Notice of Meeting

Mixed Shareholders' Meeting
(Ordinary and Extraordinary)

May 17, 2018 at 2:30 p.m.
Cœur Défense Conference Centre
Hermes Amphitheater (Level – 1)
110 Esplanade du Général de Gaulle
92400 Courbevoie
France

Contents

Shareholders Information

Investor Relations
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www.nexans.com

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 17, 2018 starting at 2:30 pm (Paris time), on first notice, at Coeur Défense Conference Centre, Hermès Amphitheater, 110 Esplanade du Général de Gaulle, 92400 Courbevoie, France.

2017 was the last year of the Nexans in Motion strategic plan devoted to restoring the Group's profitability. The plan's objective was met despite the collapse in oil industry investment during the three-year period covered by the plan. Return on capital employed (ROCE) more than doubled over the plan period, to 12.5% in 2017. The same applied in just one year to net income, which rose from 61 million euros in 2016 to 125 million euros in 2017.

I and my fellow Board members would like to congratulate Executive Management and all Nexans teams for this achievement. We would particularly like to commend the strong personal commitment and unifying leadership of Arnaud Poupart-Lafarge, who successfully led this ambitious project before making the decision to step down from his role as Chief Executive Officer for personal reasons.

Based on the Group's positive results, the Board of Directors proposes to the Shareholders' Meeting to increase the dividend from 0.50 to 0.70 euro per share.

Nexans in Motion has enabled the Group to get back on the growth path. This is the ambition of the new 2018-2022 strategic plan, called Paced for Growth.
The Group is committed to partnering with its customers engaged in the energy and ecological transition and to supporting them with its increased resources and enhanced cabling and connectivity offers for major submarine interconnection projects, wind farms, electric vehicle charging infrastructure as well as recycling solutions.

Paced for Growth marks a new stage in Nexans' development. We are embracing this challenge with confidence and determination.

The Annual Shareholders' 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 Shareholders' Meeting or any other duly authorized person.

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 17.

Georges Chodron de Courcel
Chairman of the Board of Directors

Agenda of the Shareholders' Meeting

Ordinary Shareholders' Meeting

1. Approval of the Company's financial statements and transactions for the fiscal year ended on December 31, 2017 - Management Report
2. Approval of the consolidated financial statements for the fiscal year ended on December 31, 2017
3. Allocation of income for the fiscal year ended on December 31, 2017 and setting of the dividend
4. Renewal of Véronique Guillot-Pelpel as Director
5. Renewal of Fanny Letier as Director
6. Appointment of Anne Lebel as Director
7. Renewal of a Statutory Auditor and appointment of an alternate Statutory Auditor
8. Approval of a regulated commitment referred to in Article L. 225-38 of the French Commercial Code in relation to the supplementary pension plan for the benefit of Arnaud Poupart-Lafarge as Chief Executive Officer
9. Approval of a regulated agreement entered into between the Company and Bpifrance Investissement "Le Hub"
10. Approval of a regulated agreement entered into between the Company and HSBC France
11. Vote on the items of compensation paid or granted to Georges Chodron de Courcel, Chairman of the Board of Directors, for the fiscal year ended December 31, 2017
12. Vote on the items of compensation paid or granted to Arnaud Poupart-Lafarge, Chief Executive Officer, for the fiscal year ended on December 31, 2017
13. Approval of the principles and criteria for determining, allocating and distributing the fixed, variable, and exceptional items comprising the total compensation and benefits of all kinds that could be granted to the Chairman of the Board of Directors
14. Approval of the principles and criteria for determining, allocating and distributing the fixed, variable, and exceptional items comprising the total compensation and benefits of all kinds that could be granted to the Chief Executive Officer
15. Approval of a regulated commitment referred to in Article L. 225-42-1 of the French Commercial Code in relation to the payment of an exceptional bonus for the transition period to Arnaud Poupart-Lafarge, Chief Executive Officer
16. Approval of a regulated commitment referred to in Article L. 225-42-1 of the French Commercial Code in relation to the conditions provided for under the performance share plan dated May 12, 2016 (LTI 2016) applicable to Arnaud Poupart-Lafarge, Chief Executive Officer
17. Approval of a regulated commitment referred to in Article L. 225-42-1 of the French Commercial Code in relation to the conditions provided for under the performance share plan dated March 14, 2017 (LTI 2017) applicable to Arnaud Poupart-Lafarge, Chief Executive Officer
18. Authorization to be granted to the Board of Directors to carry out transactions involving Company shares

Extraordinary Shareholders' Meeting

19. Authorization to be granted to the Board of Directors for the purpose of reducing the Company's share capital via the cancellation of own shares

20. Authorization to be granted to the Board of Directors for a 12 month-period beginning on January 1st, 2019, 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 2019, subject to the satisfaction of the performance conditions to be set by the Board, and in an amount not to exceed the par value of € 300,000, without shareholders' preferential subscription rights

21. Authorization to be granted to the Board of Directors for a 12 month-period beginning on January 1st, 2019 for the purpose of granting existing or newly issued free shares to employees, or to some of them, in 2019, and in an amount not to exceed the par value of € 50,000, without shareholders' preferential subscription rights

22. Authorization to be granted to the Board of Directors, for the purpose of granting existing or newly issued free shares to the Management Board members who will no longer benefit from the defined benefit pension plan as compensation, without shareholders' preferential subscription rights, within a limit not to exceed a par value of € 40,000, for a 12 month-period from the date of this Shareholders' Meeting

Ordinary Shareholders' Meeting

23. 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 15, May 2018** 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 inform as soon as possible their financial intermediary who maintains the bearer shareholders' account. The financial intermediary will send to Société Générale a share certificate (*certificat 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 May 15, 2018**, 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 May 17, 2018 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 remotely. This year for the first time, Nexans gives you the possibility to request an admission card, cast your vote or appoint or withdraw a proxy prior to the Meeting via a secure online voting platform called Votaccess, in accordance with the conditions set out below.

The secure Votaccess platform will be live from 9:00 am Paris time on Friday, April 27, 2018, allowing shareholders to request an admission card, cast their vote or appoint or withdraw a proxy via the platform until 3:00 pm Paris time on Wednesday, May 16, 2018.

Shareholders are advised not to wait until the last few days before the Meeting to perform these operations. A shareholder who chooses to vote remotely, appoint a proxy or request an admission card or certificate of share ownership in accordance with the conditions set out below will not be able to take part in the Meeting via any other means, but may sell all or part of his/her shares.

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

1. Attending the Meeting in person

Shareholders may attend the Meeting in person by requesting an **admission card** in one of the following ways:

To request an admission card **by post**, you can use the postal or proxy voting form.

- ✓ If you are a registered shareholder, this instruction form is attached ;
- ✓ If you are a bearer shareholder, you can request this form by letter addressed to Société Générale, Service Assemblées Générales, CS 30812, 32 rue du Champ de Tir, 44308 Nantes Cedex 03 or to your financial intermediary.
- ✓ 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, in the enclosed pre-paid envelope;
  - If you are a bearer shareholder, to the financial intermediary where your share account is maintained.

To request an admission card **online**:

- ✓ if you are a registered shareholder, you should log in to the secure Votaccess platform, which can be accessed at www.sharinbox.societegenerale.com using your usual Sharinbox access codes, and follow the instructions on the screen;
- ✓ if you are a bearer shareholder, you should log in to your bank or broker's web portal using your standard login details and click on the icon that appears on the line corresponding to your Nexans shares. This will take you to the Votaccess website where you should then follow the instructions on the screen. Note that this option is only available to you if your bank or broker is registered with Votaccess.

Voting will take place using an electronic voting tablet.

2. Voting or giving proxy by post

If you wish to vote or give proxy, you may use the postal voting or proxy form.

- ✓ if you are a registered shareholder, this instruction form is attached;
- ✓ If you are a bearer shareholder, you can request this form by letter addressed to Société Générale, Service Assemblées Générales, CS 30812, 32 rue du Champ de Tir, 44308 Nantes Cedex 03 or to your financial intermediary, no later than 6 days before the date of this Meeting, i.e. May 10, 2018.

To appoint the Chairman as your representative:

- Tick the box “I hereby give my proxy to the Chairman of the meeting”.

To appoint a mentioned person (individual or legal entity):

- Tick the box “I hereby appoint”,
- Provide the requested information (corporate name/name, forename and address of your proxy).

To vote remotely :

- Tick the box “I vote by post”,
- If you wish to vote against or abstain from one or several resolutions, shade in the appropriate boxes next to the resolutions that you are opposed to sign; do not forget to fill in the box relating to “amendments to or new resolutions presented during the meeting”, indicating your choice by shading in the appropriate boxes.

In all cases, the duly completed, dated and signed form must be returned as soon as possible to:

- ✓ If you are a registered shareholder: Société Générale – en utilisant l’enveloppe T.
- ✓ If you are a bearer shareholder: to the financial intermediary where your share account is maintained who will send it to Société Générale's Service Assemblées Générales together with a certificate of participation justifying your status as shareholder.

To be taken into account, the duly completed and signed form will have to be received by Société Générale, Service Assemblées Générales, on Wednesday May 16, 2018 at 3 p.m. (Paris time), at the latest.

3. Voting or giving proxy online

If you wish to vote or give proxy, you can do it online online via Votaccess prior to the Meeting as follows:

- ✓ If you are a registered shareholder, you can vote or appoint a proxy via Votaccess by logging in to www.sharinbox.societegenerale.com using your usual Sharinbox access codes and follow the instructions on the screen;

- ✓ If you are a bearer shareholder, you should log in to your bank or broker's web portal using your standard login details and click on the icon that appears on the line corresponding to your Nexans shares. This will take you to the Votaccess website where you should then follow the instructions on the screen. Note that this option is only available to you if your bank or broker is registered with Votaccess.

The Votaccess website, secure and dedicated to the vote prior to the General Meeting, will be open **from Friday, April 27, 2018 at 9:00 am until Wednesday, May 16, 2018 at 3:00 pm**, Paris time.

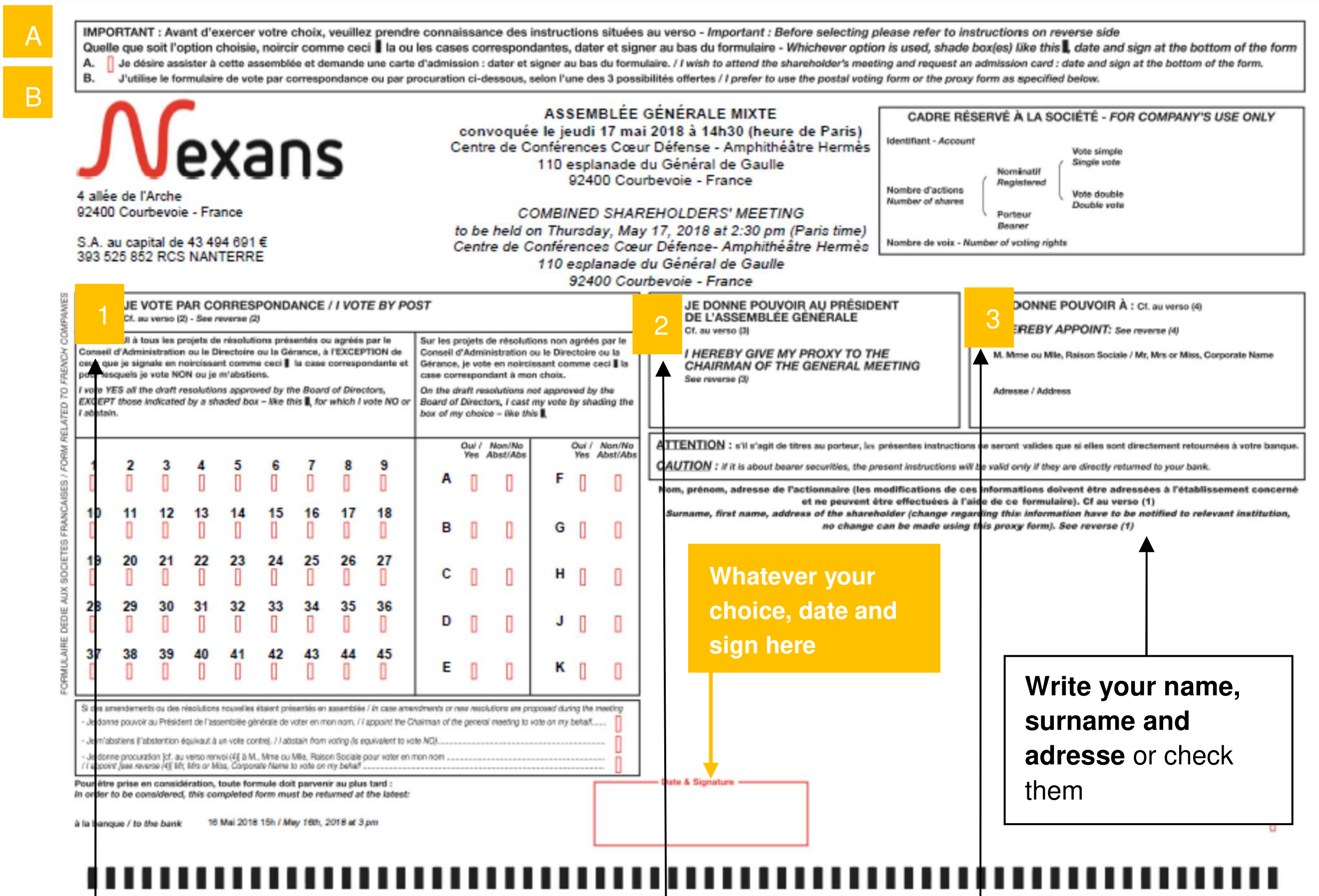
If your bank or broker is not registered with Votaccess, you may nevertheless give or withdraw a proxy electronically in accordance with the provisions of Article R.225-79 of the French Commercial Code by sending an e-mail with an electronic signature that you have obtained from a certification service provider accredited in accordance with the legal and regulatory conditions in force to mandataireAG@nexans.com, indicating: **Nexans General Meeting of May 17, 2018**, your name, address and full bank details and the name and address of the person to whom they are giving proxy or from whom the proxy is being withdrawn. Your instructions must be confirmed in writing by the bank or broker that manages your share account, in a letter or fax sent to Société Générale, Service Assemblées Générales, CS 30812, 32 rue du Champ de Tir, 44308 Nantes Cedex 3, France.

