



Notice

Mixed Shareholders' Meeting (Ordinary and Extraordinary)

May 12, 2016 at 2:30 p.m.

Palais des Congrès
Auditorium Havane
2, place de la Porte Maillot
75017 Paris, France

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Shareholders' Information

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

Investor Relations
Tel.: + 33 1 73 23 84 61
E-mail: investor.relation@nexans.com

www.nexans.com

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 Thursday May 12, 2016 starting at 2:30 pm (Paris time), on first notice, at the Palais des Congrès in Paris, France.

Since March 31, I have taken the position of Chairman of the Board of the Nexans Group. I would like to say how proud I am to be part of the Group's major transformation plan alongside Arnaud Poupart-Lafarge. I appreciate his vision, his ability to galvanize teams and his capacity to drive new impetus for change.

I would also like to thank Frédéric Vincent for his level of commitment, expertise and energy in service to the Group ever since Nexans was created. His role in introducing a new governance model in mid-2014 was decisive, ensuring consistency and stability in the running of the company.

Nexans is a high potential company. It is well positioned to rise to the major global challenges of 21st century markets in terms of the energy transition and growing urbanization, along with increasing demand for mobility and data transmission

Nexans' transformation is gaining pace and delivering the expected results. The Group's operating margin has been improved by one third and the net debt cut by more than two. The teams' commitment to the operational efficiency programs and economical management of resources is playing a central role in this performance.

The efforts should now continue to meet the targets we have set for 2017 as part of our strategic axes.

The Annual General Meeting is a privileged occasion for Nexans and its Shareholders to meet and dialogue. This annual meeting will give you, notably, the opportunity to take part in major decisions concerning your Group 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 12.

Georges Chodron de Courcel
Chairman of the Board of Directors

Agenda of the Shareholders' Meeting

Ordinary session

1. Approval of the Company's financial statements for the year ended on December 31, 2015 – Board of Director's management report
2. Approval of the consolidated financial statements for the year ended on December 31, 2015
3. Allocation of income
4. Renewal of Colette Lewiner's mandate as Director
5. Appointment of Kathleen Wantz-O'Rourke as Director
6. Appointment of Marie-Cécile de Fougères as Director representing employee shareholders
7. Consultative vote on the items of compensation owed or granted to the Chairman of the Board of Directors for the fiscal year ended on December 31, 2015
8. Consultative vote on the items of compensation owed or granted to the Chief Executive Officer for the fiscal year ended on December 31, 2015
9. Authorization to be granted to the Board of Directors to carry out transactions involving Company shares

Extraordinary session

10. Authorization to be given to the Board of Directors for the purpose of reducing the Company's share capital via the cancellation of treasury shares
11. Authorization to be granted to the Board of Directors until December 31, 2016 for the purpose of granting existing or newly issued free shares to employees and corporate officers of the Group, or to some of them, in 2016, subject to the satisfaction of the performance conditions set by the Board, and in an amount not to exceed the nominal value of € 330,000, without shareholders' preferential subscription rights
12. Authorization to be granted to the Board of Directors until December 31, 2016 for the purpose of granting existing or newly issued free shares to employees, or to some of them, in 2016, and in an amount not to exceed the nominal value of € 30,000, without shareholders' preferential subscription rights
13. Authorization to be granted to the Board of Directors for a 12 month-period beginning on January 1st, 2017, for the purpose of granting existing or newly issued free shares to employees and corporate officers of the Group, or to some of them, in 2017, subject to the satisfaction of the performance conditions set by the Board, and in an amount not to exceed the nominal value of € 330,000, without shareholders' preferential subscription rights
14. Authorization to be granted to the Board of Directors for a 12 month-period beginning on January 1st, 2017 for the purpose of granting existing or newly issued free shares to employees, or to some of them, in 2017, and in an amount not to exceed the nominal value of € 30,000, without shareholders' preferential subscription rights

Ordinary session

15. 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 2 business days before the Meeting, namely by **Tuesday 10 May 2016** at 0 a.m. Paris time (hereafter referred to as "**D-2**"):

- **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-2 ;
- **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 **Tuesday 10 May 2016**, 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-2**, 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 12 May 2016 will start at 2:30 p.m. sharp so you are kindly requested to:

- Make sure you have your admission card with you and go to the welcome desk before the 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 de Tir, 44308 Nantes Cedex 03), 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 12, 2016**, 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*):**
 - 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 12, 2016**, 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.
 - Ask the financial intermediary responsible for managing their securities account to send a written confirmation to Société Générale, Service des Assemblées, (CS 30812, 32 rue du Champ de Tir, 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 Wednesday 11th May, 2016 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 Assemblées, on Wednesday 11th May, 2016 at 3 p.m. (Paris time), at the latest.

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

A

B

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
 Au capital de 42 597 718 €
 393 525 852 RCS PARIS

ASSEMBLÉE GÉNÉRALE MIXTE
convocué le jeudi 12 mai 2016 à 14h30 (heure de Paris)
au Palais des Congrès - Amphithéâtre Havane
2 place de la Porte Maillot - 75017 PARIS - France

COMBINED SHAREHOLDERS' MEETING
to be held on Thursday, May 12, 2016 at 2:30 p.m. (Paris time)
at Palais des Congrès - Auditorium Havane
2 place de la Porte Maillot - 75017 PARIS - France

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

Identifiant - Account
 Nominatif Registered
 Parteur Beaur
 Vote simple Single vote
 Vote double Double vote
 Nombre d'actions Number of shares
 Nombre de voix - Number of voting rights

1 JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
 Cf. au verso (2) - See reverse (2)

2 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)

3 JE DONNE POUVOIR À : Cf. au verso (4)
I HEREBY APPOINT: See reverse (4)
 M. Mme ou Mlle, Raison Sociale / M, Mrs or Miss, Corporate Name
 Adresse / Address

ATTENTION : s'il s'agit de titres au porteur, les présentes instructions ne seront valables que si elles sont directement retournées à votre banque
CAUTION : if it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement). Cf au verso (1).
 Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary). See reverse (1).

Whatever your choix, date and sign here

Write your name, surname and adresse or check them

1 **2** **3** **4** **5** **6** **7** **8** **9**
10 **11** **12** **13** **14** **15** **16** **17** **18**
19 **20** **21** **22** **23** **24** **25** **26** **27**
28 **29** **30** **31** **32** **33** **34** **35** **36**
37 **38** **39** **40** **41** **42** **43** **44** **45**

Oui / Non/No
 Yes Abst/Abs

A **F**
B **G**
C **H**
D **J**
E **K**

Je donne pouvoir au Président de l'assemblée générale de voter en mon nom. / I appoint the Chairman of the general meeting to vote on my behalf.
Je m'abstiens (l'abstention équivaut à un vote contre). / I abstain from voting (it is equivalent to vote NO).
Je donne procuration (cf. au verso n°1) à M. Mme ou Mlle, Raison Sociale pour voter en mon nom. / I appoint (see reverse (1)) M, Mrs or Miss, Corporate Name to vote on my behalf.

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: 11 Mai 2016 16h / May 11th, 2016 at 3pm

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

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

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

Board of Directors' Report on the Draft Resolutions

ORDINARY SESSION

APPROVAL OF THE COMPANY'S FINANCIAL STATEMENTS AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED ON DECEMBER 31, 2015 – ALLOCATION OF INCOME (RESOLUTIONS 1 TO 3)

The purpose of the first two resolutions is to request your approval of the Company's financial statements (**1st resolution**) and consolidated financial statements for the fiscal year ended on December 31, 2015 (**2nd resolution**), which show a profit of € 1,884,824 and a net loss (Group share) of € 193,650 thousand.

The purpose of the 3rd resolution is to determine the allocation of income generated by Nexans S.A. in the 2015 fiscal year. Considering the difficult economic context, the Board of Directors thought appropriate not to pay out dividends with respect to the 2015 fiscal year.

RENEWAL AND APPOINTMENTS OF DIRECTORS (RESOLUTIONS 4 TO 6)

The purpose of the **4th resolution** is to renew the term of office of Colette Lewiner for a 4-year period set to expire at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the fiscal year ending on December 31, 2019. In 2015, the regular attendance rate of Colette Lewiner (a 82% attendance rate) testifies to the extent to which she is invested in the work of the Board. The renewal of her term in office would capitalize on her knowledge of the Group that she has developed for several years and to continue to profit from her great expertise. Furthermore, on January 20, 2016 the Board confirmed her status of independent director under the criteria of the AFEP-MEDEF Code.

Under the terms of the **5th resolution**, you are asked to appoint Kathleen Wantz-O'Rourke as director for a 4-year period set to expire at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the fiscal year ending on December 31, 2019. The Board has appointed Kathleen Wantz-O'Rourke as Censor on November 24, 2015. From that date, she has attended all the Board meetings with a consultative role and all the Accounts and Audit Committee meetings with an attendance rate of 100%. Her appointment as Director would profit from her expertise and experience and benefit from additional information and viewpoints. On January 20, 2016, the Board of Directors conducted a review of the qualification of Kathleen Wantz-O'Rourke with regard to the independence criteria of the AFEP-MEDEF Code and found a qualification of independence.

Under the terms of the **6th resolution**, you are asked to appoint Marie-Cécile de Fougères as Director representing employee shareholders, in the context of the provisions of Article 12a of the Company's by-laws. Employee mandatory profit-sharing (*participation*) totals 3.1% of the share capital as of December 31, 2015. Since she is an employee, the Board of Directors decided that Marie-Cécile de Fougères could not be considered an independent director on the Board of Directors based on the criteria defined under the AFEP-MEDEF Code.

Marie-Cécile de Fougères's term of office as employee director would expire at the end of the Shareholders' Meeting called to approve the financial statements for the fiscal year ended on December 31, 2019.

A presentation of these candidates is provided in the Appendix to this Report.

The renewal of Colette Lewiner's term of office and the appointments of Kathleen Wantz-O'Rourke and Marie-Cécile de Fougères would enable the Company to maintain the Board of Director's independence rate at a level that exceeds the 50% target that is recommended by the AFEP-MEDEF Code of Ethics for widely held companies¹. If the Shareholder's Meeting approves these renewals / appointments, and considering the retirement of Frédéric Vincent and the expiration of his term of office as Director effective as of March 31, 2016, and Lena Wujek's decision to leave the Company effective February 19, 2016, the Board would be comprised of 12 directors at the close of the Shareholders' Meeting.

Among these directors, the Board qualified six as independent on January 20, 2016: Mr. Cyrille Duval, Mr. Jérôme Gallot, Mr. Philippe Joubert, Ms. Véronique Guillot-Pelpel, Colette Lewiner, and Kathleen Wantz-O'Rourke, or an independence rate of more than 54%, which exceeds the 50% target that is recommended by the AFEP-MEDEF Code of Ethics for widely held companies². Furthermore, the number of women directors would be over 41%, in compliance with the provisions of the Law of January 27, 2011, and with the November 2015 edition of the AFEP-MEDEF Code.

Lastly, this renewal and these appointments would help to maintain staggered terms of office, which would be as follows:

2017 Annual Shareholders' Meeting	Jérôme Gallot, Francisco Pérez Mackenna ³ , Andronico Luksic Craig ³
2018 Annual Shareholders' Meeting	Véronique Guillot-Pelpel, Philippe Joubert, Fanny Letier ³
2019 Annual Shareholders' Meeting	Georges Chodron de Courcel, Cyrille Duval, Hubert Porte ⁴
2020 Annual Shareholders' Meeting	Colette Lewiner, Kathleen Wantz-O'Rourke and Marie-Cécile de Fougères ⁵

Consultative vote on the items of compensation owed or granted to Frédéric Vincent for the 2015 fiscal year, for his duties as Chairman of the Board of Directors (Resolution 7)

In order to establish the items comprising the compensation of its Chairman, the Board of Directors relies on the studies of specialized consultants disclosing the market practices of comparable companies.

In accordance with the recommendations of the November 2015 edition of the AFEP-MEDEF Code, which the Company follows in accordance with the terms of paragraph 7 of Article L.225-37 of the French Commercial Code, the **7th resolution** requires a consultative vote of the General Shareholders' Meeting regarding the items of compensation owed or granted to Frédéric Vincent for the 2015 fiscal year, for his duties as Chairman of the Board of Directors.

A shareholders' consultative vote is therefore requested with respect to the following items of compensation, owed or granted for the 2015 fiscal year: fixed compensation, directors' fees, and benefit in kind.

These items comply with the recommendations made in the AFEP-MEDEF Code, described in the Company's 2015 Registration document, Section 2.5.3 (*Compensation paid to Frédéric Vincent, Chairman of the Board of Directors*), and restated in the summary table below:

¹ Percentage computed by excluding the Director representing the employee shareholders, in accordance with recommendation 9.2 of the revised AFEP-MEDEF Code dated November 2015.

