

The background of the image shows a cable manufacturing plant. On the left, there are several large spools of black cable. In the center and right, there is a large orange machine with many wires being processed. Two workers in safety vests are visible: one in the foreground wearing an orange vest and a blue cap, and another in the background wearing a yellow vest and glasses, working on a large spool of cable.

Nexans
ELECTRIFY THE FUTURE

2024 ANNUAL SHAREHOLDERS' MEETING

MAY 16TH, 2024

A photograph of a worker in an orange safety vest and cap working on a large industrial machine with many spools of black material. The machine is orange and has many wires or cables attached to it. The worker is looking at the machine and appears to be adjusting something. The background is dark, suggesting an industrial setting.

Jean CASTEX

RATP Group Chairman
and Chief Executive Officer

The background of the image shows a cable manufacturing plant. On the left, there are several large spools of black cable. In the center and right, there is a large orange machine with many wires running through it. Two workers in safety gear are visible: one in the foreground wearing an orange vest and a blue cap, and another in the background wearing a yellow vest and glasses, working on the machine.

Nexans
ELECTRIFY THE FUTURE

2024 ANNUAL SHAREHOLDERS' MEETING

MAY 16TH, 2024

AGENDA

- 01.** 2023 HIGHLIGHTS AND MAIN ACHIEVEMENTS
Christopher Guérin, CEO

- 02.** 2023 FINANCIALS
Jean-Christophe Juillard, Deputy CEO and CFO

- 03.** Q1 2024 SALES AND 2024 PERSPECTIVES
Jean-Christophe Juillard, Deputy CEO and CFO

- 04.** FOCUS ON SUCCESSFUL INTEGRATIONS
Julien Hueber, Executive VP Distribution & Usage Europe/APAC

- 05.** VERTICAL INTEGRATION AND CIRCULAR ECONOMY
Vincent Dessale, COO

- 06.** CLIMATE STRATEGY UPDATE AND INITIATIVES TO DATE
Marc Grynberg, Climate Director

- 07.** CORPORATE GOVERNANCE AND COMPENSATION
Anne Lebel, Lead Independent Director, Chairperson of the Appointments and Corporate Governance Committee and of the Compensation Committee

- 08.** REPORTS OF STATUTORY AUDITORS
Edouard Demarcq, PricewaterhouseCoopers, Statutory Auditor

- 09.** PRESENTATION OF RESOLUTIONS AND VOTE
Nino Cusimano, Senior Corporate Vice President, Secretary General and Group General Counsel

01

A photograph of an industrial manufacturing facility. In the foreground, there are several large spools of black fiber optic cable. In the background, a worker wearing a red safety vest and a red hard hat is operating a large, complex machine with many orange and black components. The machine appears to be part of a cable production line. The scene is brightly lit, and the overall atmosphere is industrial and focused.