Only duly completed and signed notifications received by **Wednesday, May 16, 2018** will be taken into account. The address mandataireAG@nexans.com is for giving or withdrawing proxies only and must not be used for any other purpose.

How to fill out the voting form?

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



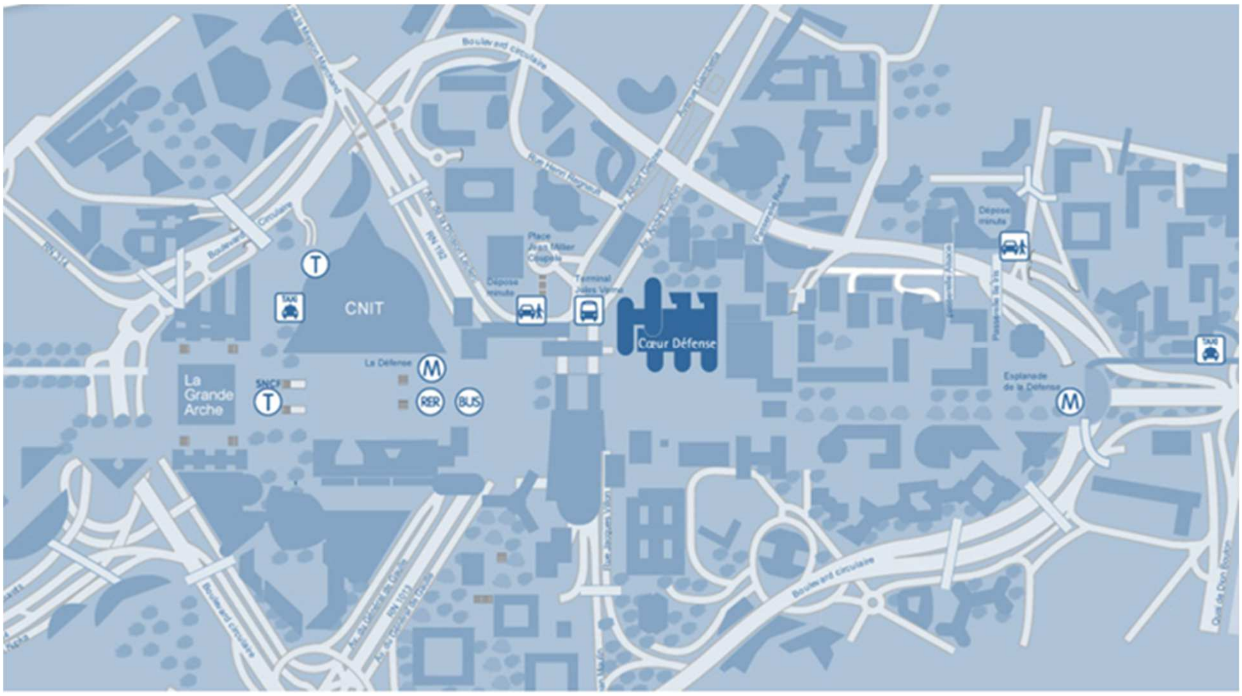
If you wish to vote by mail: tick box 1 and follow the instructions.

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.

How to get to the Shareholders meeting ?

Cœur Défense Conference Centre
Hermes Amphitheater (Level -1)
110 Esplanade du Général de Gaulle
92400 Courbevoie
France



Public transport access :

MÉTRO : Line 1 (Château de Vincennes – La Défense Grande Arche), « La Défense (Grande Arche) » station
RER : Line A (Boissy-St-Léger / Marne-La-Vallée – Poissy / Cergy), « La Défense (Grande Arche) » station
TRAMWAY : Line T2 (Issy / Val de Seine), « La Défense » station
SNCF : Lines Paris Saint-Lazare / Saint-Nom La Bretèche or Versailles-Rive droite / Saint Quentin en Yvelines / La Verrière, « La Défense » station
BUS (www.ratp.fr): numerous bus lines from Paris and the surrounding suburbs pass through La Défense. These include lines 73, 141, 114, 159, 161, 174, 178, 258, 262, 272, 275, 278, 360, 378 Exit F Calder Miro then follow La Défense 4 through to the Cœur Défense office complex.

Access by car
Exit the Boulevard Circulaire at Défense 4, turn into Avenue André Gleizes, then left into Cœur Défense. The car park (2,880 spaces of which 440 reserved for visitors) is accessed via 12 Avenue André Prothin, La Défense 4.

Access by taxis and bicycle
10 avenue André Prothin, La Défense 4.

Report of the Board of Directors on the draft resolutions

ORDINARY SHAREHOLDERS' MEETING

APPROVAL OF THE ANNUAL AND CONSOLIDATED FINANCIAL STATEMENT FOR THE FISCAL YEAR ENDED DECEMBER 31, 2017 - ALLOCATION OF INCOME - DETERMINATION OF THE DIVIDEND (RESOLUTIONS 1 TO 3)

The purpose of the first two resolutions is to submit for your approval the annual financial statements (**1st Resolution**) and the consolidated financial statements for the fiscal year ended December 31, 2017 (**2nd Resolution**), which reveal profits of € 25,332,856 and a net profit, Group share, of € 125 million, respectively.

The purpose of the **3rd Resolution** is to determine the distribution of income of Nexans for 2017. It is proposed to distribute a dividend per share of EUR 0.70. If this proposition is approved, the dividend will be detached on May 22, 2018 and paid starting on the 5th trading day following the date of the Shareholders' Meeting, i.e. May 24, 2018.

RENEWALS AND APPOINTMENTS OF DIRECTORS (RESOLUTIONS 4 TO 6)

The purpose of the **4th and 5th resolutions** is to renew the terms of office of Véronique Guillot-Pelpel, independent Director, and Fanny Letier, the Director proposed by the shareholder Bpifrance Participations, respectively for a four-year period, set to expire at the end of the Shareholders' Meeting convened to approve the financial statements for the fiscal year ending on December 31, 2021.

Philippe Joubert does not stand for his reelection as director. He has agreed to continue to be a member of the Strategic Committee of Nexans Brasil and a director of the Nexans Foundation. The Board of Directors thanks him for his contribution to the work of the Board, particularly for his insights on energy transition and sustainable development.

Under the terms of the **6th Resolution**, it is proposed that you appoint Anne Lebel as Director for a four-year period, set to expire at the end of the Shareholders' Meeting called to approve the financial statements for the fiscal year ending on December 31, 2021. The Board of Directors nominated Anne Lebel as Non-voting Director on November 22, 2017. Since that date, she has attended all Board of Directors' meetings in an advisory capacity, with an attendance rate of 100%. She also assists in the meetings of the Appointments, Compensation and Corporate Governance. Her appointment would enable the Group to benefit from her experience which are particularly useful in the context of the transformation of the Company. The Board of Directors, at its meeting date January 22, 2018, reviewed Anne Lebel's independence status relative to the AFEP-MEDEF Code's independence criteria, and concluded that she was independent (for more information regarding this qualification, see Section 2.3.1.2 of Nexans' 2017 Registration Document).

A presentation of these three candidates can be found in the Appendix to this Report.

The renewals of the corporate mandates of both Véronique Guillot-Pelpel and Fanny Letier and the appointment of Anne Lebel, would enable the Company to maintain the Board's independence rate at a level that exceeds the 50% mark suggested under the terms of the AFEP-MEDEF Code for companies with widely dispersed shareholding (*sociétés à capital dispersé*)[1]. If the Shareholders' Meeting votes in favor of these renewals and this appointment, the Board would be comprised of 13 directors at the end of the Shareholders' Meeting.

Among these Directors, six were qualified as independent at the Board of Directors' meeting dated January 22, 2018: (1) Cyrille Duval, (2) Marc Grynberg, (3) Véronique Guillot-Pelpel, (4) Anne Lebel (5) Colette Lewiner and (6) Kathleen Wantz-O'Rourke, corresponding to an independence rate of over 54.5%, which exceeds the 50% mark suggested under the terms of the AFEP-MEDEF Code for companies with widely dispersed shareholding (*sociétés à capital dispersé*)[2]. In addition, the proportion of women serving on the Board of Directors would increase to reach 50%[3].

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[1]Independence rate calculated without taking into account directors who are employee shareholders, in accordance with Recommendation 8.3 of the AFEP-MEDEF Code, as amended in November 2016

[2]Independence rate calculated without taking into account directors who are employee shareholders, in accordance with Recommendation 8.3 of the AFEP-MEDEF Code, as amended in November 2016

[3] Rate calculated without counting the salaried Director, in accordance with the provisions of Article L. 225-27 of the French Commercial Code

Lastly, these renewals and this appointment would preserve staggered terms of office of the administrators named by the Shareholders' Meeting, which would be the following:

GM 2019	Georges Chodron de Courcel, Cyrille Duval, Hubert Porte[4]
GM 2020	Colette Lewiner, Kathleen Wantz-O'Rourke, and Marie-Cécile de Fougières[5]
GM 2021	Marc Grynberg, Francisco Pérez Mackenna[4], Andrónico Luksic Craig[4]
GM 2022	Véronique Guillot-Pelpel, Fanny Letier[6], Anne Lebel

The term of office of Angéline Afanoukoé, the Director representing the employees appointed by the France Group Committee, expires on October 10, 2021.

RENEWAL OF THE APPOINTMENT OF A STATUTORY AUDITOR AND APPOINTMENT OF AN ALTERNATE STATUTORY AUDITOR (RESOLUTION 7)

As PricewaterhouseCoopers Audit's term of office as Statutory Auditor and Mr. Etienne Boris's term of office as substitute Statutory Auditor expire at the end of the present Shareholders' Meeting, it is proposed to renew PricewaterhouseCoopers Audit's term of office and to appoint Mr. Patrice Morot as alternate Statutory Auditor for a term of six fiscal years expiring at the end of the Shareholders' Meeting called to approve the financial statements for the year ending December 31, 2023.

In accordance with the provisions of Article L. 823-19 of the French Commercial Code and the Internal Regulations of the Board of Directors, the procedure for appointing the Statutory Auditor and the alternate Statutory Auditor was headed by the Accounts and Audit Committee, which presented its recommendations at the Board of Directors on November 22, 2017.

SUPPLEMENTARY PENSION PLAN FOR THE BENEFIT OF THE CHIEF EXECUTIVE OFFICER AND OF SOME OF THE NON-EXECUTIVE DIRECTORS (RESOLUTIONS 8 AND 22)

With the aim of reducing the annual burden borne by the Company under the current defined benefit supplementary pension plan (Article 39 of the French Tax Code), on the recommendation of the Appointments, Compensation, and Corporate Governance Committee, and in line with the proposal described in the compensation policy for executive directors for 2018 published in February 2018, the Board of Directors of March 20, 2018, decided to close this plan for the beneficiaries who are within 7 years from the age at which they will be able to obtain their pension under the general social security scheme.
This raises the question of a future supplementary pension plan and the rights accumulated in the past and to be lost by the beneficiaries.