² Percentage computed by excluding the Director representing the employee shareholders, in accordance with recommendation 9.2 of the revised AFEP-MEDEF Code dated November 2015.

³ Suggested by Bpifrance Participations, shareholder of the Company.

⁴ Suggested by Invevans, principal shareholder of the Company.

⁵ Director representing employee shareholders

Items of Compensation	Amounts or book value of the items of compensation due or granted for the 2015 fiscal year and subject to a consultative vote	Comments and explanations
Fixed compensation	€ 520,000	Gross pretax amount. The amount of compensation has not changed since the October 1, 2014 split in the functions of Chairman and Chief Executive Officer.
Director's fees	€ 34,000	The Board of Directors defined the terms and conditions governing the distribution of Director's fees in the following way, applicable until the Shareholders' Meeting dated May 12, 2016: <ul style="list-style-type: none"> - every director, including the Chairman, and except for the representative of employee shareholders, receives a fixed € 20,000 fee; - every director, including the Chairman, receives an additional € 2,000 for each Board meeting he or she attends, capped at € 14,000 per Director.
Valuation of the benefits of all kinds	€ 6,072	Frédéric Vincent used a Company car.

Frédéric Vincent did not receive any variable compensation, deferred variable compensation, long-term compensation, or exceptional compensation for the 2015 fiscal year.

In addition, at the Board of Director's meeting dated February 17, 2016, Frédéric Vincent announced his decision to retire and, as a result, leave his positions as Chairman and Director on Nexans' Board of Directors, effective March 31, 2016.

Under these conditions, and since voluntary retirement is not considered forced retirement, the Board of Directors officially acknowledged the lack of any severance compensation to be paid to Frédéric Vincent (see table below). In accordance with the provisions of Article 23.2.5 of the AFEP-MEDEF Code, the Board of Directors decided to waive the non-compete commitment and, therefore, opted not to pay any non-compete compensation to Frédéric Vincent (see table below).

The Board of Directors also officially acknowledged that Frédéric Vincent benefited from a supplemental defined benefit pension plan implemented by Nexans and offered to certain employees and corporate officers (see table below).

Frédéric Vincent decided to waive all of his rights to exercise stock options and to benefit from non-vested performance shares, the value of which, as of February 1st, 2016, was equal to an estimated 2.16 million euros⁶. The Board of Directors officially acknowledged this gesture and thanked him for taking the initiative.

At its meeting dated July 24, 2014, the Board of Directors decided to grant the following items of compensation, approved by the Shareholders' Meeting dated May 5, 2015, and still applicable as of December 31, 2015. A detailed description of these items can be found in the 2015 Registration Document, section 2.5.3 entitled Compensation paid to Frédéric Vincent, Chairman of the Board of Directors).

⁶ valuation made by independent actuaries, in accordance with IFRS 2 and the method used in the consolidated accounts based on a current value at 01/02/16

Items of compensation	Amounts or book value, as of December 31, 2015, of the items of compensation subject to a consultative vote	Comments and explanations
Severance Payment	€ 0	<p>Frédéric Vincent was eligible for a severance payment. The payment of this indemnity could only take place in the event of a forced departure related to a change in control or corporate strategy (the latter of which is always assumed unless the Board of Directors decides otherwise, particularly in the case of serious misconduct), in accordance with the Board of Directors' Internal Rules, and before the Board assesses compliance with the performance conditions.</p> <p>The severance payment was equal to two years of total compensation, that is, 24 times the amount of the last monthly base compensation plus an amount equal to the nominal bonus rate applied to the last monthly base compensation.</p> <p>The severance payment was subject to three performance conditions, each of which was to be assessed over a 3-year period:</p> <ol style="list-style-type: none"> (1) A stock market performance condition consisting of measuring the change in price of the Nexans share relative to the SBF 120 index (or any other equivalent index that might have replaced it) over a 3-year period, the last recorded value of the index being the date of the forced departure. This condition was deemed to have been fulfilled if, during the 60-day period ending on the date of the forced departure, the average ratio of the Nexans share price relative to the SBF 120 index (closing price) was at least equal to 50% of that same average, calculated during the 60-day period ending 3 years before the forced departure date; (2) A financial performance condition related to the level of attainment of the annual objective set by the Group with regard to the operating margin. This condition was deemed to have been fulfilled if the average rate of attainment of the Group's annual operating margin objectives during the three calendar years preceding the Forced Departure was at least equal to 50%; (3) A financial performance condition related to "Free Cash Flow," which was deemed met if "Free Cash Flow" was positive for each of the three calendar years preceding the Forced Departure date. The "Free Cash Flow" corresponds to the EBITDA less CAPEX less change in the average working capital for the current and previous years. <p>The amount of the severance payment was determined based on the following terms and conditions: (i) 100% of the indemnity was due if at least 2 of the 3 conditions were fulfilled, (ii) 50% of the indemnity was due if one of the three conditions was fulfilled; (iii) no indemnity was due if none of the conditions were fulfilled.</p> <p>The Appointments, Compensation, and Corporate Governance Committee was required to officially acknowledge the level of attainment of these conditions.</p> <p>The sum payable with respect to the severance payment was to be paid as a single lump sum no later than one month following the Board of Directors' assessment of compliance with the conditions governing severance payments.</p> <p>In compliance with the provisions of the Board of Directors' Internal Rules, the severance payment could not exceed two years of actual compensation (fixed and variable).</p>

Non-compete indemnity	€ 0	<p>In consideration of the commitment to refrain from engaging in a business activity that directly or indirectly competes with that of the Company for a two-year period following the termination of his term of office as Chairman, regardless of the reason for said termination, Frédéric Vincent was eligible to receive a non-compete indemnity equal to one year of total compensation, in other words, 12 times the amount of the last monthly compensation (fixed portion) plus an amount equal to the nominal bonus rate applied to his last base monthly compensation paid in the form of 24 equal consecutive monthly payments.</p> <p>The Board of Directors was responsible for deciding, in the case of a departure, whether or not to enforce the non-compete agreement and could waive it (in which case, the indemnity was not due).</p> <p>In compliance with the provisions of the Board of Directors' Internal Rules, both termination indemnities—in other words, the severance payment and the non-compete indemnity—could not exceed two years of actual compensation (fixed and variable).</p>
Group pension and health care plans	€ 0	Frédéric Vincent benefited from Group pension and health care plans under the same terms and conditions as Nexans employees.
Supplemental pension plan	€ 0	<p>Frédéric Vincent has a supplemental defined benefit pension plan (Article 39 of the French General Tax Code) established by the Group for the benefit of certain employees and corporate officers. Benefiting from this defined benefit pension plan, the rules of which the Board of Directors adopted in 2004 and modified in 2008, is subject to the beneficiary retiring while still an employee of the Company. The beneficiary must also prove that he or she has at least 5 years seniority within the Group, has reached at least the age of 60, and has obtained the liquidation of his or her base and supplemental pension rights.</p> <p>This defined benefit pension plan stipulates the payment of a supplemental retirement benefit corresponding to 10% of the reference income (average of the sum of the fixed compensation, variable compensation, and benefits paid during the three years preceding his retirement), plus 1.70% of tranche D per year of seniority since 1 January 2001.</p> <p>The lifetime pension amount, with survivor benefits, is based on the beneficiary's average annual compensation for the last three years before his retirement. This supplemental retirement plan is in addition to the mandatory and base supplemental plans and cannot lead to a replacement rate of less than 30% of the reference income, with all mandatory retirement plans taken together. The supplemental benefit is therefore equal to the difference between the total benefits receivable under mandatory plans and other supplemental plans and 30% of the reference income, representing a replacement rate that is lower than the 45% rate provided for in the AFEP-MEDEF Code. The amount of the supplemental benefit alone may not exceed 30% of the reference income.</p> <p>Rights under the supplementary pension plan are funded through quarterly contributions from Nexans with an insurer in a dedicated fund. The amounts necessary to serve pensions of retired beneficiaries are taken from this dedicated fund as of retirements.</p> <p>The pension plan was closed to all new entrants in 2014. Beneficiaries are past members of the Nexans Group's Executive Committee and previously other employees of the Group eligible for an old Alcatel pension plan while satisfying certain salary conditions.</p> <p>Pursuant to this scheme, the amount of the gross annual annuity to be paid to Frédéric Vincent is equal to an estimated €301,000. The total amount of social charges and taxes associated are estimated at 1,423,590 euros.</p>

Consultative vote on the items of compensation owed or granted to Arnaud Poupart-Lafarge for the 2015 fiscal year, for his duties as Chief Executive Officer (Resolution 8)

In order to establish the items comprising the compensation of the Chief Executive Officer, the Board of Directors relies on the studies of specialized consultants disclosing the market practices of comparable companies.

In accordance with the recommendations of the November 2015 edition of the AFEP-MEDEF Code, which the Company follows in accordance with the terms of paragraph 7 of Article L.225-37 of the French Commercial Code, the 8th resolution requires a consultative vote of the General Shareholders' Meeting regarding the items of compensation owed or granted to Arnaud Poupart-Lafarge for the 2015 fiscal year, for his duties as Chief Executive Officer.

A shareholders' consultative vote is therefore requested with respect to the following items of compensation, owed or granted for the 2015 fiscal year: fixed compensation, annual variable compensation, benefit in kind, and performance shares.

These items comply with the recommendations made in the AFEP-MEDEF Code, described in the Company's 2015 Registration document, Section 2.5.4 (*Compensation paid to Arnaud Poupart-Lafarge, Chief Executive Officer*), and restated in the summary table below:

Items of Compensation	Amounts or book value of the items of compensation due or granted for the 2015 fiscal year and subject to a consultative vote	Comments and explanations
Fixed compensation	€ 700,000	Gross pretax amount. The amount of fixed compensation has not changed since the October 1, 2014 split in the functions of Chairman and Chief Executive Officer.
Annual variable compensation	€ 814,803	<p>The variable portion of the compensation for 2015, which is paid in 2016, could vary between 0% and 150% of the fixed portion of the compensation.</p> <p>Quantitative objectives, which are the same objectives applicable to other senior managers of the Group, count for 70% of the allocation and include three financial objectives, the relative weights of which are: (1) operating margin: 40%, (2) ROCE: 40% and (3) free cash flow: 20%.</p> <p>In strict compliance with the extent to which these objectives have been attained:</p> <ul style="list-style-type: none"> - The success rate of the operating margin is 71.4% of the maximum, this indicator having increased by 31% compared to 2014 at a constant exchange rate. - The success rate for the Return on Capital Employed (ROCE), which is equal to 87.3% of the maximum, reflects an improvement in this indicator compared to 2014. - The success rate of Free Cash Flow is 100% of the maximum, with the amount thereof being € 381 million. <p>Based on the above, the quantitative portion amounts to €613,303 of a potential € 735,000 maximum, or 84% of the maximum amount.</p> <p>Individual objectives count for 30% of the allocation and are based on specific predetermined objectives related, among other things, to short-term and medium-term actions taken that had a transformational impact on the organization, the execution of strategic initiatives, the improvement of competitiveness, and the management of human resources. The amount of this variable portion totals € 199,500 (of a potential €315,000 maximum, or 63% of the maximum amount).</p> <p>Therefore, the total amount of variable compensation paid to Arnaud Poupart-Lafarge is equal to € 814,803, or 78% of the maximum amount.</p>

