



Information published in accordance with the AFEP MEDEF Code of Corporate Governance and with the Internal Rules of the Board of Directors

1) Grant of performance shares to the Chief Executive Officer

In accordance with the Group's long-term compensation policy and with the authorizations given by the Annual Shareholders' Meeting of May 17 2018 in its 20th and 21st resolutions, upon proposal by the Appointments, Compensation and Corporate Governance Committee, the Board of March 19, 2019 has adopted a long-term compensation plan n°19 in the form of a performance shares and restricted (free) shares plan for the Group's top managers.

The main characteristics of this plan were presented to Shareholders in the notice of the Shareholders' Meeting of May 17, 2018, within the limits of 300,000 performance shares for executive officers and main managers of the Group, and 50,000 free shares for high-potentials, and will be detailed in the notice of the Shareholders' Meeting of May 15, 2019, in particular its scope, rules of allocation and performance conditions to be satisfied for vesting of the performance shares.

On the basis of the May 17, 2018 shareholders' decision, the Board has decided in particular to grant to the Chief Executive Officer 28,000 performance shares (9.33% of the envelope of total allocation 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 all beneficiaries of performance shares, including the CEO, 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 10 companies: Belden, Legrand, Prysmian, Rexel, ABB, Schneider Electric, Saint Gobain, Leoni, NKT Cables and ZTT. 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 (EVA) corresponding to the value created in excess of WACC (the average cost of capital) at year-end 2021.

The EVA will be calculated as follows: operating margin - 10% of capital employed¹.

Depending on the level of performance acknowledged at the end of the vesting period at March 19, 2023, the number of shares vested for the CEO will vary between 0 and a maximum of 28,000, 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
> 90th percentile	100%
> 80th percentile	80%
> 70th percentile	70%
> 60th percentile	60%
≥ Median	50%
< Median	0

Level of the Group's EVA at year-end 2021	Percentage of definitively vested shares with respect to this condition
≥ 120 M€	100%
≥ 108 M€ et < 120 M€	90%
≥ 96 M€ et < 108 M€	80%
≥ 84 M€ et < 96 M€	70%
≥ 72 M€ et < 84 M€	60%
≥ 60 M€ et < 72 M€	50%
< 60 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.
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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.

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	Performance shares granted to the CEO may not be hedged until the end of the retention period determined by the Board of Directors.
Recommended "black out" periods	Group procedure on insider trading.

2) Non-achievement of the economic performance conditions under the long-term compensation plan n°16 dated May 12, 2016 of which Christopher Guérin was a beneficiary as an employee and non-payment of long-term bonus under this plan to Christopher Guérin

Long-term incentive plan n°16 of May 12, 2016: non-achievement of economic performance conditions for the strategic cash bonus of Christopher Guérin	<p>The Board of Directors has taken note of the finding of the Appointments, Compensation and Corporate Governance Committee that the conditions for the economic performance of the strategic cash bonus of the long-term compensation plan allocated to certain employees (including Christopher Guérin in his capacity as Senior Executive Vice President Europe at the time of allocation) had not been met.</p> <p>As a result, the amount paid to Christopher Guérin under the 2016 long-term strategic cash bonus plan is nil.</p>
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