Regarding the future supplementary pension plan, the Company has decided to set up a new defined contribution pension plan (Article 82 of the French Tax Code) at a lesser cost for the Company in favor of the members of the Management Board who will no longer benefit from the defined benefit pension plan and those who will join the Management Board in the future. Arnaud Poupart-Lafarge will not benefit from this new plan.

Regarding the rights accumulated in the past under the defined benefits plan and to be lost by the beneficiaries which will be removed from it, the Board has decided to partially compensate this loss of rights, with a component in shares and a component in cash.

The Board of Directors therefore decided to submit to the approval of the Annual General Meeting of May 17, 2018 an authorization to grant up to 40,000 free shares without performance conditions as compensation for the rights accumulated in the past under the defined benefit pension plan and to be lost by the beneficiaries, including the Chief Executive Officer. The Board of Directors decided not to subject these free shares to performance and attendance conditions because of the compensatory nature of this free shares grant.

[4] Proposed by Invexans, principal shareholder
[5] Director representing employee shareholders
[6] Proposed by Bpifrance Participations, shareholder

Arnaud Poupart-Lafarge benefited from the defined benefit pension plan as an employee upon his entry into the Group in 2013. The partial compensation so decided as it relates to the Chief Executive Officer consists in the grant of a maximum amount of 16,800 of free shares and the payment of an amount of € 620,430 in cash, subject to the approval of the Annual General Meeting of May 17, 2018.

The Company would also realize a resulting accounting net gain of approximately 7 million euros (reduction of approximately 11.5 million euros in provision for the past services compared to a cost of approximately 4.5 million euros – estimation based on the current share price) in the financial statements of the company in 2018.

Under these circumstances, it is proposed to approve, pursuant to Article L. 225-38 of the French Commercial Code and subject to their approval by the Shareholders' Meeting, the regulated commitments made by the Board of Directors on March 20, 2018, for the benefit or Arnaud Poupart-Lafarge as Chief Executive Officer (termination of the supplementary defined benefit pension plan and compensatory indemnities), which are mentioned in the Statutory Auditors' Special Report presented to this Shareholders' Meeting (**Resolution 8**).

This resolution is subject to the approval by the Shareholders' Meeting of **Resolution 22** in relation to the granting of free shares without performance conditions to the benefit of the 4 beneficiaries, including the Chief Executive Officer and 3 non-executive corporate officers, who will no longer be part of the defined benefit pension plan to offset a part of the rights accumulated in the past under this plan and to be lost.

As a result of the foregoing, it is proposed that you authorize the grant of free shares without conditions of performance (**Resolution 22**) as partial compensation for the benefit of the Management Board members, of which the Chief Executive Officer and 3 non-executive corporate officers, who will no longer benefit from the defined benefits pension plan. This resolution is subject to the approval by the Shareholders' Meeting of the **8th Resolution** on the regulated commitment relating to the termination of the defined benefit pension plan.

Pursuant to Article L. 225-197-1 of the French Commercial Code, the Board of Directors asks the Shareholders' Meeting to authorize it to consent to the benefit of the 4 beneficiaries, the Chief Executive Officer and 3 non-executive corporate officers who will no longer benefit from the defined benefit plan, free shares without attendance and performance conditions, with a ceiling of 40,000 euros in nominal terms. The vote of this resolution entails, pursuant to the law, an express waiver by the shareholders of their preferential subscription rights to the benefit of the beneficiaries of these grants.

Grants to the Chief Executive Officer

It is proposed to cap the free shares granted to the Chief Executive Officer, as compensation for the defined benefit pension plan from which he will no longer benefit, to a number of shares representing a maximum of 42% of the total envelope of attribution of this specific plan, i.e. approximately 0.04% of the share capital as of December 31, 2017.

In addition, the Chief Executive Officer must retain 25% of the free shares definitively acquired as registered shares until the end of his term of office, subject to a decision to the contrary by the Board in view of his situation. Free shares granted to the Chief Executive Officer may not be hedged during the vesting period. It is recalled that the Chief Executive Officer is subject to the legal provisions and Group procedure on "Insider Trading".

ORDINARY SHAREHOLDERS' MEETING

APPROVAL OF REGULATED AGREEMENTS (RESOLUTIONS 9 AND 10)

The **9th and 10th Resolutions** concern the ratification, pursuant to Article L. 224-40, paragraph 2, of the French Commercial Code, of the regulated agreements concluded during the 2017 fiscal year, which is reflected in the Statutory Auditors' Special Report presented to this Assembly. These agreements were concluded with, on the one hand, Bpifrance Investment "Le Hub" and on the other hand, HSBC France.

The Statutory Auditors' Report also mentions regulated agreements and commitments approved at previous general meetings and which have continued to be executed in 2017. In accordance with the law, only new agreements not yet approved by the shareholders are submitted for your approval at this Meeting.

In order to allow shareholders to decide separately on these two agreements concluded in 2017 with Bpifrance Investment "Le Hub" on one hand and with HSBC France on the other hand, the Board decided to put two separate resolutions to vote.

Contract for the provision of services concluded with Bpifrance Investment "Le Hub" (9th Resolution)

On November 10, 2017, the Board of Directors authorized contract for the provision of services with Bpifrance Investment, a company wholly owned by Bpifrance Participations, 7.75% shareholder of Nexans. This contract, which has a duration of six months, relates to the identification, selection and networking with start-ups operating in markets adjacent to those of Nexans, which have been identified as promising and which constitute potential acquisition targets for Nexans.

The principle, content and terms of remuneration of this contract have been reviewed by the Board of Directors. The Board found that the contract was in the Company's interests before authorizing its conclusion. Fanny Letier did not take part in this decision.

Bpifrance Investment benefited from a total remuneration of € 50,000 under this agreement, half of which was paid in January 2018.

Contract concluded with HSBC France (10th Resolution)

On November 10, 2017 the Board of Directors authorized the conclusion of an investment banking mandate with HSBC France to support and assist Nexans in the preparation, organization, negotiation and execution of an external growth transaction for a renewable period of one year. It should be noted that Arnaud Poupart-Lafarge, Chief Executive Officer of Nexans, is a director of HSBC France.

The principle, content and terms of remuneration of this mandate have been reviewed by the Board of Directors without the presence of Arnaud Poupart-Lafarge. The Board of Directors found that the mandate is in the Company's interests before authorizing its conclusion.

Under this mandate, HSBC could benefit from a maximum total remuneration of € 2,250,000, paid only on the assumption that the external growth transaction will be fully executed.

APPROVAL OF THE FIXED, VARIABLE AND EXCEPTIONAL ITEMS COMPRISING THE TOTAL COMPENSATION AND BENEFITS OF ALL KINDS PAID OR GRANTED, WITH RESPECT TO THE 2017 FISCAL YEAR, TO GEORGES CHODRON DE COURCEL, CHAIRMAN OF THE BOARD OF DIRECTORS (RESOLUTION 11)

In accordance with the provisions of Article L. 225-100 of the French Commercial Code, the **11th Resolution** aims to submit to the vote of the Shareholders' Meeting the fixed, variable and exceptional items comprising the total compensation and benefits of all kinds paid or granted for the 2017 financial year to Georges Chodron de Courcel, Chairman of the Board of Directors.

The shareholders' vote is therefore requested with respect to the 2017 fixed compensation of Georges Chodron de Courcel.

These items comply with the recommendations made in the AFEP-MEDEF Code, described in the Company's 2017 Registration Document, Section 2.5.3 (Compensation paid to Georges Chodron de Courcel, Chairman of the Board of Directors), and reiterated in the summary table below:

Items of Compensation	Amounts or book value of the items of compensation paid or granted for the 2017 fiscal year	Comments and explanations
Fixed compensation	€ 250,000	Gross amount, pre-tax and social security charges.

In accordance with the compensation policy applicable to non-executive directors and subject to a shareholder vote under the terms of the 13th Resolution, Georges Chodron de Courcel was not paid attendance fees, or any variable, deferred variable, long term, or exceptional compensation for 2017. He did not receive any other benefits.

APPROVAL OF THE FIXED, VARIABLE AND EXCEPTIONAL ITEMS COMPRISING THE TOTAL COMPENSATION AND BENEFITS OF ALL KINDS PAID OR GRANTED, WITH RESPECT TO THE 2017 FISCAL YEAR, TO ARNAUD POUPART-LAFARGE, CHIEF EXECUTIVE OFFICER (RESOLUTION 12)

In accordance with the provisions of article 225-100 of the French Commercial Code, the **12th Resolution** aims to submit to the vote of the Shareholders' Meeting the fixed, variable and exceptional items comprising the total compensation and benefits of all kinds paid or granted to Arnaud Poupart-Lafarge for the 2017 fiscal year, for his duties as Chief Executive Officer.

The shareholders' vote is therefore requested with respect to the following items of compensation, paid or granted with respect to 2017: fixed, annual variable, benefit in kind, and performance shares.

These items comply with the recommendations made in the AFEP-MEDEF Code, described in the Company's 2017 Registration document, Section 2.5.4 (*Compensation paid to Arnaud Poupart-Lafarge, Chief Executive Officer*), and reiterated in the summary table below:

Items of Compensation	Amounts or book value of the items of compensation paid or granted for the 2017 fiscal year	Comments and explanations
Fixed compensation	€ 700,000	Gross amount, pre-tax and social security charges. 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	€ 833,280	The variable portion of the compensation for 2017 may vary between 0% and 150% of the fixed portion of the compensation. Collective objectives, which are the same objectives applicable to other senior managers of the Group, count for 60% 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% in strict compliance with the extent of the defined objectives for 2017: - The success rate of the operating margin is 73.5% of the maximum, this indicator having increased compared to 2016 at a constant exchange rate. - The success rate for the Return on Capital Employed (ROCE), which is equal to 75.2% of the maximum, reflects an improvement in this indicator compared to 2016. - The success rate of free cash flow is 72.5% of the maximum, with the amount thereof being € 171.5 million.

		Based on the above, the Board of Directors found that the collective portion amounted to € 465,780 (of a potential € 630,000 maximum, or 73.9% of this amount). Individual objectives account for the remaining 40% of the allocation and are based on specific predetermined objectives. After evaluating their degree of achievement, the Board of Directors has defined as the following: ○ The success rate of improving the Group's CSR profile, in particular as assessed by non-financial rating agencies is 95% of the maximum, taking into account significant improvement in the ratings obtained by agencies such as Oekom, CDP, EcoVadis and Vigeo and the 7 awards obtained by Nexans in 2017 in the fields of CSR and governance; ○ The success rate of the evolution of the net result is 90% of the pre-tax net result, more than doubling, from € 97 to € 219 million (from € 60 to € 127 million after taxes), it being noted that prior to Nexans' In Motion plan, the net profit was approximately – € 170 million in 2014; ○ The success rate of the growth of Sales, in particular the high voltage, is 95% of the maximum, taking into account the sales growth of 5% compared to the previous year, and even 35% for high voltage; ○ The success rate of the balance sheet improvement is 70% of the maximum, taking into account the completion of the refinancing of debt, the extension of maturity to 2023 and the maintenance of Standard & Poor's rating. On these bases, the Board of Directors found that the individual portion totaled € 367,500 (of a potential € 420,000 maximum, or 87.5% of the maximum amount). Therefore, the total amount of variable compensation as determined by the Board with respect to 2017 is equal to € 833,280, or 79.4% of the maximum amount, it being specified that the payment of the annual variable compensation due to Arnaud Poupart-Lafarge with respect to 2017 is on the condition of the approval by the Shareholders' Meeting of the 12th Resolution.
Stock options, performance shares, or any other long-term compensation component	A maximum number of 19,800 performance shares valued at € 673,893	At its meeting dated March 14, 2017, the Board of Directors made use of the 13th Resolution approved by the Shareholders' Meeting dated May 12, 2016 and decided to grant the Chief Executive Officer 19,800 performance shares, the effective vesting of which depends on the level of attainment of the plan's performance conditions. The definitive vesting of the performance shares granted under Plan No. 17 dated March 14, 2017 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. The vesting of one half of the performance shares granted will be subject to a stock market performance condition consisting in measuring the TSR (total shareholder return) of Nexans and comparing it to the TSR of a reference panel comprised of the following 11 companies: Alstom, Legrand, Prysmian, Rexel, ABB, Schneider Electric, Saint Gobain, Leoni, NKT Cables, General Electric, and Siemens. Exceptionally, the Board of Directors will have the ability to revise this panel during the evaluation period in the event that some of these companies disappear or consolidate with other companies. Over the period concerned, the TSR corresponds to the growth of the share price plus the dividend per share. The growth of the share price is assessed by considering the average of the opening prices of the share during the 3 months preceding the grant and the average of the 3 months preceding the final date of the performance evaluation period. In addition, the dividend per share is equal to the sum of the dividends paid out per share (of Nexans or a company in the panel) during the 3-year performance evaluation period. The TSR thus calculated will be compared with the TSR for the panel over the same period, resulting in an overall ranking of Nexans and the companies in the panel.