<p>Deferred variable compensation granted in 2013 as Chief Operating Officer</p>	<p>€ 30,938</p>	<p>Arnaud Poupart-Lafarge, in his capacity as Chief Operating Officer prior to October 1, 2014, had received a sum of deferred variable compensation in 2013, the cash portion's target value of which had been set at 22.5% of his annual fixed compensation, or € 123,750. The payment of this compensation in March 2016 was subject to continued employment and economic performance conditions, which consisted in measuring the level of attainment as of the end of 2015 of the two economic indicators of Long-term Compensation Plan No. 12 dated July 24, 2013.</p> <p>These economic performance conditions are the same as those applicable to his grant of performance shares under this plan, as authorized by the Shareholders' Meeting dated May 14, 2013, the maximum vested amount of which is equal to 23,312 shares (post adjustment applied following the completion of the share capital increase with shareholders' preferential subscription rights dated November 8, 2013).</p> <p>At its meeting dated March 14, 2016, the Board of Directors officially acknowledged the partial completion of the economic performance conditions. As a result, the cash compensation paid to Arnaud Poupart-Lafarge is equal to 25% of the target value, or € 30,938.</p>																														
<p>Stock options, performance shares, or any other long-term compensation component</p>	<p>A maximum number of 42,000 performance shares valued at €702,642</p>	<p>On July 28, 2015, the Board of Directors made use of the 27th resolution approved by the Shareholders' Meeting dated May 5, 2015 and decided to grant the Chief Executive Officer 42,000 performance shares, the effective vesting of which depends on the level of attainment of the plan's performance conditions.</p> <p>The definitive vesting of the performance shares granted under Plan No. 14 dated July 28, 2015 will be subject to continued employment within the Company as well as stringent performance conditions, each of which is measured over a 3-year period. The performance conditions are split into two segments: stock market performance and economic performance.</p> <p>One half of the performance shares granted will be subject to a stock market performance condition consisting in measuring the change in Nexans' opening share price over a period of 3 years (starting on the grant date) and comparing it to the same indicator calculated based on a reference panel comprised of the following 10 companies: Alstom, Legrand, Prysmian, General Cable, Rexel, ABB, Schneider Electric, Saint Gobain, Leoni, and NKT. The number of definitively vested shares will be determined based on the following scale:</p> <table border="1" data-bbox="584 1160 1436 1433"> <thead> <tr> <th>Performance achieved by Nexans relative to the Panel</th> <th>Percentage of definitively vested shares with respect to this stock market performance condition</th> </tr> </thead> <tbody> <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> </tbody> </table> <p>The other half of the granted performance shares shall be subject to an economic performance condition applied to 50% of the granted shares, consisting in measuring, in late 2017, the level of attainment of the ratio of the operating margin to metal sales, at constant prices of metal, and the return on capital employed (ROCE), it being specified that the degree to which these conditions are met will each count for half of the granted shares associated with the satisfaction of the economic condition</p> <table border="1" data-bbox="619 1684 1401 1971"> <thead> <tr> <th>Ratio of the operating margin to metal sales at constant prices of metal in late 2017</th> <th>Percentage of definitively vested shares with respect to this condition</th> </tr> </thead> <tbody> <tr> <td>≥ 5.5%</td> <td>100%</td> </tr> <tr> <td>≥ 5.3% and <5.5%</td> <td>90%</td> </tr> <tr> <td>≥ 5.1% and <5.3%</td> <td>80%</td> </tr> <tr> <td>≥ 4.9% and <5.1%</td> <td>70%</td> </tr> <tr> <td>≥ 4.7% and <4.9%</td> <td>60%</td> </tr> <tr> <td>≥ 4.5% and <4.7%</td> <td>50%</td> </tr> <tr> <td>< 4.5%</td> <td>0%</td> </tr> </tbody> </table>	Performance achieved by Nexans relative to the Panel	Percentage of definitively vested shares with respect to this stock market performance condition	> 90th percentile	100%	> 80th percentile	80%	> 70th percentile	70%	> 60th percentile	60%	≥ median	50%	< median	0 %	Ratio of the operating margin to metal sales at constant prices of metal in late 2017	Percentage of definitively vested shares with respect to this condition	≥ 5.5%	100%	≥ 5.3% and <5.5%	90%	≥ 5.1% and <5.3%	80%	≥ 4.9% and <5.1%	70%	≥ 4.7% and <4.9%	60%	≥ 4.5% and <4.7%	50%	< 4.5%	0%
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Valuation of the benefits of all kinds	€ 4,200	Arnaud Poupart-Lafarge used a Company car.																

Arnaud Poupart-Lafarge was not paid any deferred variable compensation, any exceptional compensation, or any director's fees for the 2015 fiscal year.

In addition, at its meeting dated July 24, 2014, the Board of Directors decided to grant the following items of compensation, approved by the Shareholders' Meeting dated May 5, 2015. A detailed description of these items can be found in the 2015 Registration Document, section 5.2.4 entitled *Compensation paid to Arnaud Poupart-Lafarge, Chief Executive Officer*.

Items of compensation	Amounts or book value, as of December 31, 2015, of the items of compensation subject to a consultative vote	Comments and explanations
Severance Payment	€ 0	<p>As from October 1st, 2014, as Chief Executive Officer Arnaud Poupart-Lafarge is eligible for a severance payment. The payment of this indemnity can only take place in the event of a forced departure related to a change of control or corporate strategy (the latter of which is always assumed as applicable unless the Board of Directors decides otherwise, particularly in the case of serious misconduct), in accordance with the Board of Directors' Internal Rules, and before the Board assesses compliance with the performance conditions.</p> <p>The severance payment would be equal to two years of total compensation, that is, 24 times the amount of the last monthly base compensation plus an amount equal to the nominal bonus rate times the last monthly base compensation.</p> <p>The severance payment would be subject to three performance conditions, each of which was to be assessed over a 3-year period:</p> <p>(1) A stock market performance condition consisting of measuring the change in price of the Nexans share relative to the SBF 120 index (or any other equivalent index that may replace it) over a 3-year period, the last recorded value of the index being the date of the forced departure. This condition will be deemed fulfilled if, during the 60-day period ending on the date of the forced departure, the average ratio of the Nexans share price relative to the SBF 120 index (closing price) is at least equal to 50% of that same average, calculated during the 60-day period ending 3 years before the forced departure date;</p>

		<p>(2) A financial performance condition related to the level of attainment of the annual objective set by the Group with regard to the operating margin. This condition will be deemed fulfilled if the average rate of attainment of the Group's annual operating margin objectives during the three calendar years preceding the Forced Departure is at least equal to 50%;</p> <p>(3) A financial performance condition related to "Free Cash Flow," which will be deemed met if "Free Cash Flow" is positive for each of the three calendar years preceding the Forced Departure date. The "Free Cash Flow" corresponds to the EBITDA less CAPEX less change in the average working capital for the current and previous years.</p> <p>The amount of the severance payment will be determined based on the following conditions: (i) 100% of the indemnity is due if at least 2 of the 3 conditions are fulfilled, (ii) 50% of the indemnity is due if one of the three conditions is fulfilled; (iii) no indemnity is due if none of the conditions are fulfilled.</p> <p>The Appointments, Compensation, and Corporate Governance Committee will officially acknowledge the level of attainment of these conditions.</p> <p>The sum payable with respect to the severance payment is to be paid as a single lump sum no later than one month following the Board of Directors' assessment of compliance with the conditions governing severance payments.</p> <p>In compliance with the provisions of the Board of Directors' Internal Rules, the severance payment cannot exceed two years of actual compensation (fixed and variable).</p>
Non-compete indemnity	€ 0	<p>In consideration of the commitment to refrain from engaging in a business activity that directly or indirectly competes with that of the Company for a two-year period following the termination of his term in office as Chief Executive Officer, regardless of the reason for said termination, Arnaud Poupart-Lafarge will be eligible to receive a non-compete indemnity equal to one year of total compensation, in other words, 12 times the amount of the last monthly compensation (the fixed portion) plus an amount equal to the nominal bonus rate times his last base monthly compensation paid in the form of 24 equal consecutive monthly payments.</p> <p>The Board of Directors will decide, in the case of a departure, whether or not to enforce the non-compete agreement and can waive it (in which case, the indemnity is not due).</p> <p>In compliance with the provisions of the Board of Directors' Internal Rules, both termination indemnities—in other words, the severance payment and the non-compete indemnity—cannot exceed two years of actual compensation (fixed and variable).</p>
Group pension and health care plans	€ 0	<p>Arnaud Poupart-Lafarge benefited from Group pension and health care plans under the same terms and conditions as Nexans employees.</p>
Unemployment insurance plan	€ 0	<p>Arnaud Poupart-Lafarge has coverage for loss of employment, acquired from an insurance agency, guaranteeing him, in case of an involuntary loss of professional activity, daily indemnities in the amount of 55% of 1/365th of tranches A, B, and C of his professional income for the fiscal year preceding his departure, applicable for a twelve-month period following the loss of employment.</p> <p>The annual amount paid by the Company in 2015 is € 11,982.</p>
Supplemental pension plan	€ 0	<p>Arnaud Poupart-Lafarge has a defined benefit pension plan (Article 39 of the French General Tax Code) established by the Group for the benefit of certain employees and corporate officers. Benefiting from this defined benefit pension plan, the rules of which the Board of Directors adopted in 2004 and modified in 2008, is subject to the beneficiary deciding to retire while still an employee of the Company. The beneficiary must also prove that he or she has at least 5 years seniority within the Group, has reached at least the age of 60, and has obtained the liquidation of his or her base and supplemental pension plans.</p>

	<p>This defined benefit pension plan stipulates the payment of a supplemental retirement benefit corresponding to 10% of the reference income (average of the sum of the fixed compensation, variable compensation, and benefits paid during the three years preceding his retirement), plus 1.70% of tranche D per year of seniority since 1 January 2001.</p> <p>The lifetime pension amount, with survivor benefits, is based on the beneficiary's average annual compensation for the last three years before his retirement. This supplemental retirement plan is in addition to the mandatory and base supplemental plans and cannot lead to a replacement rate of less than 30% of the reference income, with all mandatory retirement plans taken together. The supplemental benefit is therefore equal to the difference between the total benefits receivable under mandatory plans and other supplemental plans and 30% of the reference income, representing a replacement rate that is lower than the 45% rate provided for in the AFEP-MEDEF Code. The amount of the supplemental benefit alone may not exceed 30% of the reference income.</p> <p>Rights under the supplementary pension plan are funded through quarterly contributions from Nexans with an insurer in a dedicated fund. The amounts necessary to serve pensions of retired beneficiaries are taken from this dedicated fund as of retirements.</p> <p>The pension plan was closed to all new entrants in 2014. Beneficiaries are past members of the Nexans Group's Executive Committee and previously other employees of the Group eligible for an old Alcatel pension plan while satisfying certain salary conditions.</p> <p>The amount of the gross annual annuity to be paid to Arnaud Poupart-Lafarge is equal to an estimated €94,000, it being specified that this amount is calculated as if Arnaud Poupart-Lafarge could benefit from the annuity as from January 1st, 2016, while disregarding the fact that the seniority condition, retirement age requirement, retirement while employed at the Company requirement, and the confirmation of the liquidation of base and supplemental pension plans are not yet satisfied. The total amount of social charges and taxes associated are estimated at € 1,413,077.</p>
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Authorization to be granted to the Board of Directors to carry out transactions involving Company shares (Resolution 9)

We propose that you renew, under substantially similar conditions, the authorization granted by the Shareholders' Meeting dated May 5, 2015, which is set to expire at the end of this Shareholders' Meeting, in order to ensure that the Company can buy back its own shares at any time. This authorization would expire at the end of the Shareholders' Meeting called to approve the financial statements for the fiscal year ending on December 31, 2016, and no later than eighteen months after the date of this Shareholders' Meeting.

It should be noted that, as of December 31, 2015, the Company did not hold any treasury shares and that the Board of Directors did not implement the equivalent successive authorization adopted by the Shareholders' Meetings held from 2010 to 2015.

In the context of the authorization subject to your approval, you are asked to authorize the Board of Directors, with the authority to sub-delegate, to purchase or order for the purchase of Company shares, in order to conduct the following transactions: delivering shares in the context of external growth transactions in an amount not to exceed 5% of the share capital, delivering shares upon exercise of rights attached to securities granting access to the share capital, allocating free shares to eligible employees and corporate officers in the context of, in particular, the provisions of articles L. 225-197-1 et seq. of the French Commercial Code (refer to the section below entitled "Grants of performance shares and free shares" for further information), implementing any Company stock option plan, allocating, selling, or transferring shares to employees as part of their profit sharing in the growth of the Company and pursuant to any corporate employee savings plans, as well as carrying out any hedging transaction related to the aforementioned employee shareholding plans and generally, meeting any obligations associated with stock option plans or other share plans benefiting the employees or the corporate officers of the Company or of a related company, cancelling some or all of the shares resulting from a buyback, stimulating the secondary market of the Nexans share through an investment services provider pursuant to the terms of a liquidity contract compliant with the ethics charter recognized by the *Autorité des marchés financiers* (French financial markets regulator, or "AMF"), or implementing any market practice that may be authorized by law or the AMF.

Share buybacks carried out by the Company can concern a number of shares such that:

- as of the date of each share buyback, the aggregate number of shares purchased by the Company since the beginning of the share buybacks plan (including the shares subject to the buyback in question) does not exceed 10% of the aggregate number of shares comprising the Company's share capital as of that date, it being specified that whenever the purpose of the buyback is to improve liquidity under the conditions defined in the AMF's General Regulations, the number of shares taken into account for the calculation of the aforementioned 10% threshold will correspond to the number of shares purchased, after deducting the number of shares resold during the effective term of the authorization;
- the number of shares held by the Company at any given time does not exceed 10% of the aggregate number of shares comprising the share capital of the Company on the date in question.

Shares may be bought, sold, exchanged, or transferred at any time, within the limits authorized under legal and regulatory provisions in force, and by any means, whether via a regulated market or off-market (including by acquiring or selling blocks of shares). These means include the use of options. The maximum purchase price for the shares of the Company would be equal to 60 Euros per share (excluding acquisition costs). The aggregate amount allocated for the purpose of the share buyback plan cannot exceed 100 million Euros.

