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and with the Internal Rules of the Board of Directors**

Long term compensation of Christopher Guérin

1) Vesting of performance shares under plan n°18 of March 13th, 2018

The Compensation Committee has determined the partial achievement of the performance conditions to be satisfied for the definitive vesting of the shares granted to Christopher Guérin as employee at the time of the allocation before his appointment as Chief Executive Officer, under the long-term compensation plan°18 of March 13th, 2018.

The vesting of the performance shares under plan°18 of March 13th, 2018 was subject to the following performance conditions.

Depending on the level of performance acknowledged at the end of the vesting period at March 13, 2022, the number of shares vested for the CEO vary between 0 and a maximum of 6,000 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
1st rank	100%
2nd rank	90%
3rd rank	80%
4th rank	70%
5th rank	60%
6th rank	50%
7th rank	40%
< 8th rank	0

Level of the Group's Simplified Economic Value Added at year-end 2021	Percentage of definitively vested shares with respect to this condition
≥ 110 M€	100%
≥ EUR 98 M and < EUR 110 M	90%
≥ EUR 86 M and < EUR 98 M	80%
≥ EUR 74 M and < EUR 86 M	70%
≥ EUR 62 M and < EUR 74 M	60%
≥ EUR 50 M and < EUR 62 M	50%
< EUR 50 M	0

The Nexans TSR performance is ranked third. The level reached is such that 80% of the shares granted under this condition are definitively vested.

Regarding the EVA condition, the level reached is such that none of the shares granted under this condition is definitively vested.

As a result of the determination by the Compensation Committee on the achievement of performance conditions, Christopher Gu erin definitively vested 50% of the shares granted under the performance share plan No. 18 of March 13th, 2018. As a result, the number of shares definitively vested by Christopher Gu erin is 2,400 representing 40% of the maximum (6,000 shares).

2) Grant of performance shares under plan n 22 of March 17th, 2022

In accordance with the Group's long-term compensation policy and with the authorizations given by the Annual Shareholders' Meeting of May 12th, 2021 in its 27th and 28th resolutions, upon proposal by the Compensation Committee, the Board of March 17th, 2022 has adopted a long-term compensation plan n 22 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 12th, 2021, 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 11th, 2022, 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 12th, 2021 shareholders' decision, the Board has decided in particular to grant to the Chief Executive Officer 14,000 performance shares (4.67% of the envelope of total allocation number of performance shares authorized by the Shareholders' Meeting), which vesting is subject to the fulfilment of three performance conditions.

The performance conditions applicable to all beneficiaries of performance shares, including the CEO, are the following:

(1) a stock market performance condition applied to 40% 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 9 companies: Belden, Legrand, Prysmian, Rexel, ABB, Schneider Electric, 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 40% of the performance shares and consisting in measuring the Group's Free Cash Flow¹ at year-end 2024.

(3) a CSR performance condition applied to 20% of the performance shares and consisting of achieving the Group's CSR ambitions as defined as follows:

		KPI	Target 2022	Target 2023	Target 2024
PEOPLE	Workplace safety	Workplace accident frequency rate (1)	1,00	0,90	0,80
		Severity rate (2)	< 0,11	< 0,10	<0,10
	Human capital	Graded positions staffed internally (3)	55-57%	60%	60%
		Women in management positions	25%	26%	27%
		Women in Top management positions (4)	17% - 19%	18% - 20%	20% - 22%
CSR awareness	Employees eligible to Long Term Incentive with CSR criteria (5)	100%	100%	100%	
ENVIRONMENT	Environmental management	Industrial sites certified ISO 14001	90%	93%	100%
		Total production waste recycled (6)	94%	95%	96%
	Circular Economy	Sales generated from products and services that contribute to energy transition & efficiency (7)	60%-70%	70%-80%	70%-80%
		Proportion of Nexans cable drums worldwide connected to digital platforms and recyclable (8)	55%	80%	90%
	Climate	Reduction of GHG emissions (base year 2019) (9)	-12,6%	-16,8%	-21%
		Proportion of renewable or decarbonized energy (10)	68%	72%	77%
ECOSYSTEM	Business ethics	Managers having completed the yearly Compliance Awareness course (11)	100%	100%	100%
	Stakeholders	Number of High CSR risk and High spend suppliers with a CSR valid scorecard issued by EcoVadis (or equivalent CSR expert) and a CSR score = or > 35% (12)	370	500	600
		Employees engagement index (13)	78%	78%	80%
	Nexans Foundation	Amount allocated by the Nexans Foundation	300 000 €	300 000 €	400 000 €