Performance achieved by Nexans relative to the Panel's TSR	Percentage of definitively vested shares with respect to this condition
Ranked 1st or 2nd	100%
Ranked 3rd	90%
Ranked 4th	80%
Ranked 5th	70%
Ranked 6th	60%
Ranked 7th	50%
Ranked <7th	0%

The other half of the granted performance shares shall be subject to an economic performance condition applied to 50% of the shares granted and consisting in measuring enterprise value creation (Simplified Economic Value Added)- corresponding to the excess value created compared to the average cost of capital – at the end of 2019. The Simplified Economic Value Added will be calculated as follows: operating margin - 10% of capital employed[7]. In case of significant acquisition, the Board could decide to restate the operating margin and the capital employed in order to take account of the impact of this acquisition.

Level of the Group's Simplified Economic Value Added at the end of 2019	Percentage of definitively vested shares with respect to this condition
≥ 100 MEUR	100%
≥ 90 MEUR and < 100 MEUR	90%
≥ 80 MEUR and < 90 MEUR	80%
≥ 70 MEUR and < 80 MEUR	70%
≥ 60 MEUR and < 70 MEUR	60%
≥ 50 MEUR and < 60	50%
< 50 MEUR	0

The performance shares granted to Arnaud Poupart-Lafarge with respect to Plan no. 17 dated March 14, 2017 represent approximately 0.05% of the share capital of Nexans as of December 31, 2017. In addition, the portion reserved for him represents 6% of the maximum number of performance shares that can be granted under Performance Share Plan no. 17.

In compliance with the Group's long-term compensation policy, no stock options were granted to Arnaud Poupart-Lafarge in the 2017 fiscal year.

Valuation of the benefits of all kinds	€ 4,200	Arnaud Poupart-Lafarge used a company car.

[1]The capital employed by Nexans at the end of the year is the sum of goodwill, property, plant and equipment, intangible assets and operating and non-operating working capital requirements presented in the end of year financial statements

Arnaud Poupart-Lafarge was not paid any deferred variable compensation, any exceptional compensation, or any director's fees for the 2017 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, which were in force on December 31, 2017. A detailed description of these items can be found in the 2017 Registration Document, section 2.5.4 entitled *Compensation paid to Arnaud Poupart-Lafarge, Chief Executive Officer*:

Items of Compensation	**Amounts or book value of the items of compensation**	**Comments and explanations**
Severance Payment	€ 0	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 in 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), and before the Board assesses compliance with the performance conditions.

		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 par bonus rate times the last monthly base compensation. The severance payment would be subject to three performance conditions, each of which was to be assessed over a 3-year period: (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; (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%; (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 the previous year. The amount of the severance payment will be determined based on the following terms and 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. The Appointments, Compensation, and Corporate Governance Committee will officially acknowledge the level of attainment of these conditions. 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. In compliance with the compensation policy of executive directors, the severance payment cannot exceed two years of actual compensation (including fixed and variable).
Non-compete indemnity	€ 0	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 par bonus rate times his last base monthly compensation paid in the form of 24 equal consecutive monthly payments. 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). In accordance 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).

Occupational Insurance Schemes and Healthcare	€ 0	Arnaud Poupart-Lafarge benefits from a collective occupational insurance scheme (covering death, permanent and temporary disability) and healthcare under the same terms and conditions as Nexans employees.
Unemployment insurance plan	€ 0	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. The annual amount paid by the Company in 2017 is EUR 12,357.
Supplemental pension plan	€ 0	Arnaud Poupart-Lafarge benefits from the defined benefit pension plan (Article 39 of the French Tax Code) established by the Group for the benefit of certain employees and corporate officers. The rules of this defined benefit pension plan were adopted in 2004 and amended in 2008 by the Board of Directors. Based on the group's desire to comply with the regulatory changes applicable to pension plans, the Board of Directors, at its meeting dated November 23, 2016, authorized the modification of this regime. The modifications are the following: - The retirement age was increased from 60 to 62 and rights are frozen past the age of 62; - A ceiling on the amount of the annuity is set at 8 times the Social Security ceiling, corresponding to approximately € 314,000 in 2017; - A reduction in the reversion tax rate from 100% to 60%. In order to be eligible for this defined benefit pension plan, the rules require the beneficiary 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 62, and has obtained the liquidation of his or her base and supplemental pension plans. This plan provides for the payment of an additional pension amount, corresponding to 10% of the reference income (average of the sum of the fixed and variable compensation and benefits paid over the 3 years prior to retirement), plus 1.70% of the D Tranche per year of seniority. The life annuity, up to 60% of which is reversible, is based on the average annual compensation paid in the final three years. This supplemental pension is in addition to the mandatory and supplemental base plans and cannot lead to a pension that is lower than 30% of the reference income, which takes into account all mandatory pension plans; it shall, therefore, complement the mandatory and supplemental plans in the amount of at least 30% of the reference income; the additional amount alone cannot exceed 30% of the reference income, in other words below the 45% limit set forth in the AFEP-MEDEF Code. The entitlements derived from the supplemental pension plan are financed through quarterly contributions paid by Nexans to an insurer, in order to build a dedicated fund, from which are withdrawn, gradually as beneficiaries go on retirement, the amounts of capital necessary for servicing retired beneficiaries' annuities. The amount of the gross annual annuity to be paid to Arnaud Poupart-Lafarge is equal to an estimated € 205,446, it being specified that this amount is calculated as if Arnaud Poupart-Lafarge could benefit from the annuity as from January 1st, 2018, and while disregarding the fact that the continued employment 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 pension plan was closed to all new beneficiaries in 2014. Beneficiaries are members of the previous Executive Committee of the Nexans Group. See also resolutions 8 and 22 proposed at this meeting and explained on page 13 of this report.

Futhermore, on March 16, 2018, the Board of Directors acknowledged the wish of Arnaud Poupart-Lafarge to leave his duties as Chief Executive Officer as soon as possible due to personal reasons. As the Board has determined that it is in the best interests of the Company for him to remain in office until September 30, 2018 to ensure a transition period and to allow a transfer of powers in optimal conditions, the Board has requested him to so remain. Arnaud Poupart-Lafarge has accepted this mission.

The compensation conditions and commitments made in favor of the Chief Executive Officer for the transition period have been published on the Company's website under the "corporate governance" section and in the 2018 compensation policy for Executive Directors in Section 2.5.2. of the 2017 Registration Document.

APPROVAL OF THE PRINCIPLES AND CRITERIA FOR DECIDING FIXED, VARIABLE, AND EXCEPTIONAL ITEMS COMPRISING THE TOTAL COMPENSATION AND BENEFITS OF ALL KINDS THAT COULD BE GRANTED TO EXECUTIVE DIRECTORS (RESOLUTIONS 13 AND 14)

In accordance with the provisions of Article L. 225-37-2 of the French Commercial Code, shareholders are invited to approve the principles and the criteria for deciding fixed, variable, and exceptional items comprising the total compensation and benefits of all kinds granted to executive directors of Nexans in the 2018 fiscal year.

The **13th Resolution** concerns the compensation policy applicable to the Chairman of the Board of Directors, which includes a fixed amount and no other item of compensation or benefit of any kind. In order to suggest a compensation structure for the Chairman of the Board of Directors, the Appointments, Compensation, and Corporate Governance Committee relied on the studies of external consultants disclosing the market practices of comparable companies. It also takes into account the specific duties assigned to the Chairman of the Board, as they are described in the Internal Regulations available at www.nexans.com.

The **14th Resolution** concerns the compensation policy applicable to the Chief Executive Officer, which includes fixed and variable components, and long-term compensation in the form of performance shares, as well as a benefit in kind (company car). In addition, the Chief Executive Officer benefits from entitlements authorized by the Board of Directors and subject to the approval of the Annual Shareholders' Meeting in accordance with the provisions of Articles L.225-38 *et seq*. of the French Commercial Code or L. 225-42-1 of the French Commercial Code: severance compensation, non-compete compensation, a supplemental pension plan, and an occupational and disability insurance scheme.

The Appointments, Compensation, and Corporate Governance Committee offers its opinion to the Board of Directors regarding the compensation to be paid to the Chief Executive Officer, while ensuring consistency between the rules for deciding said compensation and the company's performance. It takes into account all business issues (strategic, financial, social, societal and environmental), the interests of shareholders and other stakeholders and the changes in the AFEP-MEDEF Code.

In order to establish the structure of this compensation, the Committee relies on the examination of the positioning of the Chief Executive Officer's compensation by comparing it to the median of a panel of 12 French and International companies comparable to Nexans (Alstom, BIC, Essilor, Imerys, Ingenico, Legrand, Rexel, SEB, SPIE, Thales, Valeo, Vallourec).

It ensures that each of the items included in the compensation is not disproportionate and reviews the overall compensation by taking into account all of its components: fixed, variable, annual, long term compensation in the form of securities, supplemental pension plan, and benefits of all kinds.

All of the elements discussed in the 13th and 14th resolutions are described in the report included in section 2.5.2 of the 2017 Registration Document.

RESOLUTIONS 15 TO 17 ARE INCLUDED IN THE FRAMEWORK OF ARNAUD POUPART-LAFARGE'S MISSION AS CHIEF EXECUTIVE OFFICER TO ENSURE A TRANSITION PERIOD UNTIL SEPTEMBER 30, 2018

On March 16, 2018, the Board of Directors acknowledged the wish of Arnaud Poupart-Lafarge to leave his duties as Chief Executive Officer as soon as possible due to personal reasons. As the Board has determined that it is in the best interests of the Company for him to remain in office until September 30, 2018 to ensure a transition period and to allow a transfer of powers in optimal conditions, the Board has requested him to so remain. Arnaud-Poupart-Lafarge has accepted this mission.

The **15th Resolution** concerns the approval of a regulated commitment referred to in Article L. 225-42-1 of the French Commercial Code and authorized by the Board of Directors on March 16, 2018, in relation to the payment of an exceptional bonus for the transition period to Arnaud Poupart-Lafarge of a total gross amount of up to € 700,000, depending on a financial criterion of 40%, and its performance in the accompaniment and the preparation of the transition to his successor by 60%. The amount of the premium may vary according to the achievement of one or both of the above criteria, depending on their respective influence.

This commitment to pay an exceptional bonus for the transition period is subject to the regulated commitment procedure covered by Article L. 225-42-1 of the French Commercial Code and the amount due under this exceptional bonus for the transition period will only be paid out subject to the approval in 2019 by the Shareholders' Meeting of the resolution in relation to the fixed, variable and exceptional items comprising the total compensation and benefits of all kind paid or allocated to the Chief Executive Officer for 2018.

The **16th Resolution** concerns the approval of a regulated commitment referred to in Article L. 225-42-1 of the French Commercial Code and authorized by the Board of Directors on March 16, 2018, in relation to the lifting of the condition of attendance of Arnaud Poupart-Lafarge, Chief executive Officer, as initially provided for under the performance share plan dated May 12, 2016 (LTI 2016).

27,000 performance shares were granted to the Chief Executive Officer by the Board of Directors on May 12, 2016. The performance share plan (LTI 2016) rules provide that the performance shares granted may be acquired at the end of a vesting period of 4 years subject to compliance with a condition of attendance and performance conditions, including the economic condition, measured at the end of 2018.

In the event of resignation or dismissal, it is expressly stated that the right to receive performance shares becomes lapsed. On March 16, 2018, the Board of Directors confirmed that these performance conditions remain applicable and decided to waive the condition of attendance, since the period of appreciation of the economic performance conditions will be almost completed.

The **17th Resolution** concerns the approval of a regulated commitment referred to in Article L. 225-42-1 of the French Commercial Code and authorized by the Board of Directors on March 16, 2018, in relation to the lifting of the condition of attendance of Arnaud Poupart-Lafarge, Chief executive Officer, as initially provided for under the performance share plan dated March 14, 2017 (LTI 2017).