However, in the event that a third party launches a tender offer for the securities of the Company, the Board of Directors cannot decide to implement this resolution during the offer period unless the Shareholders' Meeting grants its prior approval.

EXTRAORDINARY SESSION

It should be noted that the Company completed the following transactions using the delegations granted by the Shareholders' Meeting held on May 5, 2015:

<p>July 28, 2015 January 1st, 2016</p>	<p>Long-Term Compensation: grants of performance shares and free shares The Board of Directors implemented the Group's long-term compensation policy by adopting Long-term Compensation Plan No. 14 and 15, providing for the grant of 321,000 performance shares of the 330,000 performance shares authorized by the Shareholders' Meeting, of which a maximum number of 42,000 shares are granted to the Chief Executive Officer (subject to the satisfaction of the performance conditions), and the grant of 29,960 free shares (without performance conditions) of the 30,000 shares authorized by the Shareholders' Meeting.</p>
<p>November 24, 2015</p>	<p>Employee Shareholding The Board of Directors authorized the launch of the seventh international employee shareholding transaction in the context of which a maximum number of 500,000 new shares can be issued in late July 2016, in accordance with the authorization granted by the Shareholders' Meeting.</p>

Authorization to be granted to the Board of Directors for the purpose of reducing the Company's share capital via the cancellation of treasury shares (Resolution 10)

Along with resolution 9 authorizing the Board of Directors to purchase, or order the purchase of Company shares in order to, in particular, cancel some or all of the shares resulting from said buybacks, it is proposed that you authorize the Board of Directors, for eighteen months from the date of this Shareholders' Meeting, to cancel some or all of the shares of the Company the latter might or could purchase pursuant to any share buyback plan authorized by the Ordinary Shareholders' Meeting, under the conditions stipulated in articles L. 225-209 et seq. of the French Commercial Code, capped at 10% of the shares comprising the share capital of the Company.

Grants of performance shares and free shares (Resolutions 11 to 14)

The Board of Directors asks you to vote to grant the authorization to carry out, in one or more installments, grants of performance shares and free shares.

The Board of Directors wishes to delay the implementation of the long-term compensation plans over time, starting in 2017. The goal is to adopt the long term compensation plans earlier in the year, prior to the Annual Shareholders' Meeting, in order to shorten the amount of time separating the adoption of the long term compensation plans from the setting of the annual goals of the executive corporate officer, the managers, and the employees of the Group. This is why the Board of Directors submits four new authorizations for 2016 and 2017 to a vote. The maximum dilutive impact of the grants that would be made pursuant to resolutions 11 to 14 in 2016 and 2017 would total 0.85% of the share capital as of December 31, 2015 and for each of these years.

Resolutions presented at the Shareholders' Meeting dated May 12, 2016	Cap per Resolution ⁷	Aggregate Cap ⁷
2016 Grant of Performance Shares (Resolution 11)	330,000 shares	720,000 shares
2016 Grant of Free Shares (Resolution 12)	30,000 shares	
2017 Grant of Performance Shares (Resolution 13)	330,000 shares	
2017 Grant of Free Shares (Resolution 14)	30,000 shares	

The definitively granted shares will result from either the issuance of new shares or the buyback of existing shares via a share buyback plan intended to avoid diluting shareholders' equity.

Nexans' long-term compensation policy is part of an overall strategy to enhance employee loyalty and motivation, to remain competitive relative to market practices. The Group's long-term compensation policy is adapted depending on the people involved.

- the Chief Executive Officer will only be granted performance shares (potentially available in 5 years), the number of which shall be determined by taking into account all of the items comprising of his or her compensation;
- the main senior management executives are granted performance shares linked to medium-term conditional compensation;
- a broader population of management executives will receive medium-term conditional compensation;

All of these medium and long-term compensation plans are linked to the Group's indicators in terms of the ratio between operating margin on metal sales (ROS) at a constant price of metal and the return on capital employed (ROCE), as of the end of 2018. The vesting of the performance shares is also linked to the satisfaction of performance conditions indexed on the performance of the Company's share on the stock market relative to a panel.

Characteristics of the Performance and Free Share Plan (Resolutions 11 and 12)

Scope	Approximately 200 managers employed in France and abroad, including the members of the <i>Management Council</i> as well as the Chief Executive Officer.
	- A maximum of 330,000 performance shares, representing 0.77% of the share capital at year-end 2015 , intended for a population of management executives including the Chief Executive Officer, the members of the Management Board and of the Management Council, and some of the Group's management executives. These 330,000 shares assume maximum performance with respect to the three performance conditions retained, as described below. The number of performance shares allocated to the Chief Executive Officer will be capped at 31,000 and, as such, would represent approximately 0.07% of the share capital as of December 31, 2015. The portion reserved for the CEO would, therefore, represent 9% of aggregate amount of performance shares available to be granted.

⁷ The maximum number of shares that could potentially be issued corresponds to the maximum aggregate nominal amount of all share capital increases that could potentially be carried out insofar as the nominal value of a company share is equal to 1 Euro

	<p>- An isolated grant of no more than 30,000 free shares (not subject to performance conditions), representing approximately 0.07% of the share capital at year-end 2015, intended solely for a limited population of high-potential executives and/or exceptional contributors (other than the members of the Management Council and the beneficiaries of performance shares).</p>																																
Dilutive Impact	The maximum overall dilutive impact of the projected plan would be approximately 0.85% on the basis of the share capital as of December 31, 2015, without taking into account the potential use of existing shares. ⁸																																
Vesting Period	4 years																																
Continued Employment Condition	The definitive vesting of the performance and free shares will be subject to a 4-year continued employment condition .																																
Performance Conditions	<p>The definitive vesting of the performance shares will be subject to stringent performance conditions, each of which is measured over a 3-year period. The performance conditions are split into two segments: stock market performance and economic performance.</p> <p>One half of the performance shares granted will be subject to a stock market performance condition consisting in measuring the Nexans TSR (total shareholder return) and comparing it to the TSR calculated based on a reference panel comprised of the following 11 companies: Alstom, Legrand, Prysmian, Rexel, ABB, Schneider Electric, Saint Gobain, Leoni, NKT, General Electric and Siemens. The Board may review the panel during the period, in the exceptional case of some of these companies' demise or consolidation.</p> <p>For the given period, the TSR corresponds to the increase of the trading price of the shares increased by dividends per share. Growth or increases in the trading price of the shares is determined by analyzing the average of the opening trading prices for 3 months preceding the grant and the average of the opening trading prices for the 3 months preceding the end of the performance vesting period. Furthermore, the dividend per share is the sum of the dividends paid on (Nexans' or panel) shares during the 3 year performance period.</p> <p>The TSR thus calculated will be compared to the one observed over the same period for the companies included in the comparison panel, and will result in a classification between Nexans and the companies making up the panel. The number of definitively vested shares will be determined based on the following scale:</p> <table border="1" data-bbox="354 1146 1394 1440"> <thead> <tr> <th>Performance achieved by Nexans compared to panel TSR</th> <th>Percentage of definitively vested shares with respect to this stock market performance condition</th> </tr> </thead> <tbody> <tr> <td>≥ 90% et < 100%</td> <td>100%</td> </tr> <tr> <td>≥ 80% et < 90%</td> <td>90%</td> </tr> <tr> <td>≥ 70% et < 80%</td> <td>80%</td> </tr> <tr> <td>≥ 60% et < 70%</td> <td>70%</td> </tr> <tr> <td>≥ 50% et < 60%</td> <td>60%</td> </tr> <tr> <td>≥ 40% et < 50%</td> <td>50%</td> </tr> <tr> <td>< 40%</td> <td>0%</td> </tr> </tbody> </table> <p>The other half of the granted performance shares shall be subject to an economic performance condition consisting in measuring, at 2018 year end, the ratio of the operating margin to metal sales, at constant prices of metal (return on sales, or "ROS"), and the return on capital employed (ROCE) for fiscal year 2018. The number of definitively vested shares will be determined based on the following scale, it being specified that one quarter of the granted shares will depend on the ratio of the operating margin to metal sales, at constant prices of metal, while another quarter will depend on the return on capital employed (ROCE).</p> <table border="1" data-bbox="347 1686 1434 1946"> <thead> <tr> <th>Ratio of the Operating Margin to Metal Sales at Constant Prices at year-end 2018</th> <th>Percentage of definitively vested shares with respect to this condition</th> </tr> </thead> <tbody> <tr> <td>≥ 6%</td> <td>100%</td> </tr> <tr> <td>≥ 5.8% and < 6%</td> <td>90%</td> </tr> <tr> <td>≥ 5.6% and < 5.8%</td> <td>80%</td> </tr> <tr> <td>≥ 5.4% and < 5.6%</td> <td>70%</td> </tr> <tr> <td>≥ 5.2% and < 5.4%</td> <td>60%</td> </tr> <tr> <td>≥ 5% and < 5.2%</td> <td>50%</td> </tr> <tr> <td>< 5%</td> <td>0%</td> </tr> </tbody> </table>	Performance achieved by Nexans compared to panel TSR	Percentage of definitively vested shares with respect to this stock market performance condition	≥ 90% et < 100%	100%	≥ 80% et < 90%	90%	≥ 70% et < 80%	80%	≥ 60% et < 70%	70%	≥ 50% et < 60%	60%	≥ 40% et < 50%	50%	< 40%	0%	Ratio of the Operating Margin to Metal Sales at Constant Prices at year-end 2018	Percentage of definitively vested shares with respect to this condition	≥ 6%	100%	≥ 5.8% and < 6%	90%	≥ 5.6% and < 5.8%	80%	≥ 5.4% and < 5.6%	70%	≥ 5.2% and < 5.4%	60%	≥ 5% and < 5.2%	50%	< 5%	0%
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⁸ Furthermore, the average three-year unadjusted burn rate is 0.75%.

Group Return on Capital Employed at year-end 2018	Percentage of definitively vested shares with respect to this condition
≥ 13.5%	100%
≥ 13.3% and < 13.5%	90%
≥ 13.1% and < 13.3%	80%
≥ 12.9% and < 13.1%	70%
≥ 12.7% and < 12.9%	60%
≥ 12.5% and < 12.7%	50%
< 12.5%	0%

Characteristics of the 2017 Performance Share Plan and Free Share Plan (Resolutions 13 and 14)

The characteristics of the 2017 Performance Share Plan and Free Share Plan to be determined by the Board of Directors in early 2017 will be similar to those applicable in 2016. Like for any of the long-term compensation plans carried out since 2011, the Board of Directors will set demanding performance conditions based on the Appointments, Compensation, and Corporate Governance Committee's proposal, each of which is assessed over a 3-year period. The performance conditions are split into two segments: stock market performance and economic performance.

Resolutions submitted to the Shareholders' Meeting

In accordance with Article L. 225-197-1 of the French Commercial Code, the Board of Directors asks the Shareholders' Meeting to delegate its authority to the Board of Directors for the purposes of granting performance shares to members of personnel it will select from among the employees and, possibly, the corporate officers of the Company, and companies or corporate groups related to it under the conditions set forth in Article L. 225-180 of the French Commercial Code, it being specified that the grant is capped at a nominal value of € 330,000 in 2016 (**Resolution 11**) and at a nominal value of € 330,000 in 2017 (**Resolution 13**), and for the purpose of granting free shares without performance conditions, it being specified that the grant is capped at a nominal value of € 30,000 in 2016 (**Resolution 12**) and at a nominal value of € 30,000 in 2017 (**Resolution 14**). Pursuant to the law, adoption of these resolutions shall imply shareholders' express waiver of their preferential subscription rights in favor of the beneficiaries of these grants.

The proposed authorizations are strictly limited to the requirements of the plans set out above.

Furthermore, it is hereby reminded that considering the set performance and continued employment conditions, a portion of the grant of these shares could be rendered null and void. For example, the performance conditions applicable to Plan No. 10 dated November 15, 2011 were never satisfied and, as a result, the number of definitively vested shares with respect to this plan is equal to zero. The performance conditions of Plan No. 11 dated November 20, 2012 were partially satisfied, granting the right to the definitive vesting of only part of the shares granted to employees and corporate officers with respect to this plan, equal to 38.23% of the maximum amount.

