N **Nicolas de Tavernost** *(Independent Director)*
Chairman of the Management Board of the M6 group

O **Lena Wujek**
(Director representing employees shareholders)
Member of the Supervisory Board of the "FCPE Actionnariat Nexans" and Nexans Group employee

The directors' terms of office expire as follows
(also subject to the approval of the proposed renewals):

2014 Shareholders' Meeting	Véronique Guillot-Pelpel, François Polge de Combret
2015 Shareholders' Meeting	Robert Brunck, Georges Chodron de Courcel, Nicolas de Tavernost, Cyrille Duval, Hubert Porte (proposed by Madeco), Mouna Sepehri
2016 Shareholders' Meeting	Frédéric Vincent, Colette Lewiner, Guillermo Luksic Craig (proposed by Madeco), Lena Wujek (representing employee shareholders)
2017 Shareholders' Meeting	Jérôme Gallot, Francisco Pérez Mackenna (proposed by Madeco)

ACCOUNTS AND AUDIT COMMITTEE

- Georges Chodron de Courcel (Chairman)
- Cyrille Duval
- Jérôme Gallot

APPOINTMENTS, COMPENSATION AND CORPORATE GOVERNANCE COMMITTEE

- Robert Brunck (Chairman)
- Jérôme Gallot
- Véronique Guillot-Pelpel
- Francisco Pérez Mackenna
- François Polge de Combret

STRATEGY COMMITTEE

- Frédéric Vincent (Chairman)
- Robert Brunck
- Jérôme Gallot
- Colette Lewiner
- Francisco Pérez Mackenna

The Strategy Committee was created by a decision of the Board of February 6, 2013. Its missions are set forth in the Internal Regulations of the Board, published on the website www.nexans.com, Finance / Corporate Governance section. The Board of Directors of March 20, 2013 decided of its composition and of the compensation of its members, who will receive, for their participation to this Committee, a fixed compensation of €6,000 per year and €3,000 per meeting attended, the capped at €12,000 euros per year, except for the Chairman and CEO who will not receive any compensation for presiding this committee.

(2) Please refer to the "2013 General Shareholder's Meeting" section of the 2012 Registration Document regarding the Board decision of March 20, 2013 relating to the characterization of Directors' independence.

Overview of 2012 financial year

(Consolidated Financial Statements)

Net sales for 2012 totaled 7.178 billion euros (at current non-ferrous metal prices) with an organic growth of -0,3% .

2012 KEY FIGURES

(in millions of euros)	At constant non-ferrous metal prices	
	2011	2012
Sales	4,594	**4,872**
Operating margin	261	**202**
Operating margin rate (% of sales)	5.7%	**4.2%**
Net income attributable to equity holders of the company (Group share)	(178)	**27**
Diluted EPS (euros)	(6.21)	**0.90**

SALES BY BUSINESS SECTOR

(in millions of euros)	At constant non-ferrous metal prices	
	2011	2012
Transmission, Distribution & Operators	2,090	2,088
Industry	991	1,195
Distributors and Installers	1,217	1,285
Other	296	304
Group total	**4,594**	**4,872**

OPERATING MARGIN BY BUSINESS SECTOR

(in millions of euros)	At constant non-ferrous metal prices	
	2011	2012
Transmission, Distribution & Operators	143	70
Industry	36	44
Distributors and Installers	70	78
Other*	12	10
Group total	**261**	**202**

** In 2011, the operating margin of the Other Activity segment was restated to include 5 million euros following the adoption of the revised IAS 19 accounting standard. See the appendices to the consolidated financial statements, note 3 of the 2012 Registration document.*

2012 RESULTS BY BUSINESS (1)

Transmission, Distribution and Operators

In 2012, Transmission, Distribution and Operators sales totaled 2,088 million euros compared with 2,090 million euros in 2011, that is, an organic decrease of nearly 4%. Shandong Yanggu sales, which were consolidated effective from September 1, 2012, are included. This change reflects various trends depending on the geographic area and activity.