HIGHLIGHTS & MAIN ACHIEVEMENTS

Christopher GUÉRIN
CEO

3

Megatrends in Electrification



Climate
change

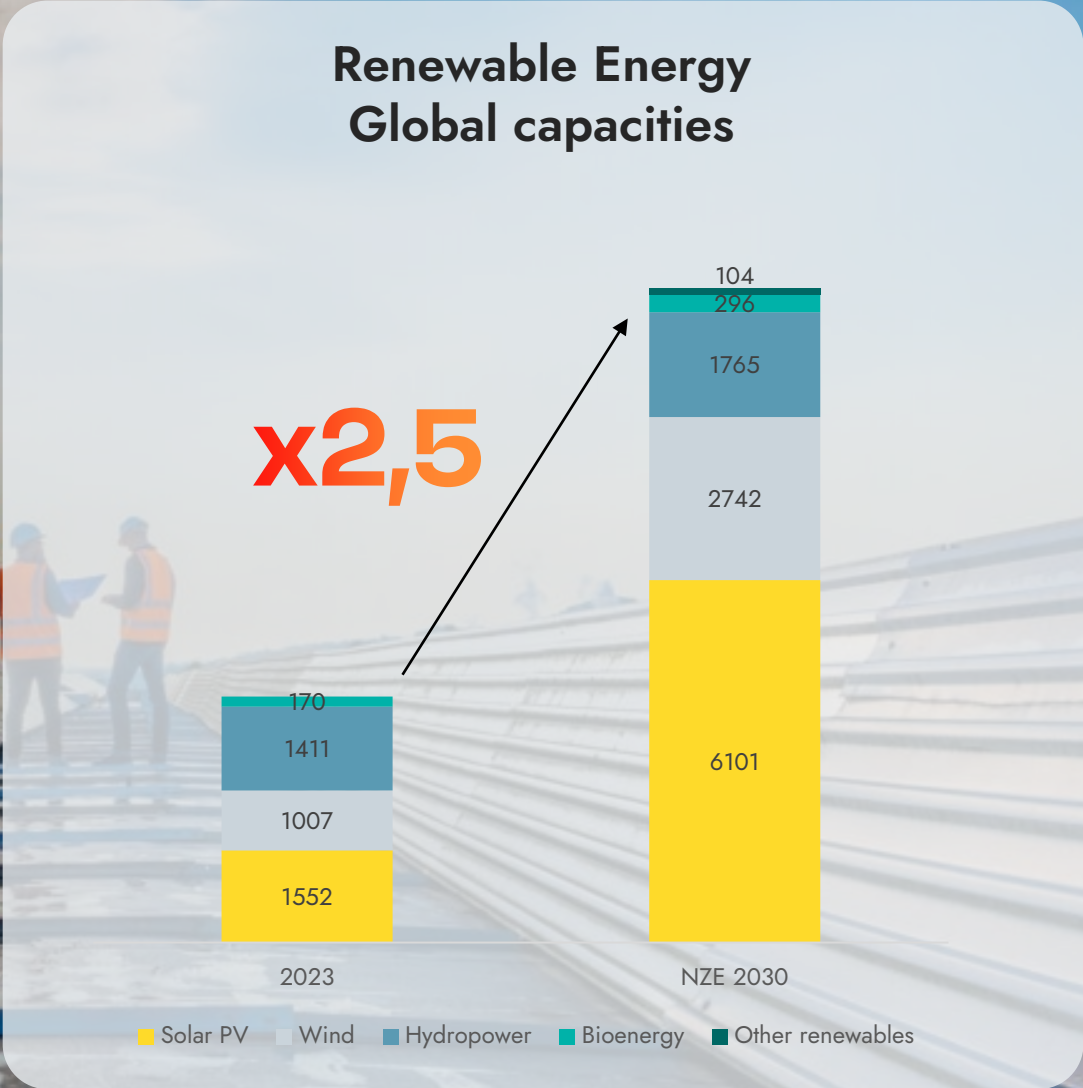


Unprecedented needs
for **electrification**



Scarcity of
raw materials

The switch from fossil fuels to renewables is the gateway to the all-electric world



Power transmission is a sustainable solution for managing surpluses and shortages

The background of the slide is a photograph of a large red and white cable-laying ship at sea. The ship is positioned on the left side of the frame, with a long line of orange buoys extending from it across the blue ocean towards the right. The sky is clear and blue.

+72,000 km

of high voltage cables
to be installed between
2020 and 2030

97

interconnection projects
implemented in Europe,
21 under development

The grid is not currently positioned to handle increased power demand and the arrival of wind and solar

No storage capabilities

Renewables not well supported

Old infrastructure



Grid resilience

>80M km

of grid infrastructure will need to be added or refurbished worldwide by 2040

Electrification is the fastest way to decarbonize the world

+20%
electricity
demand by
2030

-  Electric Vehicles
-  Heating and Cooling
-  Digitalization
-  Urbanization

The background of the slide is a photograph of a cable manufacturing factory. Large spools of black cable are visible on the left, and a worker in a high-visibility vest is working on a large spool of cable on the right. The machinery is orange and yellow.

Refocusing on **Electrification**

A strategic leap forward unveiled in 2021

Electrify the future

Our strategy touches every aspect of Electrification

Generation

Transmission

Distribution

Usage

Investments supporting our Electrification amplification strategy



**HALDEN PLANT EXPANSION,
NORWAY**

**Completed on-time
Startup early 2024**



**NEXANS ELECTRA: THIRD
CABLE-LAYING VESSEL**

**Benefits in 2026 and
beyond**



**MoU FOR A MEDIUM VOLTAGE
GREENFIELD IN MOROCCO**

**Driving growth in 2026 and
beyond**



**€40M FIRE SAFETY AND
INDUSTRY 4.0 INVESTMENT
IN AUTUN PLANT, FRANCE**

In 2025 and beyond



Enhancing Electrification profile +€1.2Bn sales acquired in Electrification

EXIT TELECOM & DATA



DISPOSAL OF TELECOM SYSTEMS BUSINESS, 2023

€160M sales

AMPLIFY USAGE & DISTRIBUTION



REKA CABLES ACQUISITION IN FINLAND, 2023

~€160M current sales



CENTELSA ACQUISITION IN COLOMBIA, 2022

~€330M current sales



LA TRIVENETA CAVI ACQUISITION ITALY, 2024 ONGOING*

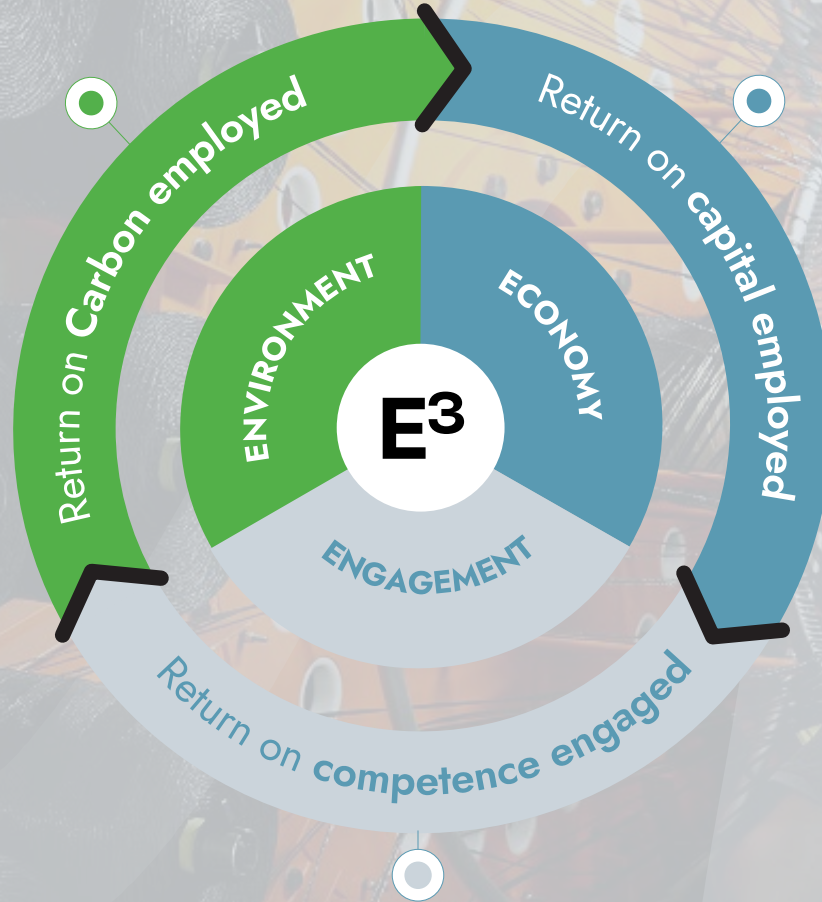
~€800M current sales

*Subject to regulatory approvals and customary closing conditions.

