



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

Grant of performance shares to the Chief Executive Officer

Decision of the Board of Directors of July 25, 2018

In accordance with the compensation policy for executive directors, with the authorization given by the Annual Shareholders' Meeting of May 11 2017 in its 22th resolution, and with the decision of the Board of July 3, 2018, upon proposal by the Appointments, Compensation and Corporate Governance Committee, the Board of July 25, 2018 has adopted a long-term compensation plan n°18B dated July 27, 2018, in the form of performance shares for the Chief Executive Officer.

The Board of Directors has decided in particular to grant to the Chief Executive Officer 14 500 performance shares (4,83% of the 300,000 maximum number of performance shares authorized by the Shareholders' Meeting), which vesting is subject to the fulfilment of two performance conditions of equal importance.

The performance conditions applicable to the CEO are the same as those of the performance share plan n°18 of March 13, 2018 applicable to all employee beneficiaries of this plan and previously published in the notice of the General Meeting of Shareholders of May 17, 2018, available on the Company's website " 2018 Annual Shareholders' Meeting". These performance conditions are the following:

(1) a stock market performance condition applied to 50% of the performance shares and consisting in measuring the Nexans TSR (total shareholder return) and comparing it to the TSR calculated based on a reference panel comprised of the following 11 companies: Alstom, Legrand, Prysmian, Rexel, ABB, Schneider Electric, Saint Gobain, Leoni, NKT Cables split), General Electric and Siemens. The Board may review the panel during the period, in the exceptional case of some of these companies' demise or consolidation.

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

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

(2) a financial performance condition applied to 50% of the performance shares and consisting in measuring the level of Simplified Economic Value Added corresponding to the value created in excess of WACC (the average cost of capital) at year-end 2020.

The Simplified Economic Value Added will be calculated as follows: operating margin - 10% of capital employed¹.

¹ 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.



Depending on the level of performance acknowledged at the end of the vesting period at July 27, 2021, the number of shares vested for the CEO will vary between 0 and a maximum of 14 500, according to the following scales:

| Rank achieved by Nexans compared to panel TSR | Percentage of definitively vested shares with respect to this stock market performance condition |
|---|--|
| 1st rank | 100% |
| 2nd rank | 90% |
| 3rd rank | 80% |
| 4th rank | 70% |
| 5th rank | 60% |
| 6th rank | 50% |
| 7th rank | 40% |
| < 7th rank | 0% |

| Level of the Group's Simplified Economic Value Added at year-end 2020 | Percentage of definitively vested shares with respect to this condition |
|---|---|
| ≥ 110 M€ | 100% |
| ≥ 98 M€ and < 110 M€ | 90% |
| ≥ 86 M€ and < 98 M€ | 80% |
| ≥ 74 M€ and < 86 M€ | 70% |
| ≥ 62 M€ and < 74 M€ | 60% |
| ≥ 50M€ and < 62 M€ | 50% |
| < 50 M€ | 0% |

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

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