Submarine Cables and Systems

Submarine cables and systems business accounted in 2012 for around 25% of the sales of the Transmission Distribution and Operators segment. Compared with 2011, it contracted organically by 6.6% (-24% at June 30, 2012).

The operational difficulties in the first quarter resulted in production and invoicing delays, and impacted heavily on the operating margin.

To remedy this situation, the Group implemented a wide-ranging action plan including, in particular, changes to management structures, a strengthening of the organization

(1) Sales and growth figures given in this section are based on a comparable Group structure and on constant non-ferrous metal prices. Operating margin data have been calculated on the basis of sales at constant non-ferrous metal prices.

and inspection procedures, stepped-up training and the mobilization of employees to reach shared targets.

This set of measures, designed to rectify profitability structurally, led to a significant production increase. This action plan should also lead to gradually returning by the end of 2013 to the operational performance expected for this type of activity. The efforts undertaken will therefore be continued in many areas throughout 2013.

The rate of tender proposals submitted was very high in 2012. At the end of October, the Group announced it had signed a historic contract for approximately 300 million euros with the Italian transmission grid operator Terna. Nexans will supply and install a 500 kV HVDC (High Voltage Direct Current) cable measuring more than 400 kilometers in length between Italy and Montenegro across the Adriatic Sea. This contract adds further weight to the Group's leading position in the submarine HVDC interconnection segment.

At end December 2012, the order backlog for this activity, up sharply compared with the end of 2011, represented more than two and half years' activity.

Land High Voltage

In 2012, land high voltage cables and systems business accounted for around 13% of the Transmission, Distribution and Operators segment's sales. It is unchanged on 2011 at a relatively low level despite the third-quarter upswing, especially in the Gulf States.

Security conditions in Libya prevented the Group from resuming its installation activity in this country following its interruption in early 2011. On the other hand, in 2012, the Group won a significant contract from the Libyan national operator for the supply of 245 kV cables. The first deliveries are scheduled in the first half of 2013.

The operating margin of this activity suffered in particular from the ongoing highly competitive and demanding nature of this business in the Gulf States.

At the end of December 2012, the order backlog for this business equated to approximately one year's activity.

Distribution

Medium and low voltage cables and accessories for power distribution grids accounted for around 53% percent of the Transmission, Distribution and Operators segment's sales in 2012. This is an organic decrease of 4% compared with 2011.

In Europe (around 47% of sales), activity improved, although there are wide differences between countries. The activity is very strong in France, despite a temporary slowdown at the end of the year. Sales were also up in Norway, but down in Germany and Italy. The activity in Greece, mainly export-oriented, benefited from the recovery in Libyan orders.

In North America (around 8% of sales), strong growth was reported for both Canada and the United States.

In South America (around 17% of sales), the slowdown in overhead power line projects in the second half resulted in the level of business contracting overall.

A drop in activity was also observed in the Asia-Pacific area (around 14% of sales). This change is mainly attributable to soft demand in Australia and South Korea.

Lastly, in the Middle East, Russia and Africa area (around 14% of sales), strong demand in Lebanon only partially offset the drop in Egypt, Russia and Morocco.

Telecom Operators

In 2012, cables and components for telecommunication networks represented around 9% of the Transmission, Distribution and Operators segment's sales. It is 3% higher compared with 2011.

For fiber optic cables and components, sales were up sharply thanks to strong demand in Europe. On the other hand, copper cables contracted largely because of slowing investment in Brazil at the end of the year.

The operating margin for Transmission, Distribution and Operators came to 70 million euros for 2012, that is, 3.4% of sales, compared with 143 million euros and 6.9% for 2011. This substantially reflects the impact of contract implementation difficulties experienced for Transmission and the weaker performance in Australia and Brazil.