Grants to the Chief Executive Officer

Any potential grants to the Chief Executive Officer are subject to prior review by the Appointments, Compensation, and Corporate Governance Committee and a decision of the Board of Directors. Past grants have complied and potential future grants will comply with the recommendations of the AFEP-MEDEF Code and the features described in the Board of Directors' Internal Rules, including the following:

Frequency	Annual grant, except for a duly justified reason and under exceptional circumstances.
Performance Conditions	The definitive vesting of the performance shares for the Chief Executive Officer would be subject to the Appointments, Compensation, and Corporate Governance Committee's official acknowledgment that the stringent performance conditions set by the Board of Directors at the time of the grant have been satisfied, as presented to shareholders at this Shareholders' Meetings.
Holding Requirement (Article L. 225-197-1 of the French Commercial Code)	<p>In accordance with the terms of Article L. 225-197-1 II, paragraph 4 and with the AFEP-MEDEF Corporate Governance Code, the senior executive corporate officer must retain a large and increasing number of the shares resulting from the definitive vesting of performance shares.</p> <p>Under the terms of Plans No. 16 and No.17, it is proposed that the Chief Executive Officer retain, in registered form, until the termination of his position in office, 25% of the definitively vested performance shares, subject to the Board of Directors deciding otherwise based on his or her situation and, in particular, in view of the goal to hold an increasing number of securities acquired in such a way.</p>
Obligation to purchase	Grants made in favor of senior executive corporate officers are subject to an obligation to purchase, as recommended under the terms of the AFEP-MEDEF Code. The Board of Directors set the obligation to purchase to a number of shares equal to 5% of the performance shares at expiration of the holding period, for as long as the AFEP-MEDEF Code recommends the implementation of an obligation to purchase.
Restriction concerning hedging instruments	The performance shares granted to the Chief Executive Officer cannot be hedged during the vesting period.
Recommended blackout periods	Group "Insider Trading" Procedure.

ORDINARY SESSION

POWERS FOR CONDUCTING FORMALITIES (RESOLUTION 15)

Resolution 15 is a customary resolution concerning the granting of the powers necessary to complete 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 and operations for the fiscal year ended on December 31, 2015 – Board of Directors' management report

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the Company's financial statements for the fiscal year ended on December 31, 2015, which include the balance sheet, the income statement, and the notes, and reading the Board of Directors' report and the Statutory Auditors' report, approves, in its entirety, the submitted draft of the Company's financial statements for the fiscal year ended on December 31, 2015, showing a profit of EUR 1,884,824, as well as the transactions reflected in these financial statements and/or summarized in these reports.

The Shareholders' Meeting acknowledges the fact that, in the 2015 fiscal year, the Company has not incurred any expenses or charges that were not tax-deductible pursuant to the terms of Article 39-4 of the French Tax Code.

Second Resolution – Approval of the consolidated financial statements and operations for the fiscal year ended on December 31, 2015

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the consolidated financial statements for the fiscal year ended on December 31, 2015, which include the balance sheet, the income statement, and the notes, and reading the Board of Directors' report and the Statutory Auditors' report, approves, in its entirety, the submitted draft of consolidated financial statements for the fiscal year ended on December 31, 2015, showing a net loss (Group share) of EUR 193,650 thousand, as well as the transactions reflected in these financial statements and/or summarized in these reports.

Third Resolution - Allocation of income generated in the fiscal year ended on December 31, 2015

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the Board of Directors' report and the Statutory Auditors' report on the annual financial statements, decides to allocate the income for the fiscal year, i.e. a profit of EUR 1,884,824, as follows:

Distributable profit totals:

- previous balance carried forward	€ 106,091,226
- income for the fiscal year	€ 1,884,824
- allocation to the legal reserve	€ 94,241

Total distributable profit € 107,881,809

No dividend is distributed for the 2015 fiscal year.

The Shareholders' Meeting informs the Board of Directors that it was told that the amounts of the dividends paid over the last three fiscal years, as well as the amounts of the dividends that qualify for the 40% tax allowance, were as follows:

	Fiscal Year 2012 (paid in 2013)	Fiscal Year 2013 (paid in 2014)	Fiscal Year 2014 (paid in 2015)
Dividend per share	€ 0.5	-	-
Number of shares eligible for dividends	29,394,042	-	-
Total amount	€ 14,697,021	-	-

In fiscal years 2012, 2013, and 2014, all the shares belonged to the same category.

Fourth Resolution – Renewal of Colette Lewiner as Director

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the Board of Directors' report, renews Colette Lewiner's term of office as Director of the Board of Directors for a four-year period, set to expire at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the fiscal year ending on December 31, 2019.

Fifth Resolution – Appointment of Kathleen Wantz-O'Rourke as Director

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the Board of Directors' report, appoints Kathleen Wantz-O'Rourke as Director of the Board of Directors for a four-year term set to expire at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the fiscal year ending on December 31, 2019.

Sixth Resolution - Appointment of Marie-Cécile de Fougères as Director representing employee shareholders

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the Board of Directors' report, appoints Marie-Cécile de Fougères as Director of the Board of Directors representing employee shareholders, for a four-year term set to expire at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the fiscal year ending on December 31, 2019.

Seventh Resolution – Consultative vote on the items of compensation owed or granted to the Chairman of the Board of Directors for the fiscal year ended on December 31, 2015

The Shareholders' Meeting, consulted pursuant to the recommendations of paragraph 24.3 of the November 2015 AFEP-MEDEF Corporate Governance Code, which the Company uses as its reference pursuant to the terms of Article L. 225-37 of the French Commercial Code, and voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, delivers a favorable opinion with regard to the items of compensation due or granted to Frédéric Vincent, Chairman of the Board of Directors, for the fiscal year ended December 31, 2015, as described in the Board of Directors' report on the draft resolutions submitted to this Meeting, available at www.nexans.com (under Finance / Shareholders / Meetings / Annual General Meeting 2016).

Eighth Resolution – Consultative vote on the items of compensation owed or granted to the Chief Executive Officer for the fiscal year ended on December 31, 2015

The Shareholders' Meeting, consulted pursuant to the recommendations of paragraph 24.3 of the November 2015 AFEP-MEDEF Corporate Governance Code, which the Company uses as its reference pursuant to the terms of Article L. 225-37 of the French Commercial Code, and voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, delivers a favorable opinion with regard to the items of compensation due or granted to Arnaud Poupart-Lafarge, Chief Executive Officer, for the fiscal year ended December 31, 2015, as described in the Board of Directors' report on the draft resolutions submitted to this Meeting, available at www.nexans.com (under Finance / Shareholders / Meetings / Annual General Meeting 2016).

Ninth Resolution - Authorization to be granted to the Board of Directors to carry out transactions involving Company shares

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after considering the Board of Directors' report, authorizes the Board of Directors, with the power to sub-delegate under the conditions stipulated by law, pursuant to the provisions of Articles L.225-209 et seq. of the French Commercial Code and the provisions of European Regulation n ° 2273/2003 dated December 22, 2003, or of any European Regulation that may replace it, to purchase, or to order the purchase of Company shares for the purposes of:

- delivering shares (as exchange, as payment, or otherwise) in the context of external growth transactions, mergers, spin-offs, or capital contributions in an amount not to exceed 5% of the share capital; or
- delivering shares upon exercise of rights attached to securities granting access to the share capital, via the redemption, conversion, exchange, presentation of a warrant, or in any other manner; or

- allocating free shares to eligible employees and corporate officers in the context of, in particular, the provisions of articles L. 225-197-1 et seq. of the French Commercial Code; or
- implementing any Company stock option plan in the context of Articles L.225-177 et seq. of the French Commercial Code or any similar plan; or
- allocating, selling, or transferring shares to employees as part of their profit sharing in the growth of the Company, or pursuant to corporate employee savings plans under the conditions stipulated by law and, in particular, under the terms of articles L.3332-1 et seq. of the French Labor Code or any other employee share plans, as well as carrying out any hedging transaction related to free share plans, stock option plans, and share ownership plans benefiting the aforesaid employees; or
- generally, meeting any obligations associated with stock option plans or other share plans benefiting the employees or the corporate officers of the Company or of a related company; or
- cancelling some or all of the shares resulting from such buybacks; or
- stimulating the secondary market of the Nexans share through an investment services provider pursuant to the terms of a liquidity contract compliant with the ethics charter recognized by the *Autorité des marchés financiers* (French financial markets regulator, or “AMF”);
- implementing any market practice that may be authorized by law or the AMF. In such a case, the Company will inform its shareholders through a press release.

Decides that the share buybacks carried out by the Company can concern a number of shares such that:

- as of the date of each share buyback, the aggregate number of shares purchased by the Company since the beginning of the share buyback plan (including the shares subject to the buyback in question) does not exceed 10% of the aggregate number of shares comprising the Company's share capital as of that date, it being specified that this percentage applies to an amount of share capital adjusted for the transactions impacting it following this Shareholders' Meeting, in other words, for example, as of March 14, 2016, an amount of share capital comprised of 42,597,718 shares, it being specified that whenever the purpose of the buyback is to improve liquidity under the conditions defined in the AMF General Regulation, the number of shares taken into account for the calculation of the 10% threshold stipulated in this paragraph shall correspond to the number of shares purchased, after deducting the number of shares resold during the effective term of the authorization;
- the number of shares held by the Company at any given time does not exceed 10% of the aggregate number of shares comprising the share capital of the Company on the date in question.

Shares may be bought, sold, exchanged, or transferred at any time, within the limits authorized under legal and regulatory provisions in force, and by any means, whether via regulated markets, multilateral trading systems, systematic internalizers, or via private agreements, including by acquiring or selling blocks of shares (without limiting the portion of the share buyback plan that may be completed in this manner), or through a public tender or exchange offer. These means include the use of options (purchasing or selling options, save for the sale of put options) or other financial futures traded on regulated markets, multilateral trading systems, or through systematic internalizers, or by means of private agreements in compliance with regulations in force, or via the delivery of shares resulting from the issuance of securities granting access to the Company's share capital through an exchange, conversion, redemption, the exercise of a warrant, or by any other means, either directly or through an investment services provider.

However, in the event that a third party launches a public tender offer for the securities of the Company, the Board of Directors cannot decide to implement this resolution during the offer period unless the Shareholders' Meeting grants its prior approval.

Pursuant to the terms of this resolution, the maximum purchase price per share will be equal to €60 (excluding acquisitions costs) (or the exchange value of this amount on the same date in any other currency).

In the event of any change in the nominal value of the Company's share, or any share capital increase via the capitalization of reserves, an allocation of free shares, a share split or a reverse share split, the distribution of reserves or any other assets, a share capital amortization, or any and all other transactions involving shareholders' equity, the Shareholders' Meeting delegates the necessary powers to the Board of Directors for the purpose of adjusting the aforementioned purchase price in order to take into account the impact of these transactions on the value of the share.

The total budget for the share buyback plan authorized above cannot exceed € 100 million.

The Shareholders' Meeting grants all necessary powers to the Board of Directors, with the power to sub-delegate as permitted by law, in order to implement this authorization, to complete the share buyback plan and, in particular, to place any and all orders on the stock market or carry out any off-market transactions, enter into any and all agreements concerning, in particular, the bookkeeping of share purchases and sales, to allocate or reallocate acquired shares to fulfill set objectives under applicable legal and regulatory conditions, to determine, as the case may be, the terms and conditions according to which the rights of holders of securities or options will be protected, in compliance with the legal, regulatory, or contractual conditions, filing all necessary declarations with the AMF and any other regulatory authority that may replace it, completing all formalities and, in general, taking all actions required.

The Board of Directors must inform the Shareholders' Meeting regarding the transactions carried out pursuant to this resolution.

As of the date hereof, this authorization cancels, as the case may be, any unused portion of any previous authorization granted to the Board of Directors for the purpose of carrying out transactions involving Company shares. This authorization will expire at the end of the Shareholders' Meeting called to approve the financial statements for the fiscal year ending on December 31, 2016 and no later than eighteen months from the date of the Shareholders' Meeting hereof.

EXTRAORDINARY SHAREHOLDERS' MEETING

Tenth Resolution – Authorization to be granted to the Board of Directors for the purpose of reducing the Company's share capital via the cancellation of treasury shares

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing extraordinary shareholders' meetings, after considering the Board of Directors' report and the Statutory Auditors' special report, authorizes the Board of Directors to reduce the share capital in one or several installments, in such proportions and at such times as it deems appropriate, by cancelling, within the limits set by law and in accordance with the provisions of Articles L.225-209 et seq. of the French Commercial Code, all or part of the shares acquired in the context of any share buybacks plan authorized by the Shareholders' Meeting.

As of the date of each cancellation, the maximum number of shares cancelled by the Company per twenty-four month period preceding said cancellation, including the shares subject to said cancellation, may not exceed 10% of the share capital of the Company on the cancellation date in question or, for example, a limit of 4,259,771 shares as of March 14, 2016.

The Shareholders' Meeting authorizes the Board of Directors to deduct the difference between the repurchase price of the canceled shares and their nominal value from available premiums and reserves.

The Shareholders' Meeting grants all necessary powers to the Board of Directors, with the ability to delegate such powers, for the purpose of carrying out the treasury share cancellation(s) and share capital reduction(s) that could potentially be carried out by virtue of this authorization, setting the final amount applicable to share capital reduction(s), amending the by-laws accordingly and, generally, completing all necessary formalities.