E3

A unique and disruptive model

- 1. Environmental Management
- 2. Circular economy
- 3. Climate
- 4. Decarbonized offers



- 1. Financial data
- 2. Customers
- 3. Innovation
- 4. Competitiveness

- 1. Inclusion and diversity | 2. Training | 3. Suppliers Engagement | 4. Safety

Employee engagement at the heartbeat of the company

EMPLOYEE ENGAGEMENT RATE

72%

2021



77%

2022



78%

2024



80%

2025 TARGET



CAPITAL MARKETS DAY 2024

**November 13th,
London**

02

A photograph of a modern glass-walled building with lush green trees in the foreground and background. The scene is brightly lit, suggesting a sunny day. A large, thick, red, wavy graphic element is overlaid on the right side of the image.

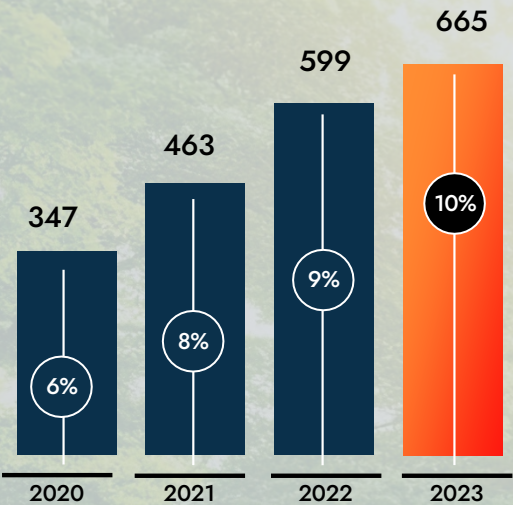
2023 FINANCIAL RESULTS

Jean-Christophe JUILLARD
Deputy CEO & CFO

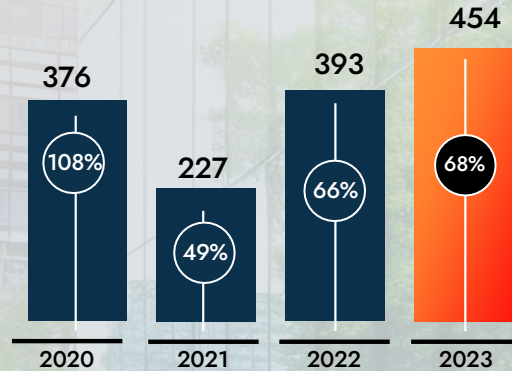
Structurally improved our business

On-track to fulfill our 2024 commitments

REPORTED EBITDA (€M) AND EBITDA MARGIN (%)



NORMALIZED FREE CASH FLOW (€M) & NCCR

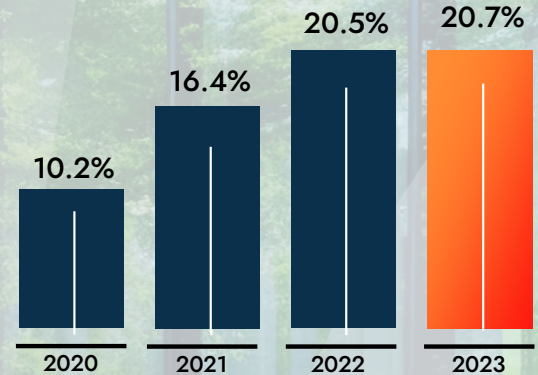


ROCE (%)

ELECTRIFICATION

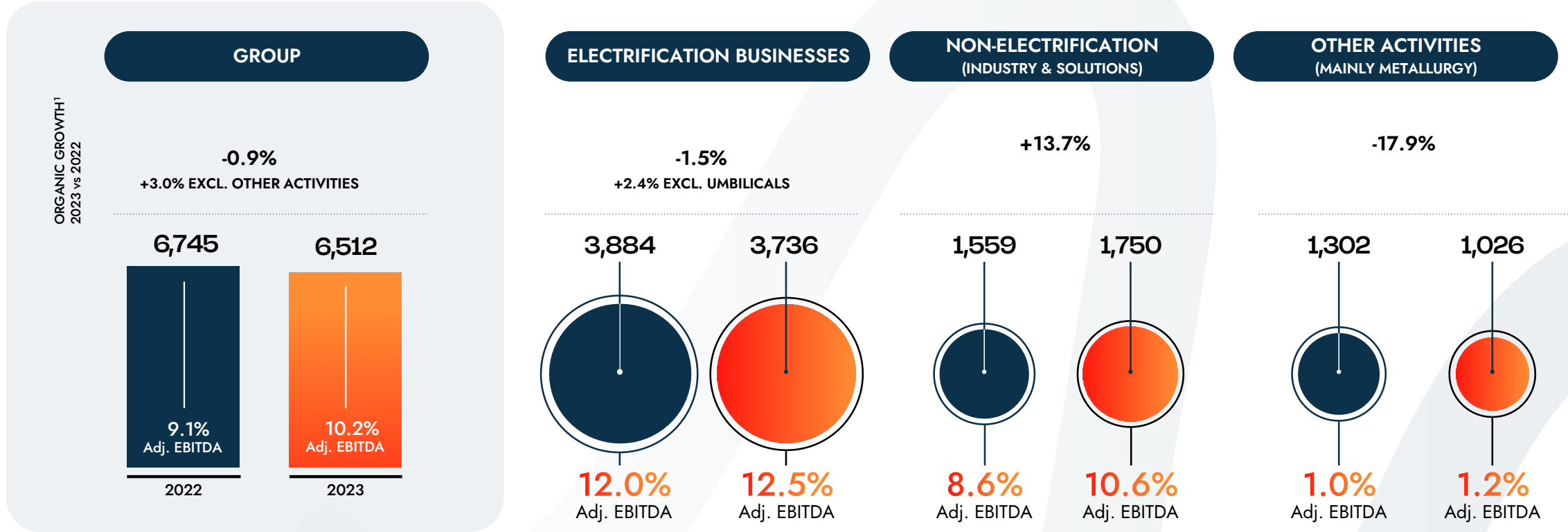


GROUP



Robust profitability

Continued margin expansion in Electrification



● 2022 PRO FORMA STANDARD SALES² (€M) (2022 GROUP CURRENT SALE: €8,369M)
 ● 2023 STANDARD SALES² (€M) (2023 GROUP CURRENT SALES: €7,790M)

(1) Organic growth at constant scope and currency.