Industry

In 2012, Industry booked sales of 1,195 million euros, up from 991 million euros in 2011, that is, an organic rise of almost 3.7%. Effective from March 1, 2012, AmerCable (since renamed Nexans AmerCable) was consolidated in Nexans accounts and its performance included in the "Industry" segment.

In 2012, performances between the various sectors that make up the Industry segment were variable.

The Group reported an 8.5% increase in automotive harnesses and cables for industry. In this segment, the Group benefits from its excellent positioning with prestige German automakers.
Activity varied between transportation business segments.

The aeronautical segment continued its growth in 2012, driven by this industry's upturn in Europe, where the Group occupies a tier one position. Railways sales were, on the other hand, down sharply following the shutdown of investment programs in China, especially its high-speed projects.

For this activity, the Group did however see stronger tender activity in the second half of 2012 without that having translated at this stage into a recovery in sales.

Shipbuilding progressed marginally. This trend reflects a strong increase in demand for oil industry-related applications (now accounting for more than half of sales) whereas traditional shipbuilding (cargo and cruise ships) has contracted.

The resources segment sales rose significantly on the back of oil industry applications and mining exploration. The acquisition of AmerCable, effective from March 1, 2012, considerably strengthened the Group's position in these promising markets. This new entity has already outperformed expectations and its integration is proceeding according to plan. Slower demand in mining extraction noted in the fourth quarter 2012, especially in Australia, only had a limited impact on the Group insofar as most of the Group's sales are for the replacement of operating cables in high demand.

Sales for automation and capital goods fell sharply. After a relatively strong start to the year, activity slowed, mainly in Europe which accounts for an overwhelming share of sales in this sub-segment. The Group introduced measures to adapt work hours in some plants in response to these tighter business conditions.

The operating margin comes to 44 million euros, that is, 3.7% of sales, compared with 36 million euros and 3.6% of sales in 2011. This increase is largely attributable to the improved performance in automotive harnesses and the positive contribution of Nexans AmerCable which offset slower business in Europe.

Distributors and Installers

Distributors and Installers sales came to 1.285 billion euros in 2012, compared with 1.217 billion euros in 2011, that is, an organic increase of almost 2%. The soft European market was therefore more than offset by the dynamic activity in the other geographic areas.

In Europe (39% of sales), business contracted by around 6% compared with 2011. After an initial strong first quarter, demand slowed on the Group's main markets.

In North America (24% of sales), energy cable business was trending well both in Canada and the United States, but sales of LAN cables dropped slightly.

In South America (13% of sales), the Group reported double-digit growth for Brazil, Peru and Chile, and more moderate growth in Colombia.

In Asia-Pacific (15% of sales), sales progressed in Australia and New Zealand as a result of successful repositioning with the market's main players. Activity was, however, down in South Korea.

Finally, in the Middle East, Russia and Africa area, activity was drawn upwards by the dynamic Lebanese, Turkish and Moroccan markets.

The operating margin came to 78 million euros, that is, 6.1% of sales, compared with 70 million euros and 5.8% in 2011.

Other activities

Since January 1, 2012, the "Other activities" segment refers to Electrical Wires activity and other activity not allocated to the business sectors. In 2012, sales rose by almost 3%, mainly driven by the volume of Electrical Wires sales, principally in North America. The operating margin came to 10 million euros, compared with 12 million euros in 2011.

Trends and outlook for 2013

"For 2013, the economic context in certain parts of the world is unclear (Brazil and Australia) or even subject to recession (Europe). High voltage business will see its profitability improve without, however, reaching a level considered normal. Given that the action plans launched or under review will produce only marginal effects in 2013, the Group is currently expecting operational profitability to be roughly the same as in 2012.

In this context, the Group would like to adopt the means to protect and restore its competitiveness, contain its costs and pursue the rationalization of its organization. Consequently, a study will be launched of a plan having as its objective, savings in the order of 70 million euros in Europe over time relating to land high voltage cables, special cables for industry and administrative structures in general. The Group will table the subject with the relevant employee representative bodies in the third quarter of 2013.