19,800 performance shares were granted to the Chief Executive Officer by the Board of Directors on March 14, 2017.The performance share plan (LTI 2017) rules provide that the performance shares granted may be acquired at the end of a vesting period of 4 years (i.e. March 14, 2021) subject to compliance with a condition of attendance and performance conditions including the economic condition, measured at the end of 2019.

In the event of resignation or dismissal, it is expressly stated that the right to receive performance shares becomes lapsed. On March 16, 2018, the Board of Directors confirmed that these performance conditions remain applicable and decided to waive the condition of attendance, since the period of appreciation of the economic performance conditions will be almost completed by two-thirds (two years over three years).

AUTHORIZATION TO BE GRANTED TO THE BOARD OF DIRECTORS TO CARRY OUT TRANSACTIONS INVOLVING COMPANY SHARES (RESOLUTION 18)

We propose that you renew, under substantially similar conditions, the authorization granted by the Shareholders' Meeting dated May 11, 2017 (Resolution 12), which is set to expire at the end of this Shareholders' Meeting, in order to ensure that the Company can buy back its own shares at any time. This authorization would expire in eighteen months as from the date of your Shareholders' Meeting.

As of December 31, 2017, the Company directly held 82,077 shares with a value of € 1 (representing approximately 0.19% of the share capital, the value of which was evaluated at € 3.9 million at the time of purchase).

The Board of Directors, at its meeting dated November 23, 2016, decided to implement a Company share buyback plan, under the conditions of Article 5 of European Regulation No 2014/596 of April 16, 2014 on market abuse (the “MAR”), for a total maximum of 300,000 shares and a total maximum amount of € 18 million.

In 2017, the Company repurchased 224,489 shares at a weighted average price of € 48.22 per share, which amounted to a total price of € 10.8 million. The amount of these shares was used to cover performance share and free share allocation plans). The Company has not used derivatives.

In 2017, of the 224,489 repurchased shares allocated to performance share and free share allocation plans, 142,412 shares were transferred to the beneficiaries of plans no. 12 of July 24, 2013 and no. 13 of July 24, 2014.

In the context of the authorization subject to your approval under the terms of the **18th Resolution**, it is proposed that you 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: 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 or similar 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 insider trading policy recognized by the Autorité des marchés financers (French financial markets regulator, or “AMF”), the delivery of shares upon exercise of the rights attached to securities granting rights to equity securities, or the delivery of shares in the context of external growth transactions within a limit not to exceed 5% of the share capital.

Share buybacks carried out by the Company could relate to 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, with the exception of financial derivatives, whether via a regulated market or off-market (including by acquiring or selling blocks of shares). The maximum purchase price for the shares of the Company would be equal to EUR 70 per share (excluding acquisition costs). The aggregate amount allocated for the purpose of the share buyback plan cannot exceed EUR 100 million.

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.

USE OF THE DELEGATIONS CONSENTED TO BY THE SHAREHOLDERS' MEETINGS OF MAY 12, 2016 AND MAY 11, 2017

It should be noted that the Company completed the following transactions in 2017 by using the delegations granted by the Shareholders' Meeting held on May 12, 2016:

November 23, 2016	**Share buyback program** The Board of Directors authorized the buyback of a maximum number of 300,000 shares at a maximum price of EUR 60 to cover long-term compensation plans, in accordance with the authorization granted by the Shareholders' Meeting. Between February and April 2017, the Company repurchased 224,489 shares at a weighted average price of € 48.22 per share, for a total price of € 10.8 million. In July 2017, of the 224,489 shares repurchased allocated to free shares and performance plans, 142,412 shares were transferred to the beneficiaries of long-term compensation plans No. 12 of July 24, 2013 and No. 13 of July 24, 2014.
March 14, 2017	**Long-Term Compensation plan: 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. 17, providing for the grant of 195,300 performance shares of the 330,000 performance shares authorized by the Shareholders' Meeting, of which a maximum number of 19,800 shares are granted to the Chief Executive Officer (subject to the satisfaction of the performance conditions), and the grant of 30,000 free shares (without performance conditions) of the 30,000 shares authorized by the Shareholders' Meeting.

The Board of Directors also used the following delegations granted by the Shareholders' Meeting of May 11, 2017:

November 22, 2017	**ACT 2018 International Share Ownership Plan** On November 22, 2017, the Board of Directors authorized the launch in the first half of 2018 of an international employee shareholding transaction through a capital increase reserved for Group employees of up to 400,000 new shares and an issue of 100,000 additional new shares reserved for the structuring bank. The shares will be issued in July 2018.
July 7, 2017	**Share buyback program** The Board of Directors has authorized the repurchase of a maximum of 300,000 shares at a maximum price of € 70 to cover the long-term compensation plans, in accordance with the authorization given by the Shareholders' Meeting.
March 13, 2018	**Long-term compensation plan: allocation of performance shares and free shares** The Board of Directors has implemented the Group's long-term compensation policy by adopting long-term compensation plan No.18, which provides for the allocation of 166,900 performance shares out of the 300,000 performance shares authorized by the Shareholders' Meeting, and the allocation of 44,200 free shares (without performance conditions) out of the 50,000 shares authorized by the Shareholders' Meeting.

AUTHORIZATION TO BE GRANTED TO THE BOARD OF DIRECTORS FOR THE PURPOSE OF REDUCING THE COMPANY'S SHARE CAPITAL VIA THE CANCELLATION OF OWN SHARES (RESOLUTION 19)

Along with Resolution 14 authorizing the Board of Directors to purchase, or order the purchase of Company shares in order to, in particular, cancel some or all of the shares resulting from said buyback, it is proposed that you renew the authorization granted by the Extraordinary Shareholders' Meeting of May 11, 2017 (Resolution 13) to the Board of Directors, to cancel some or all of the shares of the Company the latter might or could purchase pursuant to any share buyback plan authorized by the Shareholders' Meeting, under the conditions 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. This authorization would be granted for a period of eighteen months from the date of this Meeting.

GRANTS OF PERFORMANCE SHARES AND FREE SHARES (RESOLUTIONS 20 AND 21)

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 executive directors will only be granted performance shares (potentially available in 4 years with respect to previous plans), 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;

Previously, all of these medium and long-term compensation plans were linked to the Group's economic indicators and the vesting of the performance shares was linked to the satisfaction of a stock market condition consisting in measuring the TSR (*total shareholder return*) of Nexans and comparing it to the TSR of a reference panel.

In accordance with Article L. 225-197-1 of the French Commercial Code, the Board of Directors requests the Shareholders' Meeting to authorize it to grant for the benefit of members of personnel it shall select from among the employees and, eventually, to the corporate officers of the Company and companies or groups of companies related to it under the conditions set forth in Article L. 225-180 of the French Commercial Code, performance shares in the maximum par value of € 300,000 (**Resolution 20**) and free shares without performance conditions in the maximum par value of € 50,000 (**Resolution 21**). Pursuant to the law, the adoption of these resolutions shall imply shareholders' express waiver of their preferential subscription rights in favor of the beneficiaries of these grants.

The maximum dilutive impact of the grants that would be carried out by virtue of resolutions 20 and 21 in 2019 would be equal to 0.8% of the share capital as of December 31, 2017. The shares definitively granted will come either from the issue of new shares or the repurchase of existing shares through a share buyback program in order to limit shareholder dilution.

The proposed authorizations are limited to the needs of the plans envisaged.

As for the long-term compensation plans carried out since 2011, the Board of Directors will set demanding performance conditions based on the Appointments, Compensation, and Corporate Governance Committee's proposal, each of which is assessed over a 3-year period. Considering the performance and continued employment conditions which have been set, a portion of the grant of these shares could be rendered null and void. For example, the performance conditions applicable to the 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 the 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. The performance conditions of the Plan No. 12 dated July 24, 2013 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 47.5% of the maximum amount.

The performance conditions of the Plan No. 13 of July 24, 2014 have been partially achieved, giving the right to the definitive acquisition of only part of the shares allocated to employees and corporate officers under this plan, corresponding to 65% of the maximum.

Grants to the executive directors

Any potential grants to the executive directors are subject to prior review by the Appointments, Compensation, and Corporate Governance Committee and a decision of the Board of Directors.

It is proposed to apply a ceiling to the potential performance shares to be granted to the executive directors, thereby limiting the grant to a number of shares representing at most 12% of the aggregate amount of the grant under the performance share plan, i.e. approximately 0.08% of the share capital as of December 31, 2017.

Past grants have complied and potential future grants will comply with the recommendations of the AFEP-MEDEF Code and the characteristics described in the executive director compensation policy, including the following:

Frequency	Annual grant, except for a duly justified reason and under exceptional circumstances.
Performance Conditions	The definitive vesting of the performance shares for executive directors 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.
Retention requirement (Article L. 225-197-1 of the French Commercial Code)	In accordance with the terms of Article L. 225-197-1 II, subparagraph 4 and with the AFEP-MEDEF Corporate Governance Code, the senior executive director must retain a large and increasing number of the shares resulting from the definitive vesting of performance shares.
Restriction concerning hedging instruments	The performance shares granted to executive directors cannot be hedged during the vesting period.
Recommended blackout periods	Group "Insider Trading" Procedure.

As a reminder, these are the characteristics of the performance and free share plan implemented in 2018 pursuant to the authorizations granted by the Shareholders' Meeting dated May 11, 2017:

Perimeter	246 managers employed in France and abroad, including the employed members of the Management Council, to the exception of Arnaud Poupart-Lafarge, Chief Executive Officer, to whom the Board of Director has decided not to allocate performance shares in 2018.
	- **166,900 performance shares** of the 300,000 performance shares authorized by the Shareholders' Meeting dated May 11, 2017, **representing approximately 0.38% of the share capital at year-end 2017**, 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 166,900 shares assume maximum performance with respect to the two performance conditions retained, as described below. No performance shares were allocated to Arnaud Poupart-Lafarge as Chief Executive Officer. - **An isolated grant of 44,200 free shares** (not subject to performance conditions) of the 50,000 shares authorized by the Shareholders' Meeting dated May 11, 2017, **representing approximately 0.1% of the share capital at year-end 2017**, 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).

Dilutive Impact	The maximum overall dilutive impact of the projected plan is less than 0.49% on the basis of the share capital as of December 31, 2017, 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

The definitive vesting of the performance shares is 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.

Half of the performance shares granted will be subject to a stock market performance condition consisting in measuring the TSR (total shareholder return) of Nexans and comparing it to the TSR of a reference panel comprised of the following 11 companies: Alstom, Legrand, Prysmian, Rexel, ABB, Schneider Electric, Saint Gobain, Leoni, NKT Cables, General Electric, and Siemens. Exceptionally, the Board of Directors will have the ability to revise this panel during the evaluation period in the event that some of these companies disappear or consolidate with other companies.

Over the period in question, the TSR corresponds to the growth of the share price plus the dividend per share. The growth of the share price is evaluated by taking the average of the opening prices of the share during the 3 months preceding the grant and the average of the 3 months preceding the final date of the performance evaluation period. In addition, the dividend per share is equal to the sum of the dividends paid out per share (of Nexans or a company in the panel) during the 3-year performance evaluation period.

The TSR thus calculated will be compared with the TSR for the panel over the same period, resulting in an overall ranking of Nexans and the companies in the panel. The number of definitively vested shares will be determined based on the following scale:

Performance achieved by Nexans relative to the Panel's TSR	Percentage of definitively vested shares with respect to this condition
Ranked 1st	100%
Ranked 2nd	90%
Ranked 3rd	80%
Ranked 4th	70%
Ranked 5th	60%
Ranked 6th	50%
Ranked 7th	40%
Ranked lower than 7th	0

The other half of the granted performance shares shall be subject to an economic performance condition consisting in measuring the Simplified Economic Value Added (EVA) at 2020 year end - which corresponds to the excess of WACC (the average cost of capital). The EVA will be calculated as follows: operating margin - 10% of capital employed[9]. In the event of a significant acquisition, the Board may decide to restate the operating margin and the capital employed to take into account the impact of this acquisition. The number of shares that are definitively vested will be determined based on the following scale.