Note: Adj. EBITDA margin on standard sales (copper standard at €5,000/t). Starting 2023, adjusted EBITDA is defined as operating margin before (i) depreciation and amortization, (ii) share-based payment expenses, and (iii) some other specific operating items which are not representative of the business performance. Refer to appendix.

(2) Standard sales at constant metal price (copper reference at €5,000/t and aluminum at €1,200/t).

Generation & Transmission

Gradual performance improvement in H2

13%

Group Standard sales

NEW AWARDS

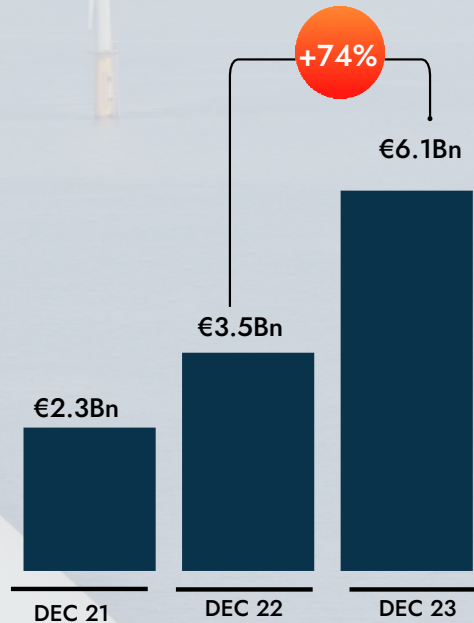
TenneT 2GW Offshore Wind frame-agreement

€1.7Bn

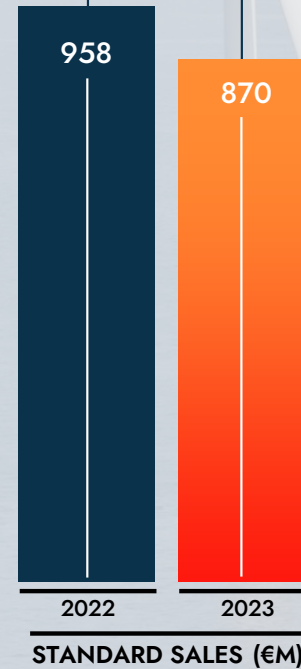
Great Sea Interconnector

€1.4Bn

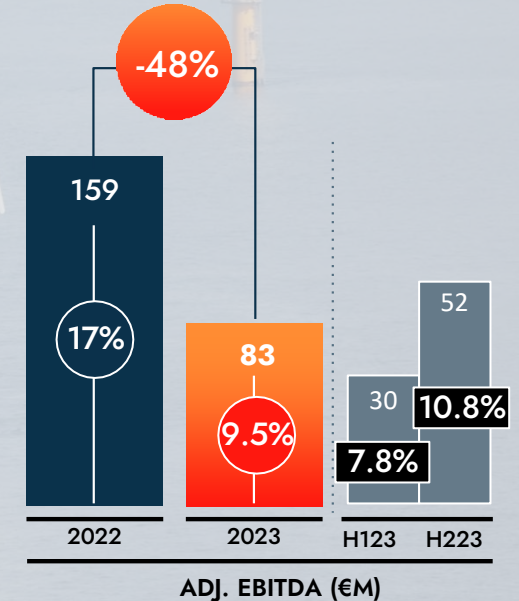
RECORD GENERATION & TRANSMISSION ADJUSTED BACKLOG (€Bn)



+1%
org.