As of the date hereof, this authorization cancels, as the case may be, any unused portion of any previous authorization granted to the Board of Directors for the purpose of reducing the share capital via the cancellation of shares acquired in the context of share buyback plans. This authorization will expire in eighteen months as from the date of the Shareholders' Meeting hereof.

Eleventh Resolution – Authorization to be granted to the Board of Directors until December 31, 2016 for the purpose of granting existing or newly issued free shares to employees and corporate officers of the Group, or to some of them, in 2016, subject to the satisfaction of the performance conditions set by the Board, and in an amount not to exceed the nominal value of € 330,000, without shareholders' preferential subscription rights

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing extraordinary shareholders' meetings, after considering the Board of Directors' report and the Statutory Auditors' special report:

1. authorizes the Board of Directors to grant existing or newly issued free shares (excluding preferred shares), in one or more installments, in the context of the provisions of articles L. 225-197-1 et seq. of the French Commercial Code, and with the ability to sub-delegate as permitted by law, to beneficiaries or categories of beneficiaries it will select from among the employees of the Company, or companies or corporate groups related to it under the conditions set forth in Article L. 225-197-2 of said Code, and to corporate officers of the Company, or companies or corporate groups related to it that satisfy the conditions set forth in Article L. 225-197-1, II of said Code, under the conditions defined hereafter;

2. decides that the aggregate nominal value of existing or newly issued shares allocated pursuant to this authorization cannot be higher than € 330,000 or the equivalent amount in any other currency or monetary unit established by reference to several currencies (this nominal amount of existing or newly issued shares could be increased in order to take into account the additional number of shares that could be granted due to an adjustment in the number of shares initially granted following a transaction on the share capital of the Company);

3. decides that the grant of all or part of said shares to their beneficiaries will only become final provided the performance conditions already set by the Board of Directors prior to this Shareholders' Meeting and presented in the Board of Directors' report on this Shareholders' Meeting's resolutions are effectively met;

4. decides that the total number of existing or newly issued shares granted by virtue of this authorization to corporate officers of the Company cannot exceed 9% of the authorized aggregate amount of shares to be granted, which corresponds to approximately 0.07% of the share capital as of December 31, 2015.

5. also decides that the grant of said shares to their beneficiaries will become final at the end of a minimum four-year vesting period, with no holding period, it being understood that the Board of Directors reserves the right to impose such a holding period, the length of which it will have the power to determine, it being further understood that the grant of shares to their beneficiaries will become final prior to the expiration of the applicable vesting period in the event that the beneficiary suffers a disability in the second or third category set forth in Article L. 341-4 of the French Social Security Code, or their respective equivalents in other countries, and that the shares will be freely transferable as from that point;

6. grants all powers to the Board of Directors, with the ability to sub-delegate such powers as permitted by law, for the purpose of implementing this authorization and, in particular, to:

- determine whether the granted free shares are existing or newly issued shares and, as applicable, modify its choice prior to the date on which the grant of shares becomes final ;
- compile the list of share grant beneficiaries or category(ies) of share grant beneficiaries from among the employees and corporate officers of the Company or the aforementioned companies or corporate groups, and the number of shares granted to each of them;
- establish the conditions and, as applicable, the criteria governing the grant of shares, including the minimum vesting period and, as the case may be, the holding period to which each beneficiary is subject, under the conditions stipulated above, it being specified that concerning free shares granted to corporate officers, the Board of Directors must either (a) decide that the free shares granted cannot be sold by their holders prior to the termination of their duties as corporate officer, or (b) set the quantity of free shares granted that must be held in registered form until the termination of their duties as corporate officer;
- introduce the possibility of a temporary suspension of rights to the grant;
- establish the definitive grant dates and the dates upon which the shares can be transferred freely, in consideration of any applicable legal restrictions;
- in the case of the issuance of new shares, to deduct, as applicable, the amounts necessary to cover the issuance cost of said shares from the reserves, profits, or share premiums, to officially acknowledge the

completion of share capital increases carried out pursuant to this authorization, make the corresponding amendments to the by-laws and, generally, do all that is necessary and complete all necessary formalities;

7. decides that the Company may, where applicable, make the necessary adjustments to the number of free shares granted in order to protect the rights of beneficiaries, based on any potential transactions involving the Company's share capital, particularly in the event of a change in the nominal value of the share, a share capital increase through the capitalization of reserves, a grant of free shares, an issuance, with preferential subscription rights reserved for shareholders, of new Company securities or securities granting access to its share capital, a share split or reverse share split, a distribution of reserves, share premiums, or any other assets, the amortization of the share capital, the modification of the distribution of the profits by the creation of preferred shares or any other transaction affecting the shareholders' equity or the share capital (including by way of a public tender offer and/or a change of control). It is specified that the shares granted pursuant to said adjustments will be deemed granted on the same day as the initially granted shares;

8. acknowledges that in the event of a grant of new free shares, this authorization shall imply, gradually as said shares are definitively granted, the execution of a share capital increase by capitalization of reserves, profits, or share premiums for the benefit of said shares' beneficiaries, coupled with shareholders waiving their preferential subscription rights to said shares, also for the benefit of said shares' beneficiaries;

9. acknowledges that, in the event that the Board of Directors uses this authorization, it shall inform the Ordinary Shareholders' Meeting every year regarding the transactions carried out by virtue of 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 said Code;

10. decides that this authorization is granted until December 31, 2016;

11. decides that this authorization cancels, effective on the date hereof, where applicable, any unused portion of the 27th resolution adopted by the Shareholders' Meeting dated May 5, 2015.

Twelfth Resolution – Authorization to be granted to the Board of Directors until December 31, 2016 for the purpose of granting existing or newly issued free shares to employees, or to some of them, in 2016, and in an amount not to exceed the nominal value of € 30,000, without shareholders' preferential subscription rights

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing extraordinary shareholders' meetings, after considering the Board of Directors' report and the Statutory Auditors' special report:

1. authorizes the Board of Directors to grant existing or newly issued free shares (excluding preferred shares), in one or more installments, in the context of the provisions of articles L. 225-197-1 et seq. of the French Commercial Code, and with the ability to sub-delegate as permitted by law, to beneficiaries or categories of beneficiaries it will select from among the employees of the Company, or companies or corporate groups related to it under the conditions set forth in Article L. 225-197-2 of said Code, under the conditions defined hereafter;

2. decides that the aggregate nominal value of existing or newly issued shares allocated pursuant to this authorization cannot be higher than € 30,000 or the equivalent amount in any other currency or monetary unit established by reference to several currencies (this nominal amount of existing or newly issued shares could be increased in order to take into account the additional number of shares that could be granted due to an adjustment in the number of shares initially granted following a transaction on the share capital of the Company);

3. also decides that the grant of said shares to their beneficiaries will become final at the end of a minimum four-year vesting period, with no holding period, it being understood that the Board of Directors reserves the right to impose such a holding period, the length of which it will have the power to determine, it being further understood that the grant of shares to their beneficiaries will become final prior to the expiration of the applicable vesting period in the event that the beneficiary suffers a disability in the second or third category set forth in Article L. 341-4 of the French Social Security Code, or their respective equivalents in other countries, and that the shares will be freely transferable as from that point;

4. grants all powers to the Board of Directors, with the ability to sub-delegate such powers as permitted by law, for the purpose of implementing this authorization and, in particular, to:

- determine whether the granted free shares are existing or newly issued shares and, as applicable, modify its choice prior to the date on which the grant of shares becomes final ;
- compile the list of share grant beneficiaries or category(ies) of share grant beneficiaries from among the employees of the Company or the aforementioned companies or corporate groups, and the number of shares granted to each of them;
- establish the conditions and, as applicable, the criteria governing the grant of shares, including the minimum vesting period and, as the case may be, the holding period to which each beneficiary is subject, under the conditions stipulated above;
- introduce the possibility of a temporary suspension of rights to the grant;
- establish the definitive grant dates and the dates upon which the shares can be transferred freely, in consideration of any applicable legal restrictions;
- in the case of the issuance of new shares, to deduct, as applicable, the amounts necessary to cover the cost of said shares from the reserves, profits, or share premiums, to officially acknowledge the completion of share capital increases carried out pursuant to this authorization, make the corresponding amendments to the by-laws and, generally, do all that is necessary and complete all necessary formalities.

5. decides that the Company may, where applicable, make the necessary adjustments to the number of free shares granted in order to protect the rights of beneficiaries, based on any potential transactions involving the Company's share capital, particularly in the event of a change in the nominal value of the share, a share capital increase through the capitalization of reserves, a grant of free shares, an issuance, with preferential subscription rights reserved for shareholders, of new Company securities or securities granting access to its share capital, a share split or reverse share split, a distribution of reserves, share premiums, or any other assets, the amortization of the share capital, the modification of the distribution of the profits by the creation of preferred shares or any other transaction affecting the shareholders' equity or the share capital (including by way of a public tender offer and/or a change of control). It is specified that the shares granted pursuant to said adjustments will be deemed granted on the same day as the initially granted shares;

6. acknowledges that in the event of a grant of new free shares, this authorization shall imply, gradually as said shares are definitively granted, the execution of a share capital increase by capitalization of reserves, profits, or share premiums for the benefit of said shares' beneficiaries, coupled with shareholders waiving their preferential subscription rights to said shares, also for the benefit of said shares' beneficiaries;

7. acknowledges that, in the event that the Board of Directors uses this authorization, it shall inform the Ordinary Shareholders' Meeting every year regarding the transactions carried out by virtue of 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 said Code;

8. decides that this authorization is granted until December 31, 2016;

9. decides that this authorization cancels, effective on the date hereof, where applicable, any unused portion of the 28th resolution adopted by the Shareholders' Meeting dated May 5, 2015.

Thirteenth Resolution – Authorization to be granted to the Board of Directors for a 12 month-period beginning on January 1st, 2017, for the purpose of granting existing or newly issued free shares to employees and corporate officers of the Group, or to some of them, in 2017, subject to the satisfaction of the performance conditions set by the Board, and in an amount not to exceed the nominal value of € 330,000, without shareholders' preferential subscription rights

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing extraordinary shareholders' meetings, after considering the Board of Directors' report and the Statutory Auditors' special report:

1. authorizes the Board of Directors to grant existing or newly issued free shares (excluding preferred shares), in one or more installments, in the context of the provisions of articles L. 225-197-1 et seq. of the French Commercial Code, and with the ability to sub-delegate as permitted by law, to beneficiaries or categories of beneficiaries it will select from among the employees of the Company, or companies or corporate groups related to it under the conditions set forth in Article L. 225-197-2 of said Code, and to corporate officers of the Company, or companies or corporate groups related to it that satisfy the conditions set forth in Article L. 225-197-1, II of said Code, under the conditions defined hereafter;

2. decides that the aggregate nominal value of existing or newly issued shares allocated pursuant to this authorization cannot be higher than € 330,000 or the equivalent amount in any other currency or monetary unit established by reference to several currencies (this nominal amount of existing or newly issued shares could be increased in order to take into account the additional number of shares that could be granted due to an adjustment in the number of shares initially granted following a transaction on the share capital of the Company);

3. decides that the grant of all or part of said shares to their beneficiaries will only become final provided the performance conditions, to be set by the Board of Directors based on the Appointments, Compensation, and Corporate Governance Committee's proposal, are effectively met;

4. decides that the total number of existing or newly issued shares granted by virtue of this authorization to corporate officers of the Company cannot exceed 10% of the authorized aggregate amount of shares to be granted, which corresponds to approximately 0.08% of the share capital as of December 31, 2015;

5. also decides that the grant of said shares to their beneficiaries will become final either (i) at the end of a minimum vesting period that cannot be shorter than the minimum vesting period provided for under the terms of the French Commercial Code as of the date of the Board of Directors' decision, it being specified that beneficiaries are required to hold said shares during a minimum holding period that cannot be shorter than the minimum holding period provided for under the terms of the French Commercial Code as of the date of the Board of Directors' decision, or (ii) at the end of a minimum four-year vesting period, with no holding period, it being understood that the Board of Directors reserves the right to impose such a holding period, the length of which it will have the power to determine, it being further understood that the grant of shares to their beneficiaries will become final prior to the expiration of the applicable vesting period in the event that the beneficiary suffers a disability in the second or third category set forth in Article L. 341-4 of the French Social Security Code, or their respective equivalents in other countries, and that the shares will be freely transferable as from that point;

6. grants all powers to the Board of Directors, with the ability to sub-delegate such powers as permitted by law, for the purpose of implementing this authorization and, in particular, to:

- determine whether the granted free shares are existing or newly issued shares and, as applicable, modify its choice prior to the date on which the grant of shares becomes final ;
- compile the list of share grant beneficiaries or category(ies) of share grant beneficiaries from among the employees and corporate officers of the Company or the aforementioned companies or corporate groups, and the number of shares granted to each of them;
- establish the conditions and, as applicable, the criteria governing the grant of shares, including the minimum vesting period and, as the case may be, the holding period to which each beneficiary is subject, under the conditions stipulated above, it being specified that concerning free shares granted to corporate officers, the Board of Directors must either (a) decide that the free shares granted cannot be sold by their holders prior to the termination of their duties as corporate officer, or (b) set the quantity of free shares granted that must be held in registered form until the termination of their duties as corporate

officer;

- introduce the possibility of a temporary suspension of rights to the grant;
- establish the definitive grant dates and the dates upon which the shares can be transferred freely, in consideration of any applicable legal restrictions;
- in the case of the issuance of new shares, to deduct, as applicable, the amounts necessary to cover the cost of said shares from the reserves, profits, or share premiums, to officially acknowledge the completion of share capital increases carried out pursuant to this authorization, make the corresponding amendments to the By-Laws and, generally, do all that is necessary and complete all necessary formalities;

7. decides that the Company may, where applicable, make the necessary adjustments to the number of free shares granted in order to protect the rights of beneficiaries, based on any potential transactions involving the Company's share capital, particularly in the event of a change in the nominal value of the share, a share capital increase through the capitalization of reserves, a grant of free shares, an issuance, with preferential subscription rights reserved for shareholders, of new Company securities or capital securities granting access to its share capital, a share split or reverse share split, a distribution of reserves, share premiums, or any other assets, the amortization of the share capital, the modification of the distribution of the profits by the creation of preferred shares or any other transaction affecting the shareholders' equity or the share capital (including by way of a public tender offer and/or a change of control). It is specified that the shares granted pursuant to said adjustments will be deemed granted on the same day as the initially granted shares;

8. acknowledges that in the event of a grant of new free shares, this authorization shall imply, gradually as said shares are definitively granted, the execution of a share capital increase by capitalization of reserves, profits, or share premiums for the benefit of said shares' beneficiaries, coupled with shareholders waiving their preferential subscription rights to said shares, also for the benefit of said shares' beneficiaries;

9. acknowledges that, in the event that the Board of Directors uses this authorization, it shall inform the Ordinary Shareholders' Meeting every year regarding the transactions carried out by virtue of 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 said Code;

10. decides that this authorization is granted for twelve months as from January 1st, 2017.

Fourteenth Resolution – Authorization to be granted to the Board of Directors for a 12 month-period beginning on January 1st, 2017 for the purpose of granting existing or newly issued free shares to employees, or to some of them, in 2017, and in an amount not to exceed the nominal value of € 30,000, without shareholders' preferential subscription rights

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing extraordinary shareholders' meetings, after considering the Board of Directors' report and the Statutory Auditors' special report:

1. authorizes the Board of Directors to grant existing or newly issued free shares (excluding preferred shares), in one or more installments, in the context of the provisions of articles L. 225-197-1 et seq. of the French Commercial Code, and with the ability to sub-delegate as permitted by law, to beneficiaries or categories of beneficiaries it will select from among the employees of the Company, or companies or corporate groups related to it under the conditions set forth in Article L. 225-197-2 of said Code, under the conditions defined hereafter;

2. decides that the aggregate nominal value of existing or newly issued shares allocated pursuant to this authorization cannot be higher than € 30,000 or the equivalent amount in any other currency or monetary unit established by reference to several currencies (this nominal amount of existing or newly issued shares could be increased in order to take into account the additional number of shares that could be granted due to an adjustment in the number of shares initially granted following a transaction on the share capital of the Company);

3. also decides that the grant of said shares to their beneficiaries will become final either (i) at the end of a minimum vesting period that cannot be shorter than the minimum vesting period provided for under the terms of the French Commercial Code as of the date of the Board of Directors' decision, it being specified that beneficiaries are required to hold said shares during a minimum holding period that cannot be shorter than the minimum holding period provided for under the terms of the French Commercial Code as of the date of the Board of Directors' decision, or (ii) at the end of a minimum four-year vesting period, with no holding period, it being understood that the Board of Directors reserves the right to impose such a holding period, the length of which it will have the power to determine, it being further understood that the grant of

shares to their beneficiaries will become final prior to the expiration of the applicable vesting period in the event that the beneficiary suffers a disability in the second or third category set forth in Article L. 341-4 of the French Social Security Code, or their respective equivalents in other countries, and that the shares will be freely transferable as from that point;

4. grants all powers to the Board of Directors, with the ability to sub-delegate such powers as permitted by law, for the purpose of implementing this authorization and, in particular, to:

- determine whether the granted free shares are existing or newly issued shares and, as applicable, modify its choice prior to the date on which the grant of shares becomes final ;
- compile the list of share grant beneficiaries or category(ies) of share grant beneficiaries from among the employees of the Company or the aforementioned companies or corporate groups, and the number of shares granted to each of them;
- establish the conditions and, as applicable, the criteria governing the grant of shares, including the minimum vesting period and, as the case may be, the holding period to which each beneficiary is subject, under the conditions stipulated above;
- introduce the possibility of a temporary suspension of rights to the grant;
- establish the definitive grant dates and the dates upon which the shares can be transferred freely, in consideration of any applicable legal restrictions;
- in the case of the issuance of new shares, to deduct, as applicable, the amounts necessary to cover the issuance cost of said shares from the reserves, profits, or share premiums, to officially acknowledge the completion of share capital increases carried out pursuant to this authorization, make the corresponding amendments to the By-Laws and, generally, do all that is necessary and complete all necessary formalities;

5. decides that the Company may, where applicable, make the necessary adjustments to the number of free shares granted in order to protect the rights of beneficiaries, based on any potential transactions involving the Company's share capital, particularly in the event of a change in the nominal value of the share, a share capital increase through the capitalization of reserves, a grant of free shares, an issuance, with preferential subscription rights reserved for shareholders, of new Company securities or securities granting access to its share capital, a share split or reverse share split, a distribution of reserves, share premiums, or any other assets, the amortization of the share capital, the modification of the distribution of the profits by the creation of preferred shares or any other transaction affecting the shareholders' equity or the share capital (including by way of a public tender offer and/or a change of control). It is specified that the shares granted pursuant to said adjustments will be deemed granted on the same day as the initially granted shares;

6. acknowledges that in the event of a grant of new free shares, this authorization shall imply, gradually as said shares are definitively granted, the execution of a share capital increase by capitalization of reserves, profits, or share premiums for the benefit of said shares' beneficiaries, coupled with shareholders waiving their preferential subscription rights to said shares, also for the benefit of said shares' beneficiaries;

7. acknowledges that, in the event that the Board of Directors uses this authorization, it shall inform the Ordinary Shareholders' Meeting every year regarding the transactions carried out by virtue of 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 said Code;

8. decides that this authorization is granted for twelve months as from January 1st, 2017.

ORDINARY SHAREHOLDERS' MEETING

Fifteenth Resolution – Powers to complete legal formalities

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, grants all necessary powers to the bearer of an original, a copy, or an excerpt of the minutes of this Shareholders' Meeting in order to complete any and all filings and formalities relating to the resolutions adopted by the Shareholders' Meeting.

Candidates for Directorship

Colette Lewiner

70 years old

French citizen

Chairman Cap Gemini Advisor to the Chairman of Cap Gemini

Number of Nexans shares	2,287
Date of appointment as a Director	First appointment on June 3 rd , 2004 (4-Year term of office)
Expertise/Experience	<p>Following several years of physics research and university lecturing (Maître de conférences at the University of Paris VII), Colette Lewiner joined Electricité de France in 1979 where she set up the Development and Commercial Strategy Department in 1989. She was appointed Chair and Chief Executive Officer of SGN-Réseau Eurysis in 1992, before joining Cap Gemini in 1998 to set up the International Utilities Department. After Cap Gemini's merger with Ernst & Young, she was made Head of the extended Energy, Utilities & Chemicals Department. In 2004, she also set up the Global Marketing Department of Cap Gemini which she managed until 2007. In September 2010, in addition to her role at Cap Gemini, Colette Lewiner became non-executive Chair of TDF, a position she held until March 2015. In 2012, she became Advisor to the Chairman of Cap Gemini on "Energy and Utilities" matters. She is a director of several major industrial groups, including EDF, Eurotunnel and Bouygues, as well as the Indian industrial group Crompton Greaves. She has also been a director of Ingenico since October 22, 2015.</p>
Corporate mandates as of December 31, 2015	<ul style="list-style-type: none"> - Advisor to the Chairman of Cap Gemini - Director of Ingenico, EDF, Eurotunnel, Bouygues, Colas (Bouygues subsidiary), and Crompton Greaves (until March 2016) - Member of the Académie des Technologies - Member of the Strategic Research Council chaired by the French Prime Minister
Independent status	Independent Director
Committee involvement	Member of the Strategic and Sustainable Development Committee since March 20, 2013

Kathleen Wantz-O'Rourke

50 years old

French and Australian citizen

Group Performance and Transformation and Business Finance Director at Engie

Number of Nexans shares	250
Date of appointment as a Censor	November 24, 2015
Expertise/Experience	<p>Kathleen Wantz-O'Rourke joined the Engie Group in 2012 as Group Action Plan and Performance Director. Between 1984 and 2012, she held various positions within the Siemens Group, in finance, business development and general management in large regional companies. She is a director of Storengy and the Trust Management Institute (TMI), and a member of the Supervisory Board of Compagnie Nationale du Rhône (CNR). She is also a member of the Audit Committees of Storengy and Compagnie Nationale du Rhône.</p>
Corporate mandates as of December 31, 2015	<ul style="list-style-type: none">- Director of Storengy (a subsidiary of the Engie Group) and the Trust Management Institute (TMI)- Member of the Supervisory Board of Compagnie Nationale du Rhône
Independent status	<p>On January 20, 2016 the Board of Directors examined the status of the non-voting director in light of the same independence criteria. Kathleen Wantz-O'Rourke is Director Action Plan & Performance at Engie, which is one of Nexans' clients. The Board of Directors reviewed the business relationships between Engie and Nexans and focused on checking that there were no significant business relationships. To do this, the Board used a quantitative criterion, the percentage of business volume assessed for both companies, Nexans and Engie, which made it possible to show that there was no significant business relationship. Nexans generates less than 0.35% of its sales with Engie. Furthermore, Nexans is not a significant supplier for Engie at the group level, as the Engie group only purchases 0.005% of its supplies from Nexans. The Board also took into account other criteria such as the length and continuity of the relationship between the two companies. This relationship dates back far before Kathleen Wantz-O'Rourke was appointed as a non-voting director and before the position held by Kathleen Wantz-O'Rourke at Engie. This position does not give her direct decision-making power over the commercial agreements that correspond to the business relationship between Nexans and Engie.</p>
Committee involvement	Participates in meetings of the Accounts and Audit Committee since November 24, 2015

Marie-Cécile de Fougères

45 years old

French citizen

Group Change Leader at Nexans

Number of Nexans shares	10 Number of corporate mutual fund units invested in shares of Nexans: 1,629 (value of one unit = value of one share)
Expertise/Experience	<p>Marie-Cécile de Fougères started her career in 1996 in logistics for a large retailer in sports goods.</p> <p>In 1999 she joined Nexans where she has held functions both at operational level in several sites and Corporate level at Group HQ, in financial controlling and finance, in logistics and supply chain, in information systems and lastly in project management. She currently reports to the Strategy & Transformation VP: her mission is to support Project Managers in the implementation of the strategic projects and transformation of the Group.</p> <p>Marie-Cécile de Fougères has a Degree in Fundamental Physics from Scotland, and has a Master's Degree from the Ecole de Management de Lyon, specializing in financial controlling and management in the industrial sector, in common with the Ecole Centrale de Lyon.</p>
Corporate mandates as of December 31, 2015	President of the corporate mutual fund Nexans Plus 2014
Independent status	Non-independent Director representing employee shareholders pursuant to the terms of Article 12a of the by-laws.
Committee involvement	-

Presentation of the Board of Directors and the Committees (as of March 31, 2016)

The Board of Directors establishes the strategic orientations for the Group and oversees their implementation. At March 31, 2016 the Board of Directors comprised 10 members, including 6 independent directors. A censor takes part in the Accounts and Audit Committee's meetings as a non-voting director.

Directors hold office for a four-year term at most, which may be renewed.