EVA at 2020 Year-end	Percentage of shares that are definitively vested with respect to this condition
≥ EUR 110 million	100%
≥ EUR 98 million and < EUR 110 million	90%
≥ EUR 86 million and < EUR 98 million	80%
≥ EUR 74 million and < EUR 86 million	70%
≥ EUR 62 million and < EUR 74 million	60%
≥ EUR 50 million and < EUR 62 million	50%
< EUR 50 million	0%

[8] Furthermore, the average three-year unadjusted burn rate is 0.64%

9 Nexans' Year-End Capital employed is the sum of Nexans' Fixed assets and Working capital (i.e. Operating working capital & Non-operating working capital) as reported in the year-end financial statements

ORDINARY SHAREHOLDERS' MEETING

POWERS FOR CONDUCTING FORMALITIES (RESOLUTION 23)

The **23rd Resolution** is a customary resolution concerning the granting of the powers necessary to complete the formalities related to the resolutions adopted by the Shareholders' Meeting.

ORDINARY SHAREHOLDERS' MEETING

First Resolution – Approval of the Company's financial statements and transactions for the fiscal year ended on December 31, 2017 - 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, 2017, which include the balance sheet, the income statement, and the Notes, and reading the reports of the Board of Directors' and the Statutory Auditors, approves, in their entirety, the Company's financial statements for the fiscal year ended on December 31, 2017 as submitted, showing a profit of € 25,332,856, 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 2017 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 for the fiscal year ended on December 31, 2017

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, 2017, which include the balance sheet, the income statement, and the Notes, and reading the reports of the Board of Directors' and the Statutory Auditors, approves, in their entirety, the consolidated financial statements for the fiscal year ended on December 31, 2017 as submitted, showing a net income (group share) of € 125,088 thousand, as well as the transactions reflected in these financial statements and/or summarized in these reports.

Third Resolution - Allocation of income for the fiscal year ended on December 31, 2017 and setting of the dividend

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 € 25,332,856, as follows:

Distributable profit totals:

- previous balance carried forward	€ 92,939,188
- income for the fiscal year	€ 25,332,856
- allocation to the legal reserve	€ 835,668
Total distributable profit	**€ 117,436,376**

Profit Distribution (Based on the number of shares comprising the share capital as of December 31, 2017, or 43,494,691 shares)

€ 0.70 per share	
or a distributed dividend equal to	€ 30,446,283.70
Balance carried forward post distribution	€ 86,990,092.30

Each Company share eligible for dividends will be allocated a dividend of € 0.70, thereby representing a total amount dividend amount of € 30,446,283.70, based on the number of shares comprising the share capital as of December 31, 2017.

The dividend coupon will be detached on May 22, 2018 and paid out as from the 5th trading day following the effective date on which the Shareholders' Meeting is held, i.e. on May 24, 2018.

However, the dividend could potentially be adjusted (and the balance carried forward reduced accordingly) by an maximum amount of € 119,532 in order to take into account the maximum total amount of 170,760 additional shares that could potentially be created as a result of the exercise of stock options from January 1, 2018 and the dividend payment date.

Furthermore, in the event that, when the dividend is effectively paid out, the Company holds some of its own shares, the distributable profit corresponding to the dividend not paid with respect to these shares will be allocated to the "balance carried forward."

In accordance with the terms of Article 243 of the French Tax Code (*Code général des impôts*, hereinafter "CGI"), it is hereby specified that the shares are all of the same class and that the full amount of the dividend paid out will be eligible for the 40% tax deduction referenced in Subparagraph 2 of Paragraph 3 of Article 158 of the CGI.

The Shareholders' Meeting takes note 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 deduction, were as follows:

	Fiscal Year 2014 (paid in 2015)	**Fiscal Year 2015 (paid in 2016)**	**Fiscal Year 2016 (paid in 2017)**
Dividend per share	-	-	€ 0.50
Number of shares eligible for dividends	-	-	43,210,277
Total amount	-	-	€ 21,605,138.50

Fourth Resolution – Renewal of Véronique Guillot-Pelpel 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 Véronique Guillot-Pelpel'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, 2021.

Fifth Resolution – Renewal of Fanny Letier 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 Fanny Letier'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, 2021.

Sixth Resolution – Appointment of Anne Lebel 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 Anne Lebel as Director of the Board of Directors 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, 2021.

Seventh Resolution - Renewal of a Statutory Auditor and appointment of an alternate Statutory Auditor

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meeting, renews the term of office of PricewaterhouseCoopers Audit (*Compagnie Régionale des Commissaires aux Comptes de Versailles*), located at 63, rue de Villiers, 92208 Neuilly-sur-Seine Cedex, as statutory Auditor, for a six fiscal year legal 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, 2023.

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meeting, noting the expiry of the term of office of the alternate Statutory Auditor Mr. Etienne Boris, residing at 63, rue de Villiers, 92208 Neuilly-sur-Seine Cedex, at the end of this Shareholders' Meeting, appoints Mr. Patrice Morot, residing at 63, rue de Villiers, 92208 Neuilly-sur-Seine Cedex, as alternate Statutory Auditor, for a legal period of six fiscal years, 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, 2023.

Eighth Resolution - Approval of a regulated commitment referred to in Article L. 225-38 of the French Commercial Code in relation to the supplementary pension plan for the benefit of Arnaud Poupart-Lafarge as Chief Executive Officer

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' Special Report on agreements and commitments subject to Articles L. 225-38 *et seq*. of the French Commercial Code, approves, pursuant to the terms of Article L.225-40 of the French Commercial Code and subject to the approval of the 22th Resolution of this Shareholders' Meeting, the regulated commitment authorized by the Board of Directors on March 20, 2018 in relation to the termination of the defined benefit pension plan, as well as a cash payment of € 620,430 to Arnaud Poupart-Lafarge as Chief Executive Officer and an allocation of a maximum amount of 16,800 free shares to Arnaud Poupart-Lafarge as Chief Executive Officer, in order to offset the rights accumulated by him under the defined benefit pension plan.

Ninth Resolution - Approval of a regulated agreement entered into between the Company and Bpifrance Investissement "Le Hub"

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' Special Report on agreements and commitments subject to Articles L. 225-38 and L. 225-40 to L. 225-42 of the French Commercial Code, approves the new agreement entered into between the Company and Bpifrance Investissement "Le Hub", authorized by the Board of Directors' on November 10, 2017 and which is mentioned in these reports.

Tenth Resolution – Approval of a regulated agreement entered into between the Company and HSBC France

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' Special Report on agreements and commitments subject to Articles L. 225-38 and L. 225-40 to L. 225-42 of the French Commercial Code, approves the new agreement entered into between the Company and HSBC France, authorized by the Board of Directors' on November 10, 2017 and which is mentioned in these reports.

Eleventh Resolution – Vote on the items of compensation paid or granted to Georges Chodron de Courcel, Chairman of the Board of Directors, for the fiscal year ended December 31, 2017

Pursuant to the terms of Articles L. 225-37-2 and L. 225-100 of the French Commercial Code, the Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, approves the fixed, variable , and exceptional items comprising the total compensation and benefits of all kinds paid or granted, for the previous fiscal year, to Georges Chodron de Courcel, Chairman of the Board of Directors, as presented in the Corporate Governance Report of the Company referred to in Article L. 225-37 of the same code and presented in section 2.5.3 of Nexans' 2017 Registration Document.

Twelfth Resolution – Vote on the items of compensation paid or granted to Arnaud Poupart-Lafarge, Chief Executive Officer, for the fiscal year ended on December 31, 2017

Pursuant to the terms of Articles L. 225-37-2 and L. 255-100 of the French Commercial Code, the Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, approves the fixed, variable and exceptional items comprising the total compensation and benefits of all kinds paid or granted, for the previous fiscal year, to Arnaud Poupart-Lafarge, Chief Executive Officer as presented in the Corporate Governance Report of the Company referred to in Article L. 225-37 of the same code and presented in section 2.5.4 of Nexans' 2017 Registration Document.

Thirteenth Resolution –Approval of the principles and criteria for determining, allocating and distributing the fixed, variable, and exceptional items comprising the total compensation and benefits of all kinds that could be granted to the Chairman of the Board of Directors

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholder's meetings, pursuant to the terms of Article L. 225-37-2 of the French Commercial Code, approves the principles and criteria for determining, allocating and distributing the fixed, variable, and exceptional items comprising the total compensation and benefits of all kinds that could be granted, in connection with his mandate, to the Chairman of the Board of Directors, as described in the report attached to the report referenced in Articles L. 225-100 and L. 225-102 of the French Commercial Code, and presented in Chapter 2.5.2 of the 2017 Registration Document.

Fourteenth Resolution – Approval of the principles and criteria for determining, allocating and distributing the fixed, variable, and exceptional items comprising the total compensation and benefits of all kinds that could be granted to the Chief Executive Officer

The Shareholders' Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholder's meetings, pursuant to the terms of Article L. 225-37-2 of the French Commercial Code, approves the principles and criteria for determining, allocating and distributing the fixed, variable, and exceptional items comprising the total compensation and benefits of all kinds that could be granted, in connection with his mandate, to the Chief Executive Officer, as described in the report attached to the report referenced in Articles L. 225-100 and L. 225-102 of the French Commercial Code, and presented in Chapter 2.5.2 of the 2017 Registration Document.

Fifteenth Resolution – Approval of a regulated commitment referred to in Article L. 225-42-1 of the French Commercial Code in relation to the payment of an exceptional bonus for the transition period to Arnaud Poupart-Lafarge, Chief Executive Officer

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' Special Report on agreements and commitments subject to Article L. 225-42-1 of the French Commercial Code, approves the commitment to pay an exceptional bonus for the transition period to Arnaud Poupart-Lafarge as authorized by the Board of Directors on March 16, 2018 and which is referred to in these reports.

Sixteenth Resolution – Approval of a regulated commitment referred to in Article L. 225-42-1 of the French Commercial Code in relation to the conditions provided for under the performance share plan dated May 12, 2016 (LTI 2016) applicable to Arnaud Poupart-Lafarge, Chief Executive Officer

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' Special Report on agreements and commitments subject to Article L. 225-42-1 of the French Commercial Code, approves the commitment to lift the condition of attendance of Arnaud Poupart-Lafarge, Chief Executive Officer, initially provided for under the performance share plan dated May 12, 2016 (LTI 2016), as authorized by the Board of Directors on March 16, 2018 and which is referred to in these reports.

Seventeenth Resolution – Approval of a regulated commitment referred to in Article L. 225-42-1 of the French Commercial Code in relation to the conditions for under the performance share plan dated March 14, 2017 (LTI 2017) applicable to Arnaud Poupart-Lafarge, Chief Executive Officer

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' Special Report on agreements and commitments subject to Article L. 225-42-1 of the French Commercial Code, approves the commitment to lift the condition of attendance of Arnaud Poupart-Lafarge, Chief Executive Officer, initially provided for under the performance share plan dated March 14, 2017 (LTI 2017), as authorized by the Board of Directors on March 16, 2018 and which is referred to in these reports.

Eighteenth 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 (EU) No 596/2014 of the European Parliament and of the Council of April 16, 2014, to purchase, or to order the purchase of Company shares for the purposes of:

- 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, particularly 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, particularly in the context of mechanisms applicable under foreign law, as well as carrying out any hedging transaction related to free share plans, stock option plans, and share ownership plans benefiting the aforesaid employees; 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 buyback; 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 financers (French financial markets regulator, or "AMF"); or
- delivering shares upon exercise of rights attached to securities granting rights to the share capital, via the redemption, conversion, exchange, presentation of a warrant, or in any other manner; or

- delivering shares (as valuable consideration, 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.

Decides that the share buybacks carried out by the Company may involve 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 this percentage applies to an amount of share capital adjusted for the transactions impacting it following this Shareholders' Meeting, i.e., for example, as of February 28, 2018, an amount of share capital comprised of 43,508,425 shares, 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 10% ceiling 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 buy-back plan that may be completed in this manner), or through a public tender or exchange offer.

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.

Pursuant to the terms of this resolution, the maximum purchase price per share will be equal to EUR 70 (excluding acquisitions costs) (or the exchange value of this amount on the same date in any other currency).

In the event of any change in the par value of the Company's share, or any share capital increase via the capitalization of reserves, an allocation of free shares, a share split or a reverse share split, the distribution of reserves or any other assets, a share capital amortization, or any and all other transactions involving shareholders' equity, the Shareholders' Meeting delegates the necessary powers to the Board of Directors for the purpose of adjusting the aforementioned 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 buybacks plan authorized above cannot exceed 100 million euros.

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 buybacks 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 body, 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 the unused portion, as the case may be, of the 12th resolution granted to the Board of Directors by the Combined Ordinary and Extraordinary Shareholders' Meeting dated May 11, 2017, for the purpose of carrying out transactions involving Company shares.

This authorization will expire in eighteen months as from the date of the Shareholders' Meeting hereof.