-48%



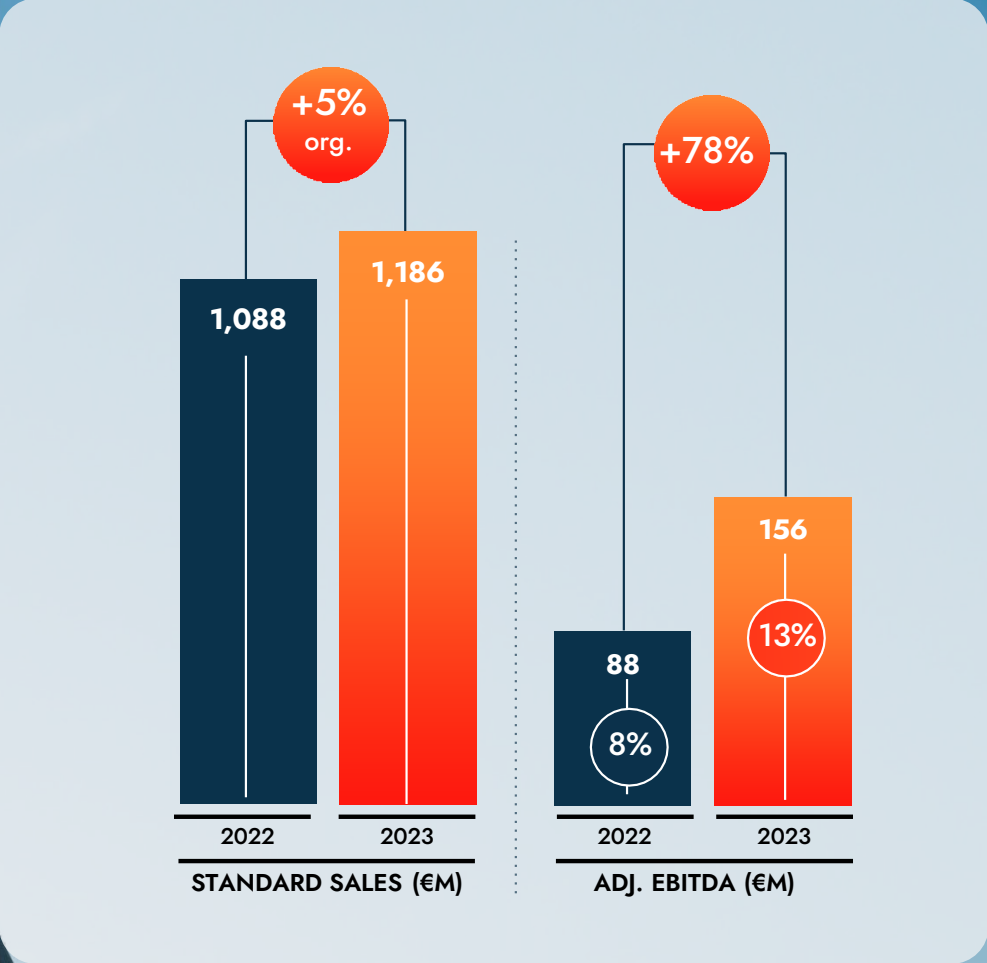
Distribution

Secular trends driving record margins

18%
Group Standard sales

Launch of the 1st LOW-CARBON OFFER in France
-35%
GHG reduction vs standard cables