Georges Chodron de Courcel

Chairman of the Board of Directors

Cyrille Duval (*Independent Director*)

General Secretary of Eramet Alliages

Jérôme Gallot (*Independent Director*)

Managing director of JGC

Véronique Guillot-Pepel (*Independent Director*)

Judge (*Juge consulaire*) at the Paris Commercial Court

Philippe Joubert (*Independent Director*)

Senior Advisor and Special Envoy for Energy and Climate for the World Bank (WBCSD)

Fanny Letier (*Director proposed by Bpifrance Participations*)

Director of the France Investissements Régions fund at Bpifrance

Colette Lewiner (*Independent Director*)

Advisor to the Chairman of Cap Gemini

Andrónico Luksic Craig (*Director proposed by Invexans, Quiñenco Group*)

Chairman of the Board of Directors of Quiñenco

Francisco Pérez Mackenna (*Director proposed by Invexans, Quiñenco Group*)

Chief Executive Officer of Quiñenco

Hubert Porte (*Director proposed by Invexans, Quiñenco Group*)

Executive Chairman of Ecus Administradora General de Fondos S.A. investment company

Kathleen Wantz-O'Rourke (*Censor*)

Group Performance and Transformation and Business Finance Director at Engie

The directors' terms of office expire as follows:

2016 Shareholders' Meeting	Colette Lewiner
2017 Shareholders' Meeting	Jérôme Gallot, Francisco Pérez Mackenna
2018 Shareholders' Meeting	Véronique Guillot-Pepel, Philippe Joubert, Fanny Letier
2019 Shareholders' Meeting	Georges Chodron de Courcel, Cyrille Duval, Hubert Porte

ACCOUNTS AND AUDIT COMMITTEE

- Cyrille Duval* (Chairman)
- Jérôme Gallot*
- Hubert Porte

Participation of Kathleen Wantz-O'Rourke

APPOINTMENTS, COMPENSATION AND CORPORATE GOVERNANCE COMMITTEE

- Véronique Guillot-Pepel* (Chairwoman)
- Jérôme Gallot*
- Fanny Letier
- Francisco Pérez Mackenna

STRATEGY AND SUSTAINABLE DEVELOPMENT COMMITTEE

- Philippe Joubert*
- Fanny Letier
- Colette Lewiner*
- Francisco Pérez Mackenna

**Independent Directors*

Overview of 2015 financial year

Net sales for 2015 totaled 4.604 billion euros (at constant non-ferrous metal prices), representing an organic decrease of 1.7% compared with 2014.

2015 KEY FIGURES

(in millions of euros)	At constant non-ferrous metal prices	
	2014	2015
Sales	4,587	4,604
Operating margin	148	195
Operating margin rate (% of sales)	3.2%	4.2%
Net income attributable to equity holders of the company (Group share)	(168)	(194)

SALES BREAKDOWN BY BUSINESS

(in millions of euros)	At constant non-ferrous metal prices	
	2014	2015
Transmission, Distribution & Operators	1,978	1,935
Industry	1,213	1,250
Distributors and Installers	1,120	1,136
Other	276	283
Group total	4,587	4,604

OPERATING MARGIN BY BUSINESS

(in millions of euros)	2014	2015
Transmission, Distribution & Operators	98	108
Industry	50	57
Distributors and Installers	26	63
Other	(26)	(33)
Group total	148	195

2015 RESULTS BY BUSINESS⁹

Transmission, Distribution & Operators

Sales generated by the Transmission, Distribution & Operators business amounted to 2,262 million euros at current metal prices and 1,935 million euros at constant metal prices. Sales were down 1.2% on 2014 on an organic basis for the year as a whole despite a 1.0% increase in the first half.

The downward turn was due to the expected weaker performance in the second six months of the year from high-voltage cables as projects proceeded on schedule.

- *Distribution*

Sales of distribution cables decreased by 3.8% on an organic basis in 2015, although they picked up gradually in the second half. In tandem, an upswing in demand in South America combined with measures to adjust offerings (based on the Group's selective streamlining approach) and reduce costs led to an improvement in operating margin during the second half of the year.

In Europe, sales were down 2.5% on an organic basis. The year was characterized by low business volumes, particularly in the first half of 2015 in many countries, as well as by price pressure that made it difficult to pass on raw materials costs. In view of this market situation the Group continued to apply a selective commercial approach, which paved the way for an improvement in operating margin in the second half of the year.

The plan to reduce and streamline this business's capacity in Europe will be implemented in 2016. In the Middle East, Russia and Africa Area the growth in business that began at the start of the year continued, with operators in Lebanon relaunching capital expenditure projects.

There was also an upswing in South America in 2015, particularly in the second half, due to the completion of overhead power line projects in Brazil, where the Group nevertheless continues to apply a prudent strategy in view of the difficult context.

The situation remained depressed in Canada and Australia.

- *Operators*

Sales to telecommunications operators in Europe – which make up the bulk of the Group's Operators business – decreased by 1.7% on an organic basis during 2015. In France, Belgium and Sweden, this business fared well mainly thanks to sales of connection accessories.

- *Land high-voltage cables*

Billings for the land high-voltage business were down 12.5% in 2015. However, orders picked up during the year, with the order book representing 200 million euros at December 31, 2015 versus 100 million euros at the end of 2014. These orders include a contract to supply 140 km of high-temperature conductor cables to carry renewable energy from EnergoBit's new Babadag III Wind Farm in Romania. The Group continued to implement redeployment and cost-reduction measures in this business during the course of 2015.

Meanwhile, in China and the United States, the ramp-up of the new Charleston and Yanggu production plants proved slower than expected, despite progress in their product approval processes.

⁹ At constant metal prices.

- *Submarine high-voltage cables*

The submarine high-voltage business reported second-half organic growth of 2.2%, reflecting project delivery schedules, and full-year growth of 9.0%. This increase was achieved under optimal conditions, both from a manufacturing perspective and in terms of how major projects were managed.

2015 saw the production and installation of cables for key contracts, such as for the Monita cable project linking Montenegro and Italy, the Strait of Belle Isle project in Canada, the Kintyre project in the United Kingdom, and the Mallorca-Ibiza project in Spain.

This business submitted numerous bids for contracts in 2015, winning two of its largest contracts ever (the NordLink and NSN projects to link Norway to Germany and England, respectively), along with many other contracts. Consequently, at December 31, 2015 its order book stood at a record high.

Sales of umbilical cables were strong in the first six months of 2015 for projects begun in 2014, but slowed significantly in the second half of the year as a result of the slowdown of capital expenditure projects in the oil & gas sector. Sales of cables for submarine Telecom applications advanced.

Operating margin for the Transmission, Distribution & Operators division as a whole came to 108 million euros, or 5.6% of sales at constant metal prices, up by 10 million euros on 2014. This increase was achieved due to the solid first-half performance from umbilical cables and the effects of the strategic initiatives undertaken in Europe which were felt in the second half of the year that more than offset the decline in operating margin reported in the Asia-Pacific Area.

Industry

Sales for the Industry business totaled 1,500 million euros at current metal prices and 1,250 million euros at constant metal prices, down by a slight 0.4% on an organic basis compared with 2014. This performance reflects two contrasting trends.

The transport sub-segment (which accounts for two-thirds of the Industry business' total sales) posted a 7.2% organic increase. The automotive harnesses segment continued to perform well, delivering double-digit year-on-year growth and a higher operating margin as a percentage of sales.

Sales of railway cables also increased, particularly in China. On the other hand, cable sales for the shipbuilding industry contracted in 2015, due to a slowdown in shipbuilding projects in South Korea and China, despite higher sales in Europe for cruise ships. Sales of cables to the aeronautical sector edged down compared with 2014, as a result of the scheduling of the A350 program.

Sales for the resources sub-segment (which account for approximately one-fifth of the division's total), declined by -16.7% year on year as they were weighed down by the ongoing decrease in cable sales for the Oil & Gas and Mining sectors, which were both adversely affected by falling commodities prices. Measures to reduce fixed costs were launched in the second half of the year at AmerCable in order to adapt the level of its structural costs to market conditions.

Operating margin for the Industry business overall came to 57 million euros (4.6% of sales), up 7.3% on 2014.

Distributors & Installers

The Distributors & Installers business posted sales of 1,749 million euros at current metal prices and 1,136 million euros at constant metal prices, representing a 2.7% organic decrease compared with 2014. Following a 4.8% organic decline in the first six months of the year, sales in the second half were more or less stable compared with 2014, coming in just 0.5% lower. As in the first six months of the year, a decrease in sales of energy cables in the second half (albeit less marked than in the first half) offset the increase reported for sales of LAN cables and systems.

Despite this unfavorable context, the operating margin more than doubled, rising from 26 million euros, or 2.3% of sales in 2014 to 63 million euros (5.5% of sales) in 2015.

Organic growth in sales of LAN cables and systems (which contributes around one-quarter of the division's total) topped 10% in the second half in all geographic areas apart from South America. This showing was due to a steep increase in data center projects in the United States, Europe and China.

Sales of low-voltage power cables were down year on year, although the decline was less marked in the second half than in the first (-3.6% versus -7.3%). Markets remained weak in all geographic areas except for the Middle East, Russia and Africa Area which saw market growth.

In Europe, the combination of sales optimization measures and cost-reduction programs helped restore profit margins. This was achieved notably thanks to the selective streamlining of the customer and product portfolio, the positive impact of restructuring the manufacturing base, and the logistics optimization measures put in place in order to access new markets. Sales in South America advanced by an overall 7.3% on an organic basis, especially in Colombia thanks to market share gains. In Asia, sales in Australia stabilized in 2015 following sharp declines in recent years.

Other Activities

The "Other Activities" segment – which essentially corresponds to external sales of copper wires – reported sales of 728 million euros at current metal prices and 283 million euros at constant metal prices, compared with 276 million euros in 2014.

Operating margin for this segment came in at a negative 33 million euros, reflecting the combined impact of profit generated from sales of copper wires and certain centralized Group costs that are not allocated between the segments (such as holding company expenses).

Company's financial results for the last 5 financial years ⁽¹⁾

	2015	2014	2013	2012	2011
I- Share capital at the end of the fiscal year*					
a) Share capital (in thousands of euros)	42,598	42,051	42,043	29,394	28,723
b) Number of shares issued	42,597,718	42,051,437	42,043,145	29,394,042	28,723,080
II- Results of operations (in thousands of euros)					
a) Sales before taxes	22,831	17,843	17,899	25,970	17,922
b) Income before tax, employee profit-sharing, depreciation, amortization and provisions	(101,110)	(64,817)	32 794	41,291	45,072
c) Income taxes	(816)	(901)	(295)	(777)	(824)
d) Employee profit-sharing due for the fiscal year	57	94	89	142	138
e) Income after tax, employee profit-sharing, depreciation, amortization and provisions	1,885	(66,588)	(50 787)	(35,486)	35,422
f) Dividends	-	-	-	14,697	31,637
III- Income per share (in euros)					
a) Income after tax and employee profit-sharing but before depreciation, amortization and provisions	(2.37)	(1.54)	0.78	1.43	1.57
b) Income after tax, employee profit-sharing, depreciation, amortization and provisions	0.04	(1.58)	(1.21)	(1.21)	1.23
c) Dividend per share	-	-	-	0.50	1.10
IV- Personnel					
a) Average headcount during the year	6	8	8	8	7
b) Total fiscal year payroll (in thousands of euros)	4,375	4,514	4,797	5,475	3,605
c) Total amount paid for employee benefits during the fiscal year (in thousands of euros)	1,458	1,504	1,599	1,825	1,206

(1) Corporate financial statements.

* Refer to paragraph 8.1 of the Management Report for the indication of the number of convertible bonds.

Information request form Mixed Shareholders' Meeting

Thursday May 12, 2016 at 2:30 p.m.

Palais des Congrès, Auditorium Havane, 2, place de la Porte Maillot – 75017 Paris

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.

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:2016

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 Articles R. 225-81 and R. 225-83 of the French Commercial Code for all subsequent Shareholders' Meetings. Registered shareholders who wish to benefit from this option should specify so in this document.

Nexans brings energy to life through an extensive range of cables and cabling solutions that deliver increased performance for our customers worldwide. Nexans' teams are committed to a partnership approach that supports customers in four main business areas: Power transmission and distribution (submarine and land), Energy resources (Oil & Gas, Mining and Renewables), Transportation (Road, Rail, Air, Sea) and Building (Commercial, Residential and Data Centers).

Nexans' strategy is founded on continuous innovation in products, solutions and services, employee development, customer training and the introduction of safe, low-environmental-impact industrial processes.

In 2013, Nexans became the first cable player to create a Foundation to introduce sustained initiatives for access to energy for disadvantaged communities worldwide.

We have an industrial presence in 40 countries and commercial activities worldwide, employing close to 26,000 people and generating sales in 2015 of 6.2 billion euros. Nexans is listed on NYSE Euronext Paris, compartment A.

www.nexans.com

Nexans

Limited Liability Company with a share capital of 42,597,718 euros

Registered office: 8 rue du Général Foy - 75008 Paris (France)

393 525 852 Trade and Companies' Register Paris