EXTRAORDINARY SHAREHOLDERS' MEETING

Nineteenth Resolution - Authorization to be granted to the Board of Directors for the purpose of reducing the Company's share capital via the cancellation of own 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, i.e. for illustrative purposes, a maximum number of 4,350,842 shares as of February 28, 2018.

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

The Shareholders' Meeting grants all necessary powers to the Board of Directors, with the ability to sub-delegate such powers, for the purpose of carrying out cancellation and share capital reduction transactions 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 the unused portion, as the case may be, of the 13th resolution granted to the Board of Directors by the Combined Ordinary and Extraordinary Shareholders' Meeting dated May 11, 2017, 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.

Twentieth Resolution – Authorization to be granted to the Board of Directors for a 12 month-period beginning on January 1st, 2019, 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 2019, subject to the satisfaction of the performance conditions to be set by the Board, and in an amount not to exceed the par value of EUR 300,000, 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 par value of existing or newly issued shares allocated pursuant to this authorization cannot be higher than EUR 300,000 or the equivalent amount in any other currency or monetary unit established by reference to several currencies (this par 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 and binding provided the performance conditions, to be set by the Board of Directors based on the Appointments, Compensation, and Corporate Governance Committee's proposal, are effectively met;

4. decides that the total number of existing or newly issued shares granted by virtue of this authorization to corporate officers of the Company cannot exceed 12% of the authorized aggregate amount of shares to be granted, which corresponds to approximately 0.08% of the share capital as of December 31, 2017, it being 43,494,691 shares.

5. also decides that the grant of said shares to their beneficiaries will become final and binding either (i) at the end of a minimum vesting period 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 three-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 and binding prior to the expiration of the applicable vesting period in the event that the beneficiary suffers a disability classifiable in the second or third category set forth in Article L. 341-4 of the French Social Security Code, or their respective equivalents in other countries, and that the shares will be freely transferable as from that point;

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

- determine whether the granted free shares are existing or newly issued shares and, as applicable, modify its choice prior to the date on which the grant of shares becomes final and binding;
- 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;
- set 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;
- duly record 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 par value of the share, a share capital increase through the capitalization of reserves, a grant of free shares, an issuance, with preferential subscription rights reserved for shareholders, of new Company equity securities or securities granting rights to its share capital, a share split or reverse share split, a distribution of reserves, share premiums, or any other assets, the amortization of the share capital, the modification of the distribution of the profits by the creation of preferred shares or any other transactions affecting the shareholders' equity or the share capital (including by way of a public 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, 2019.

Twenty first Resolution – Authorization to be granted to the Board of Directors for a 12 month-period beginning on January 1st, 2019 for the purpose of granting existing or newly issued free shares to employees, or to some of them, in 2019, and in an amount not to exceed the par value of EUR 50,000, 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 right 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 par value of existing or newly issued shares allocated pursuant to this authorization cannot be higher than EUR 50,000 or the equivalent amount in any other currency or monetary unit established by reference to several currencies (this par 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 and binding 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 three-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 and binding prior to the expiration of the applicable vesting period in the event that the beneficiary suffers a disability classifiable in the second or third category set forth in Article L. 341-4 of the French Social Security Code, or their respective equivalents in other countries, and that the shares will be freely transferable as from that point;

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

- determine whether the granted free shares are existing or newly issued shares and, as applicable, modify its choice prior to the date on which the grant of shares becomes final and binding;
- 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;
- duly record 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 par value of the share, a share capital increase through the capitalization of reserves, a grant of free shares, an issuance, with preferential subscription rights reserved for shareholders, of new Company equity securities or securities granting rights to its share capital, a share split or reverse share split, a distribution of reserves, share premiums, or any other assets, the amortization of the share capital, the modification of the distribution of the profits by the creation of preferred shares or any other transactions affecting the shareholders' equity or the share capital (including by way of a public 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, 2019.

Twenty second Resolution – Authorization to be granted to the Board of Directors, for the purpose of granting existing or newly issued free shares to the Management Board members who will no longer benefit from the defined benefit pension plan as compensation, without shareholders' preferential subscription rights, within a limit not to exceed a par value of EUR 40,000, for a 12 month-period from the date of this Shareholders' Meeting

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, in the context of the provisions of Articles L. 225-197-1 *et seq.* of the French Commercial Code, with the right to sub-delegate as permitted by law, and subject to the approval of the 12th Resolution of the Shareholders' Meeting, to grant existing or newly issued free shares (excluding preferred shares), in one or more installments to the Management Board members who will no longer benefit from the defined benefit pension plan as compensation under the conditions set forth in Articles L. 225-197-2 and L. 225-197-1 of said Code, under the conditions defined hereafter;

2. decides that the aggregate par value of existing or newly issued shares allocated pursuant to this authorization cannot be higher than € 40,000 or the equivalent amount in any other currency or monetary unit established by reference to several currencies (this par amount of existing or newly issued shares may 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 granting of said shares to their beneficiaries will become final and binding 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 for 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 two-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 and binding prior to the expiration of the applicable vesting period in the event that the beneficiary suffers a disability classifiable in the second or third category set forth in Article L. 341-4 of the French Social Security Code, or their respective equivalents in other countries, and that the shares will be freely transferable as from that point;

4. decides that the total number of existing or newly issued shares granted by virtue of this authorization to the Chief Executive Officer of the Company cannot exceed 42% of the authorized aggregate amount of shares to be granted, which corresponds to approximately 0.04% of the share capital as of December 31, 2017, or 43,494,691 shares.

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

- determine whether the granted free shares are existing or newly issued shares and, as applicable, modify its choice prior to the date on which the grant of shares becomes final and binding;

- compile a list of the 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;
- set the conditions governing the grant of shares, including the minimum vesting period and, where appropriate, 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;
- duly record 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 duly record 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.

6. decides that the Company may, where applicable, make the necessary adjustments to the number of free shares granted in order to protect the rights of beneficiaries, based on any potential transactions involving the Company's share capital, particularly in the event of a change in the par value of the share, a share capital increase through the capitalization of reserves, a grant of free shares, an issuance, with preferential subscription rights reserved for shareholders, of new Company equity securities or securities granting rights to its share capital, a share split or reverse share split, a distribution of reserves, share premiums, or any other assets, the amortization of the share capital, the modification of the distribution of the profits by the creation of preferred shares or any other transactions affecting the shareholders' equity or the share capital (including by way of a public 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;

7. 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;

8. 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;

9. decides that this authorization is granted for twelve months from the date of this Shareholders' Meeting.

ORDINARY SHAREHOLDERS' MEETING

Twenty third 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.

Véronique Guillot-Pelpel
Age 67
French
Judge (Juge consulaire) at the Paris Commercial Court

Number of Nexans shares	3 885
Number of FCPE shares	1 898
Date of appointment as director	Initial appointment on May 25, 2010
Expertise/Experience	Véronique Guillot-Pelpel is judge at the Paris Commercial Court and Board member of the Nexans Foundation created in March 2013. Previously she had the position of Director of Human Resources and Communications for Nexans between 2006 and 2008 and had previously held the position of Communication Director for the Group between 2000 and 2006. Véronique was a member of Nexans's Executive Committee from October 2001 until she left the Group in 2008.
Corporate mandates as of December 31, 2017	Judge (Juge consulaire) at the Paris Commercial Court
Independence	Independent director See section 2.3.1.2. of the 2017 Registration Document
Committee involvement	Chairwoman of the Appointments, Compensation, and Corporate Governance Committee

Fanny Letier
Age 38
French
Executive Director, Small and mid-cap investments

Number of Nexans shares	110
Date of appointment as director	Initial appointment on May 15, 2014
Expertise/Experience	Fanny Letier has been Executive Director, Small and mid-cap investments, within Bpifrance since March 2015. She also manages Bpifrance's advisory services and coordinates its accelerator programs for SMEs and mid-market companies. F. Letier previously held several positions within the French State Administration, including Deputy Director of the Cabinet of the *Ministère du redressement productif* (Industrial recovery Ministry) in 2012-2013, Secretary General of the Interministry Committee on industrial restructuring in 2010-2012 and various positions within the French Treasury, relating to financial regulation. She was a financial advisor at the Permanent Representation of France to the European Union in Brussels between 2008 and 2010. She is a member of the boards of directors of BioMerieux Group and Alliance Industry of the Future.
Corporate mandates as of December 31, 2017	Executive Director, Small and mid-cap investments within Bpifrance Member of the boards of directors of BioMerieux Group and Alliance Industry of the Future.
Independence	Not independent Director proposed by the shareholder Bpifrance Participations See section 2.3.1.2. of the 2017 Registration Document
Committee involvement	- Member of the Appointments, Compensation and Corporate Governance Committee (with a total average attendance rate of 75% in 2017). - Member of the Strategy and Sustainable Development Committee (with a total average attendance rate of 100% in 2017).

Anne Lebel
Age 51
French
Chief Human Resources Officer of Natixis

Number of Nexans shares	0
Date of appointment as Censor	November 22, 2017
Expertise/Experience	Anne Lebel has been Chief Human Resources Officer of Natixis since July 1st, 2016. She began her career in 1987 at Bossard Consultants as an organization and change management consultant. In 1997, Anne joined Schering Plough France as Human Resources and Training Manager for France before moving to head up HR Organization and Development in Europe. In 2004, she joined Serono France as Head of Human Resources France. In 2008, Anne moved to Allianz Global Corporate & Specialty where she was appointed Head of Human Resources for France, Italy and Spain, and later for Europe and Asia, before becoming Global Head of Human Resources between 2012 and 2016. Anne Lebel is a graduate of the Institute of Political Studies in Strasbourg and holds a postgraduate diploma in Business Management and Administration (DESS CAAE) from the Institut d'Administration des Entreprises graduate school of management in Paris.
Corporate mandates as of December 31, 2017	Director of Natixis Assurances
Independence	On January 22, 2018, the Board of Directors examined the status of Anne Lebel in accordance with Recommendation of the AFEP-MEDEF Code in light of the independence criteria. The Board therefore concluded that Anne Lebel would be characterized as independent if she was a director, due to the absence of significant business ties between the Nexans and Natixis groups. See section 2.3.1.2. of the 2017 Registration Document
Committee involvement	Attends to the Appointments, Compensation and Corporate Governance Comittees since November 22, 2017 as a Censor.

Presentation of the Board of Directors and the Committees

The Board of Directors establishes the strategic orientations for the Group and oversees their implementation. At December 31, 2017 the Board of Directors comprised 13 members, including 6 independent directors. A censor takes part in Board of Directors meetings.

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

Georges Chodron de Courcel
Chairman of the Board of Directors

Angéline Afanoukoé[(4)]
Senior Manager of Nexans External Affairs

Cyrille Duval*
Chief Executive Officer of Sorame

Marie-Cécile de Fougières[(3)]
Industry & Solutions Europe Customer Service Manager
EPC's (*Engineering, Procurement and Consulting*)
and Operators at Nexans

Véronique Guillot-Pelpel*
Judge (*Juge consulaire*) at the Paris Commercial Court

Philippe Joubert*
Senior Advisor and Special Envoy for Energy and Climate for the World Business Council for Sustainable Development (WBCSD)

Fanny Letier[(1)]
Executive Director, Small and Mid Cap investments and Accelerator Programs at Bpifrance

Colette Lewiner*
Advisor to the Chairman of Cap Gemini

Andrónico Luksic Craig[(2)]
Chairman of the Board of Directors of Quiñenco

Francisco Pérez Mackenna[(2)]
Chief Executive Officer of Quiñenco

Hubert Porte[(2)]
Founding Partner and CEO of Ecus Administradora General de Fondos S.A.