Connected objects
+40%
versus 2022



Usage

Structural profitability improvement offsetting volume normalization

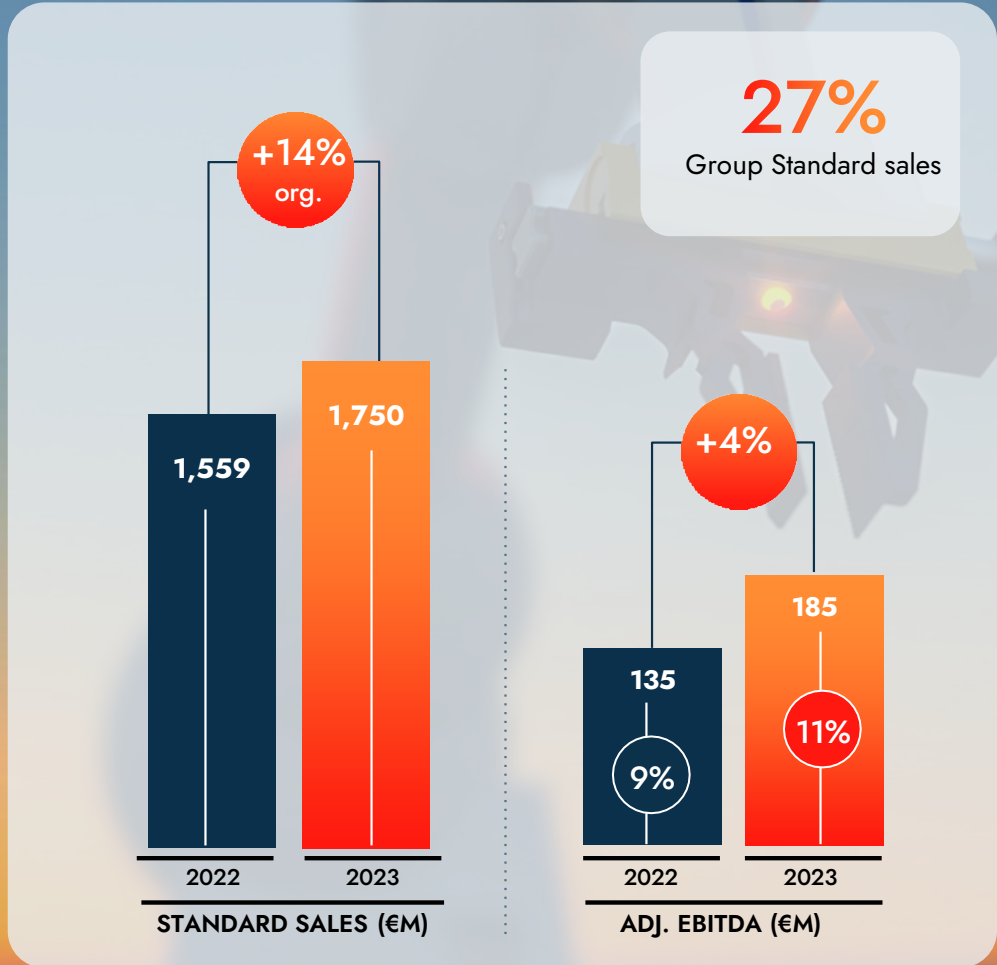
26%
Group Standard sales

Active and engaged users
+160%
versus 2022

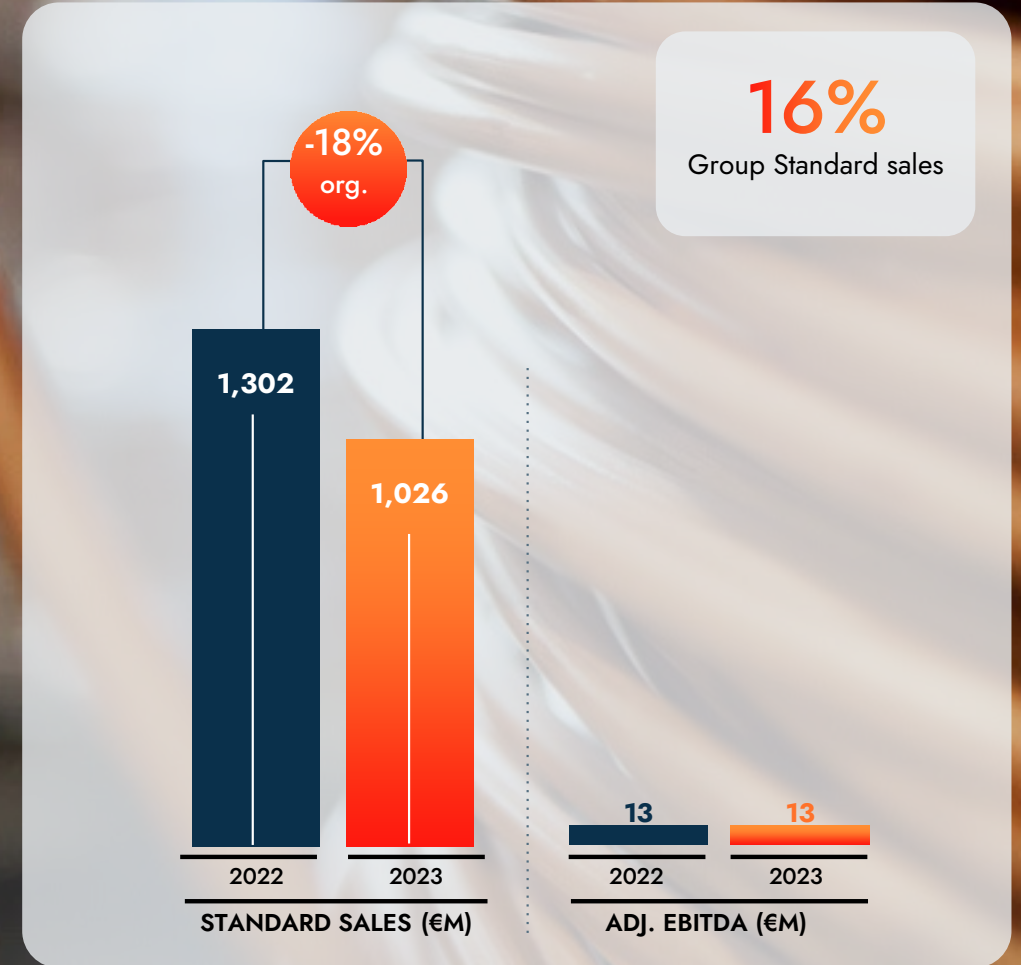
Smart packaging
Launch of the new
MOBIWAY POP
range in Latam