Additionally, at its January 14 meeting, the Board of Directors approved the main directions set in the 2013-2015 strategic plan in terms of markets, products and industrial policy. The actions included in this strategic plan are designed to reach an objective for the Group, assuming an unchanged economic climate, of raising its operating margin by 2015 to 350 to 400 million euros and to approximately double its return on capital employed."

(Press release of February 6, 2013 and 2012 Management Report)

Company's financial results for the last 5 financial years

(Corporate Financial Statements)

	2012	2011	2010	2009	2008
I- SHARE CAPITAL AT THE END OF THE FISCAL YEAR					
a) Share capital (in thousands of euros)	29,394	28,723	28,604	28,013	27,936
b) Number of shares issued	29,394,042	28,723,080	28,604,391	28,012,928	27,936,953
II- RESULTS OF OPERATIONS (IN THOUSANDS OF EUROS)					
a) Sales before taxes	25,970	17,922	12,882	14,498	18,262
b) Income before tax, employee profit-sharing, depreciation, amortization and provisions	41,291	45,072	38,136	71,586	106,864
c) Income taxes	(777)	(824)	(672)	(256)	3,199
d) Employee profit-sharing due for the fiscal year	142	138	121	95	124
e) Income after tax, employee profit-sharing, depreciation, amortization and provisions	(35,486)	35,422	28,684	61,743	94,461
f) Dividends		31,637	31,581	28,101	55,942
III- INCOME PER SHARE (IN EUROS)					
a) Income after tax and employee profit-sharing, but before depreciation, amortization and provisions	1.43	1.57	1.33	2.56	3.71
b) Income after tax, employee profit-sharing, depreciation, amortization and provisions	(1.21)	1.23	1.00	2.20	3.38
c) Dividend per share	-	1.10	1.10	1.00	2.00
IV- PERSONNEL					
a) Average headcount during the year	8	7	6	6	6
b) Total fiscal year payroll (in thousands of euros)	5,475	3,605	3,101	4,924	4,719
c) Total amount paid for employee benefits during the fiscal year (in thousands of euros)	1,825	1,206	1,023	1,641	1,573

Notes

Nexans

This request duly completed must be returned:

- If you hold registered shares: to Société Générale - Service Assemblée (CS 30812, 32 rue du Champ de Tir, 44308 Nantes Cedex 03).

- If you hold bearer shares: to the intermediary that manages your securities account.

Information request form

Mixed Shareholders' Meeting Tuesday May 14, 2013 at 3 p.m.
Quai Branly Museum, 37 quai Branly - 75007 Paris - France

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.225-83 of the French Commercial Code.

Signed at: . . . . , Dated: 2013

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.

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Nexans is one of the top two cable manufacturers in the world. The Group is a major player in the energy sector and operates in three key markets: Energy Infrastructure (transmission and distribution), Industry and Building. Nexans works with a wide range of businesses and provides solutions for the most complex applications and the most demanding environments. In close collaboration with its clients, which specialize in networks, energy production, mining, engineering, equipment manufacturing, infrastructure, building, installation and distribution, Nexans develops comprehensive offerings for each market segment. Its services cover the entire value chain: analysis, design, production, installation, training, related services, and monitoring and control of facilities. With its technological leadership, worldwide expertise and local presence, Nexans satisfies essential needs while maintaining the highest levels of performance, safety, and respect for people and the environment.
In 2012, Nexans continued to expand its operations and drive sales – acquiring companies and generating new production capacity in Lebanon, Morocco, Qatar, China, United States and Peru. In 2013, the Group will pursue all initiatives decided upon in 2012.

www.nexans.com

Global expert in cables and cabling systems

Nexans
Limited Liability Company with a share capital of 29,394,042 euros
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