Kathleen Wantz-O'Rourke*
Group Senior Vice-President Operations & Performance at AKKA Technologies in 2017

Marc Grynberg*
Chief Executive Officer of Umicore

Anne Lebel (Censor)
Chief Human Resources Officer of Natixis

The directors' terms of office expire as follows:

2018 Shareholders' Meeting	Véronique Guillot-Pelpel*, Philippe Joubert*, Fanny Letier[(1)]
2019 Shareholders' Meeting	Georges Chodron de Courcel, Cyrille Duval*, Hubert Porte[(2)]
2020 Shareholders' Meeting	Marie-Cécile de Fougières[(3)], Colette Lewiner*, Kathleen Wantz-O'Rourke*
2021 Shareholders' Meeting	Marc Grynberg*, Francisco Pérez-Mackenna[(2)], Andronico Luksic Craig[(2)]

(*) Angeline Afanoukoé[(4)]'s mandate will end on in October 2021

ACCOUNTS AND AUDIT COMMITTEE

- Cyrille Duval* (Chairman)
- Hubert Porte[(2)]
- Kathleen Wantz-O'Rourke*

STRATEGIC AND SUSTAINABLE DEVELOPMENT COMMITTEE

- Philippe Joubert* (Chairman)
- Fanny Letier[(1)]
- Colette Lewiner*
- Francisco Pérez Mackenna[(2)]

APPOINTMENTS, COMPENSATION AND CORPORATE GOVERNANCE COMMITTEE

- Véronique Guillot-Pelpel* (Chairwoman)
- Cyrille Duval*
- Fanny Letier[(1)]
- Francisco Pérez Mackenna[(2)]

(1) Director proposed by shareholder Bpifrance Participations
(2) Director proposed by main shareholder Invexans (Quinenco Group)
(3) Director representing employee shareholders
(4) Director representing employees

** Independent Directors*

Overview of 2017 financial year

Net sales for 2017 totaled 4,571 billion euros (at constant non-ferrous metal prices), representing an organic decrease of 5.1% compared with 2016.

2017 KEY FIGURES

(in millions of euros)	At constant non-ferrous metal prices	
	2016	2017
Sales	**4,431**	**4,571**
Operating margin	**242**	**272**
Operating margin rate (% of sales)	**5.5%**	**6.0%**
Net income attributable to equity holders of the company (Group share)	**61**	**125**

SALES BREAKDOWN BY BUSINESS

(in millions of euros)	At constant non-ferrous metal prices	
	2016	2017
Transmission, Distribution & Operators	**1,842**	**2,029**
Industry	**1,171**	**1,126**
Distributors and Installers	**1,127**	**1,125**
Other	**291**	**290**
Group total	**4,431**	**4,571**

OPERATING MARGIN BY BUSINESS

(in millions of euros)	2016	2017
Transmission, Distribution & Operators	**122**	**155**
Industry	**59**	**56**
Distributors and Installers	**78**	**53**
Other	**(17)**	**7**
Group total	**242**	**272**

2017 RESULTS BY BUSINESS

Transmission, Distribution & Operators

Sales generated by the Transmission, Distribution & Operators division amounted to 2,387 million euros at current metal prices and 2,029 million euros at constant metal prices, with organic growth at 13.0%. This performance reflects strong 34.3% growth in sales by the project-based businesses and stable sales in the Distribution & Operators sub-segment.

Land high-voltage cables

The recovery that began in the first quarter of 2017 continued over the rest of the year. Organic growth for the year of 9.5% was led by the Europe region. Plants in China (Yanggu) and in the United States continued to operate below capacity.

Operating margin remained negative, with profits in Europe failing to cover the losses generated by the Goose Creek plant. The decision has been made to convert Charleston to submarine cable manufacturing to meet this business's need for additional capacity in a cost-efficient manner while also enabling the plant to return to profit.

Submarine high-voltage cables

Organic growth in the submarine cables business stood at 44.9%. The plants are operating at full capacity and installation activity was at an historic high in 2017, at nearly double the 2016 level, creating the need for a second cable laying ship.

In the Oil & Gas sector, Direct Electrical Heating (DEH) systems and umbilical cables grew at a more subdued rate of 5.4%. In total, 2017 saw deliveries on contracts continue in line with expectations both in terms of revenue and margin at completion.

Several capacity extension initiatives were launched during the year: such as the buyout of the Group's joint venture partner, Viscas, in NVC, the extension of the Goose Creek plant and decision to implement a two-year plan to convert this plant to submarine cable manufacturing, the construction of a new cable laying ship, etc. In view of the time necessary for these facilities to come online, a step up in productivity is anticipated for 2020-2022, following 2018-2019 levels similar to the peak in 2017.

Distribution

After a contraction of sales both in second half 2016 and first half 2017 (negative 9.7% in the first half), sales of distribution cables started to recover in second half 2017 (4.8% organic growth) to reach with negative organic growth of 3.0% overall the full year.

In Europe, the upturn in demand among energy operators that began in third-quarter 2017 continued through the end of the year, with growth reaching 9.9% in the second half compared with a negative 17.7% in the first half. The situation was generally difficult in Germany, Italy, Greece and the Nordic countries. However, the industrial restructuring operation carried out two years ago helped to keep the business in profit.

Sales increased in the other regions, except for South America where business continued to be hampered by a lack of overhead power line contracts in Brazil and low levels of investment in Chile.

In the Asia-Pacific region, sales growth was limited in China and sharper in Australia and New Zealand, where the Group won back market share.

Operating margin for the Distribution business as a whole was adversely affected by the negative performance in South America.

Operators

Organic growth in sales of cables to telecommunications operators was 10.5% year on year. All regions contributed to the increase, which was accompanied by an upturn in operating margin driven by higher demand for optical fiber cables and telecom accessories.

Operating margin for the Transmission, Distribution & Operators division as a whole came to 155 million euros, or 7.7% of sales at constant metal prices versus 6.6% in 2016.

Industry

Industry division sales totaled 1,332 million euros at current metal prices and 1,126 million euros at constant metal prices. Organic growth was a negative 1.6%.

Sales of automotive harnesses rose 2.3% over the year. Operating margin for this business reflected the Group's investment in developing new models, notably for hybrid and electric vehicles. Initiatives to optimize production costs were pursued in Europe, including by reallocating production between the plants in Eastern Europe and those in Tunisia.

Sales of other industrial cables contracted by 4.0% due to the 30.1% decline in cables for Oil & Gas sector business, particularly in Asia. For example, in South Korea, cable sales to shipyards fell 32.0% compared with 2016. In China, demand from the shipbuilding industry declined at a similar rate; however, the 12.4% growth in sales of cables for railway networks and completion of the new plant in Suzhou helped to drive a sharp improvement in operating margin.

In Europe, organic growth came to 4.1%, reflecting robust sales of railway and automation cables. Growth in other flagship sectors, such as renewable energies and aeronautics, reached a plateau but their performance over the year was still positive.

In North America, AmerCable staged a recovery, with sales rising 6.9% in 2017. The turnaround was helped by renewed demand for mining extraction cables, leading to an 18.4% increase in sales, and stable sales of extraction cables for the Oil & Gas sector versus 2016.

The operating margin remained stable at 5% totaling 56 million euros versus 59 million euros in 2016. The erosion of margins for the automotive harnesses activity and the continued decrease in Oil & Gas sector business were offset by higher margins for other industrial cables.

Distributors & Installers

The Distributors & Installers division posted sales of 1,823 million euros at current metal prices and 1,125 million euros at constant metal prices, representing organic growth of 0.9% that reflected contrasting trends between power cables and LAN cables.

Organic growth in sales of **power cables** for the building industry came to 3.5% in 2017, thanks to a sharp acceleration in the second half after the 0.4% negative growth in the first six months. All regions contributed to the recovery, except for South America where demand remained flat.

In Europe, demand picked up strongly in most countries, led by France, once the new EU Construction Products Regulation (CPR) came into effect. Although margins were broadly stable compared with 2016, they increased in the second half of the year. Range enhancements have not yet translated into extra margin points.

In North America, sales were comparable between the first and second halves, with each period seeing around 2.0% growth compared with the year earlier period. Growth continued to be more robust in the United States than in Canada, although Canadian volumes recovered in the second half. Margins narrowed due to the time lag before higher copper prices could be passed on to customers.

In the other regions, sales grew throughout the year, particularly in the Middle East/Africa region thanks to strong momentum in the Lebanese and Turkish markets.

Sales of **LAN cables and systems** remained on the downward trend that began in the second half of 2016. Organic growth for the year was a negative 6.9%, although the downtrend flattened in the second half when sales contracted 1.3%. The Europe, Asia-Pacific, South America and Middle East/Africa regions all returned to growth in the second half.

In China, the Group installed an optical fiber and optical fiber connectors assembly line to meet local demand.

Overall demand contracted in North America, where the LAN sales represents approximately 50% of the total Group sales in this segment. Margins in the United States were eroded by volume-led pricing pressures.

Overall operating margin stood at 53 million euros, representing 4.7% of sales at constant copper prices, compared with 78 million euros in 2016.

Other Activities

External sales of copper wires came to 828 million euros at current metal prices and 290 million euros at constant metal prices, representing negative organic growth of 0.5%.

Operating margin for this segment was 7 million euros versus a negative 17 million euros in 2016. It corresponds to the profit on sales of copper wires offset by central costs that cannot be allocated to the other divisions, as well as provision reversals.

Company's financial results for the last 5 financial years

	2017	2016	2015	2014	2013
I- Share capital at the end of the fiscal year (1)					
a) Share capital (in thousands of euros)	*43 495*	*43 411*	*42 598*	*42 051*	*42 043*
b) Number of shares issued	*43 494 691*	*43 411 421*	*42 597 718*	*42 051 437*	*42 043 145*
II- Results of operations (**in thousands of euros**)					
a) Sales before taxes	*27 422*	*21 917*	*22 831*	*17 843*	*17 899*
b) Income before tax, employee profit-sharing, depreciation, amortization and provisions	*29 429*	*(51 461)*	*(101 110)*	*(64 817)*	*32 794*
c) Income taxes	*894*	*815*	*816*	*901*	*295*
d) Employee profit-sharing due for the fiscal year	*(113)*	*(145)*	*(57)*	*(94)*	*(89)*
e) Income after tax, employee profit-sharing, depreciation, amortization and provisions	*25 333*	*7 013*	*1 885*	*(66 588)*	*(50 787)*
f) Dividends	*30 446*(2)	*21 605*	-	-	-
III- Income per share (in euros)					
a) Income after tax and employee profit-sharing but before depreciation, amortization and provisions	*0,69*	*(1,17)*	*(2,37)*	*(1,54)*	*0,78*
b) Income after tax, employee profit-sharing, depreciation, amortization and provisions	*0,58*	*0,16*	*0,04*	*(1,58)*	*(1,21)*
c) Dividend per share	*0,70*	*0,50*	-	-	-
IV- Personnel					
a) Average headcount during the year	*8*	*6*	*6*	*8*	*8*
b) Total fiscal year payroll (in thousands of euros)	*4 860*	*3 945*	*4 375*	*4 514*	*4 797*
c) Total amount paid for employee benefits during the fiscal year (in thousands of euros)	*1 620*	*1 315*	*1 458*	*1 504*	*1 599*

(1) Refer to paragraph 6.2.1.2. of the 2017 Registration Document for the indication of the number of convertible bonds.

(2) Based on the number of shares at December 31, 2017, ie 43,494,691

Information request form

Mixed Shareholders' Meeting

Thursday May 17, 2018 at 2:30 p.m.
Cœur Defense Conference Centre - Hermes Amphitheater (level -1),
110, Esplanade du Général de Gaulle, 92400 Courbevoie, France

This request duly completed must be returned:

- **If you hold registered shares:** to Société Générale – Service Assemblées Générales (CS 30812, 32 rue du Champ de Tir, 44308 Nantes Cedex 03).
- **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: ……………..………2018

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.

As a global leader in advanced cabling and connectivity solutions, Nexans brings energy to life through an extensive range of best-in-class products and innovative services. For over 120 years, innovation has been the company's hallmark, enabling Nexans to drive a safer, smarter and more efficient future together with its customers.

Today, the Nexans Group is committed to facilitating energy transition and supporting the exponential growth of data by empowering its customers in four main business areas: Building & Territories (including utilities, smart grids, e-mobility), High Voltage & Projects (covering offshore wind farms, submarine interconnections, land high voltage), Telecom & Data (covering data transmission, telecom networks, hyperscale data centers, LAN), and Industry & Solutions (including renewables, transportation, Oil & Gas, automation, and others).

Corporate Social Responsibility is a guiding principle of Nexans' business activities and internal practices. In 2013 Nexans became the first cable provider to create a Foundation supporting sustainable initiatives bringing access to energy to disadvantaged communities worldwide. The Group's commitment to developing ethical, sustainable and high-quality cables drives its active involvement within several leading industry associations, including Europacable, the National Electrical Manufacturers Association (NEMA), International Cablemakers Federation (ICF) or CIGRE to mention a few.

Nexans employs more than 26,000 people with an industrial footprint in 34 countries and commercial activities worldwide. In 2017, the Group generated 6.4 billion euros in sales. Nexans is listed on Euronext Paris, compartment A.

www.nexans.com

Nexans
Limited Liability Company with a share capital of 43,494,691 euros
Registered office: 4 Allée de l'Arche - 92400 Courbevoie (France)
393 525 852 Trade and Companies' Register Nanterre