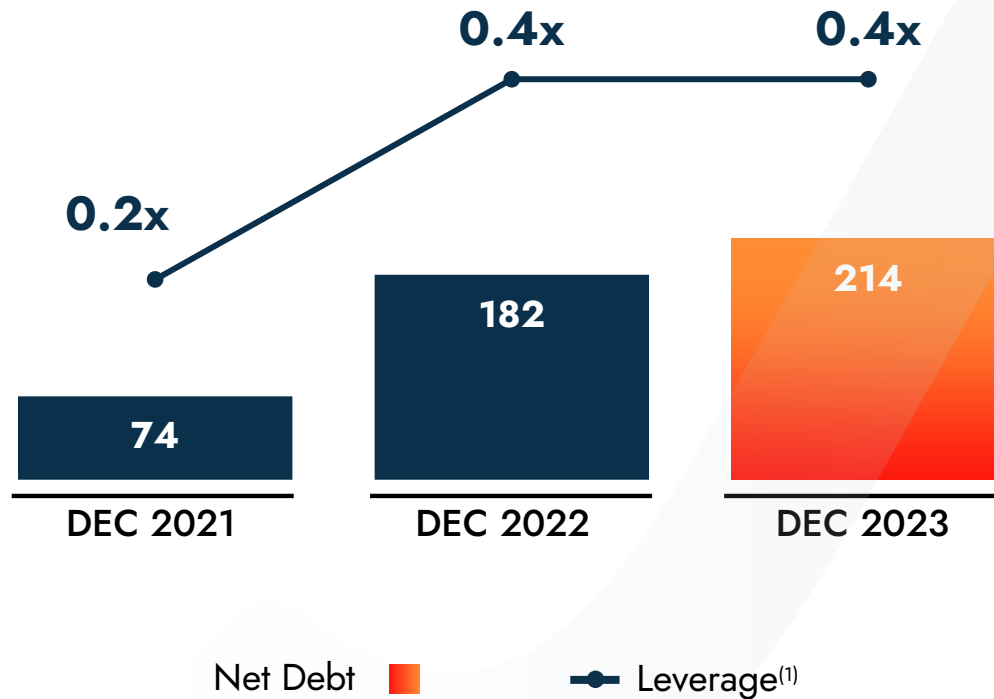
Industry & Solutions Robust performance



Other activities Continuous downsizing of Metallurgy



Solid Balance sheet maintained



STRONG CASH-FLOW FROM OPERATIONS
ALLOCATION IN 2023

Strategic capex

Acquisitions

Dividend

€511m

€199m

€79m

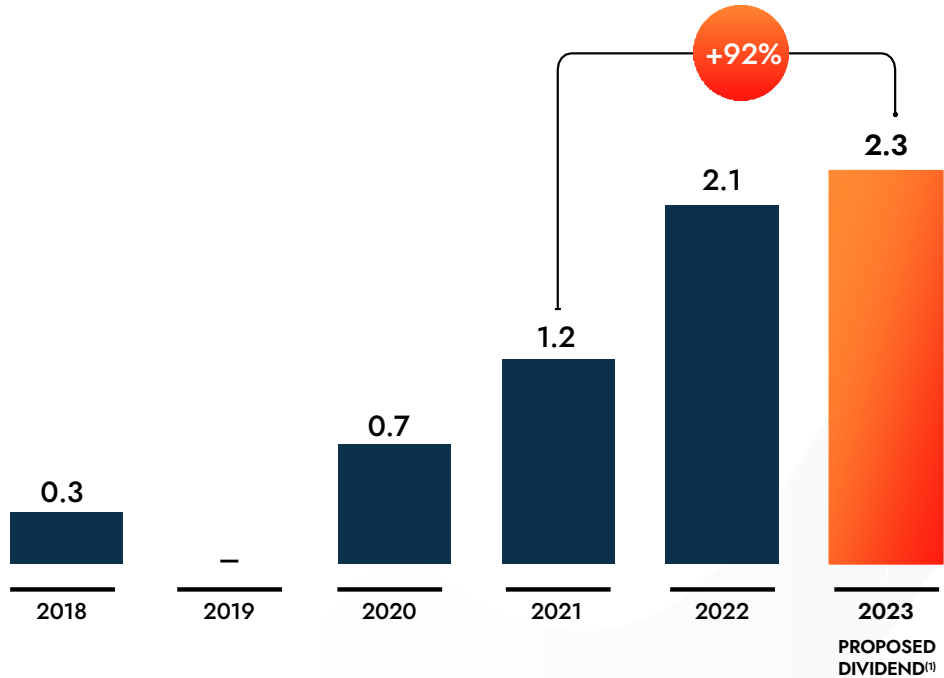
€93m

(1) Average of last two published net debt / LTM EBITDA. EBITDA calculated as per Revolving Credit Facility definition.

Attractive shareholder returns: +270% over 5 years

Supported by progressive dividend commitment

DIVIDEND/SHARE (€)



40%
Dividend payout in 2023⁽²⁾

2021-2024 target:
>20%

TOTAL SHAREHOLDER RETURN AT DECEMBER 31, 2023⁽³⁾

+48%
3-year TSR

+270%
5-year TSR

(1) Subject to Nexans Annual Shareholders meeting vote.

(2) Payout ratio is calculated based on Normalized net income - Group share.

(3) $(\text{Change in share price between Dec 31 beginning of period and Dec 31, 2023}) + \text{dividends paid} \div \text{Change in share price Dec 31 beginning of period}$.

Delivering on our 2024 commitments ahead of schedule

2021 CMD COMMITMENTS	2024 OBJECTIVES	2023 ACHIEVEMENTS
EBITDA MARGIN % ⁽¹⁾	10-12% GROUP 11-13% ELECTRIFICATION ACTIVITIES	10.0% ✓ 12.5% ✓
NORMALIZED CASH CONVERSION % ⁽¹⁾	>40% GROUP	70% ✓
ROCE	≥ 20% ELECTRIFICATION ACTIVITIES	26% ✓
OWC	≤ 6% GROUP	0.3% ✓
LEVERAGE RATIO ⁽²⁾	≤ 2.5x GROUP	0.4x ✓

(1) EBITDA incl. IFRS 2 Share-based payment expenses.

(2) Average of last two published net debt / LTM EBITDA. EBITDA calculated as per Revolving Credit Facility definition.