(1) Overall workplace accident frequency rate: total number of workplace accidents with more than 24 hours of lost time/total number of hours worked x 1,000,000. This rate relates to internals and temporary workers

(2) Severity rate: number of days lost because work accidents/(hours worked)*1000. This rate relates to internals workers only

(3) Proportion of staff positions filled through internal mobility at position C and above, according to the Nexans Grading system

(4) Top management: Category of employees defined by the Group's Executive Committee based on the Nexans Grading system

(5) Among the employees benefiting from a long-term Incentive plan validated by the Board of Directors, 100% include a CSR criterion

(6) Production wastes consist mainly of non-ferrous metal and plastic materials. They are revalorized internally or externally.

(7) Offshore wind, interconnection projects, utilities, smart grids (Energy transition), energy efficiency (building), accessories, solar energy, wind energy, eco-mobility and asset management

(8) Proportion of Nexans returnable drums worldwide that are tracked on digital platforms thanks to advanced technologies such as RFID or Internet Of Things and that are recyclable after several rotations on the customer side

(9) Greenhouse Gas (GHG) emissions for scopes 1 and 2 as well as part of scope 3 relating to business travel, employee commuting, waste produced, as well as upstream and downstream transport, as defined by the GHG protocol - ghgprotocol.org. The targets are based on the reduction of emissions of 2019, the base year

(10) Proportion of renewable energy produced directly by Nexans locations or the purchase of decarbonized energy

(11) Classified in HR My Learning tool as "Executives Committee and Board members, other top executives, Managers and key positions" employees of the Group (notwithstanding Harnesses, where the top 4 Executives were in the scope), to complete the yearly Compliance awareness course covering several topics including but not limited to, anti-corruption, conflict of interest, competition law, harassment and discrimination, ethics incident report procedure

(12) Number of High CSR risk and High spend suppliers with a CSR valid scorecard issued by EcoVadis (or equivalent CSR expert) and a CSR score = or > 35%, based on Nexans purchase CSR risk mapping, made by EcoVadis

(13) Scope: Cable activity

Depending on the level of performance acknowledged at the end of the vesting period at March 17th, 2026, the number of shares vested for the CEO will vary between 0 and a maximum of 14,000, 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
1st and 2nd rank	100%
3rd rank	90%
4th rank	80%
5th rank	60%
Below the 5th rank	0%

¹ . Total Cash Flow before dividend & M&A as per 2024 Financial Statements published externally in 2025 (on a Net Debt basis).

For the sake of clarity and consistency with external communication, Free Cash Flow is defined as the published Free Cash Flow. It may be adjusted in the event of impacts in the following areas :

- changes in the scope of operations,
- strategic capital expenditure impacting 2024,
- for high voltage projects, tax disbursements made on completion in 2024.

All these restatements will be taken into account in the normalized Free Cash Flow, the definition of which is available in the Universal Registration Document. Finally, it should be noted that Free Cash Flow will be restated for currency impacts and expressed at LCE22 exchange rates.

Level of the Group's FCF at year-end 2024	Percentage of definitively vested shares with respect to this condition
≥ 270 M€	100%
≥ 265 M€ and < 270 M€	90%
≥ 260 M€ and < 265 M€	80%
≥ 255 M€ and < 260 M€	70%
≥ 250 M€ and < 255 M€	60%
≥ 245 M€ and < 250 M€	50%
< 245 M€	0%

Level of CSR index reached at year-end 2024	Percentage of definitively vested shares with respect to this condition
≥ 90%	100%
≥ 70% and < 90%	70%
< 70%	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 Compensation 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	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.