03

Q1 2024 SALES AND 2024 OUTLOOK

Jean-Christophe JUILLARD
Deputy CEO & CFO

Q1 2024 Main highlights

Q1 GROUP SALES ORGANIC GROWTH



+2.8%

Q1 2024 vs Q1 2023
Standard sales organic growth

ACCELERATION IN ELECTRIFICATION BUSINESSES



+6.7%

Q1 2024 vs Q1 2023
Standard sales growth

ROBUST BALANCE SHEET MAINTAINED



€350m

Bond issuance

DOUBLING MANUFACTURING IN SUBSEA HIGH VOLTAGE



x2

Capacities in Halden plant, Norway

RECORD ADJ. BACKLOG IN GENERATION & TRANSMISSION



€6.7Bn

+10.2% vs Dec 2023

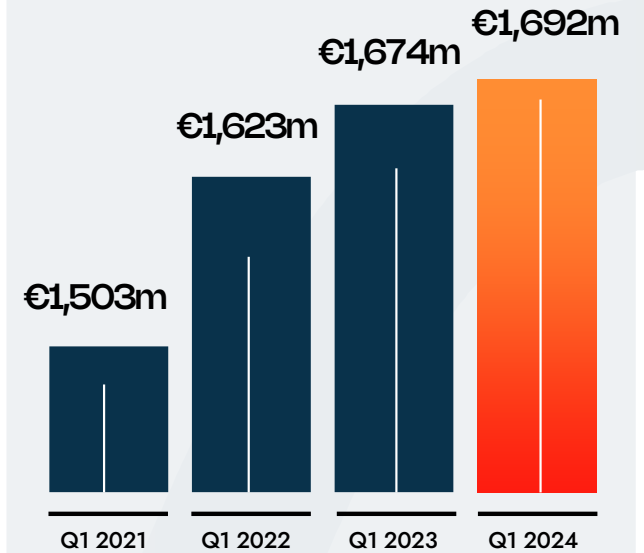
LANDMARK ACQUISITION OF LA TRIVENETA CAVI IN ITALY*



>€800m

additional revenue in Usage & Distribution

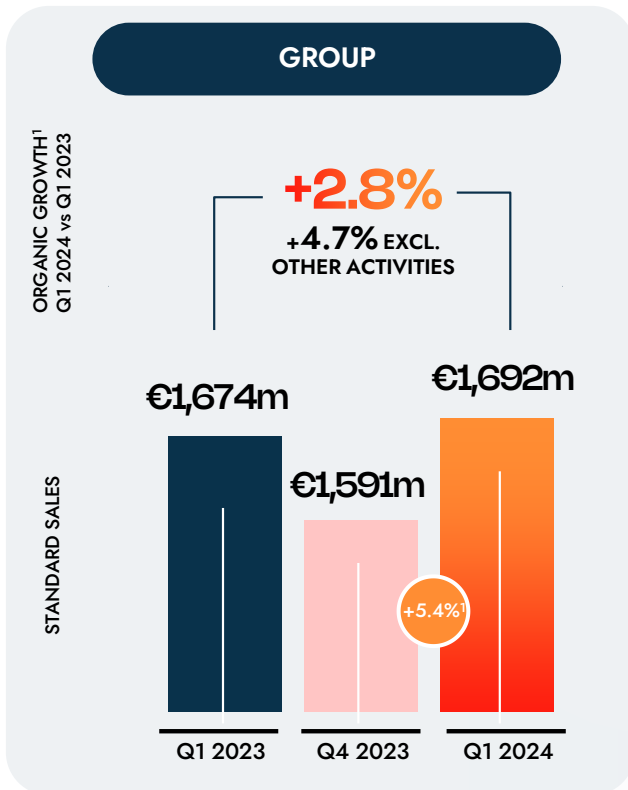
GROUP



*Subject to regulatory approvals and customary closing conditions.

Good start to the year: +4.7% org. in Q1 2024 excl. Other

Continued amplification of Electrification businesses

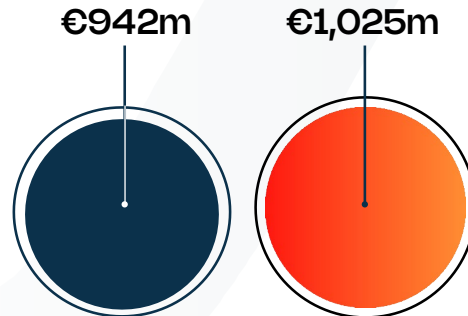


● Q1 2023 STANDARD SALES (€M) ● Q1 2024 STANDARD SALES (€M)

(1) Organic growth at constant scope and currency.

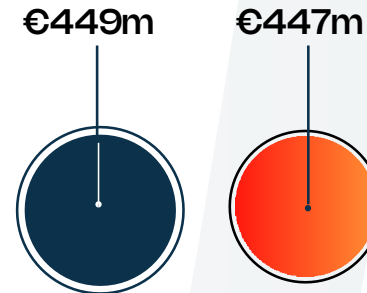
ELECTRIFICATION BUSINESSES

+6.7%



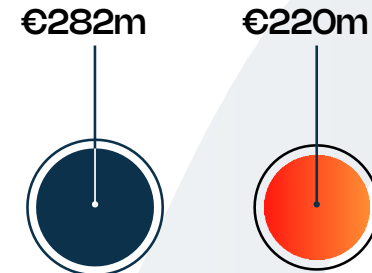
**NON-ELECTRIFICATION
(INDUSTRY & SOLUTIONS)**

+0.3%



**OTHER ACTIVITIES
(MAINLY METALLURGY)**

-8.2%



2024 Guidance confirmed

OVERALL GROUP

(Excluding non-closed acquisitions and divestments)

ADJ. EBITDA

€670M–€730M

NORMALIZED FREE
CASH FLOW

€200M–€300M

04



SUCCESSFUL INTEGRATION HIGHLIGHT

Julien HUEBER
Executive VP Distribution & Usage EUROPE / APAC

Refocus on electrification

NEXANS ACCELERATES ITS STRATEGIC PLAN'S IMPLEMENTATION WITH LANDMARK ACQUISITIONS

- Centelsa (Colombia) in 2022
- Reka Cables (Finland) in 2023
- La Triveneta Cavi (Italy) in 2024 *(ongoing*)*

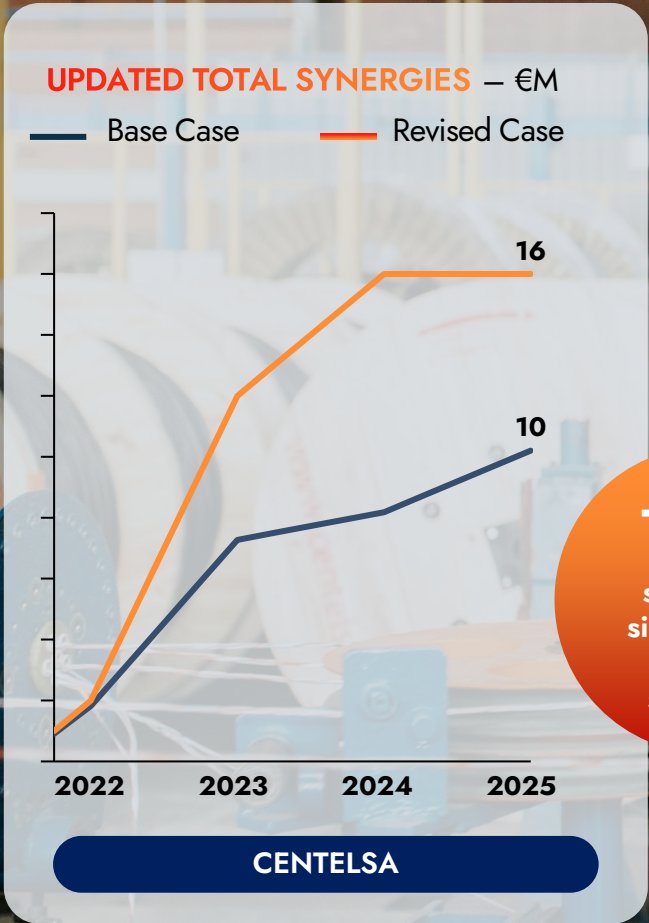
A ROBUST AND STRUCTURED INTEGRATION APPROACH

- Respectful integration of **people capital**
- Maximizing **synergies** and **value creation**
- **Exceeding expectations:** a remarkable success



*Subject to regulatory approvals and customary closing conditions.

Electrify Latin America



+55%
Run-rate synergies significantly ahead of schedule

870
PEOPLE

3
PRODUCTION UNITS

€330M
CURRENT SALES

Electrify the Nordics

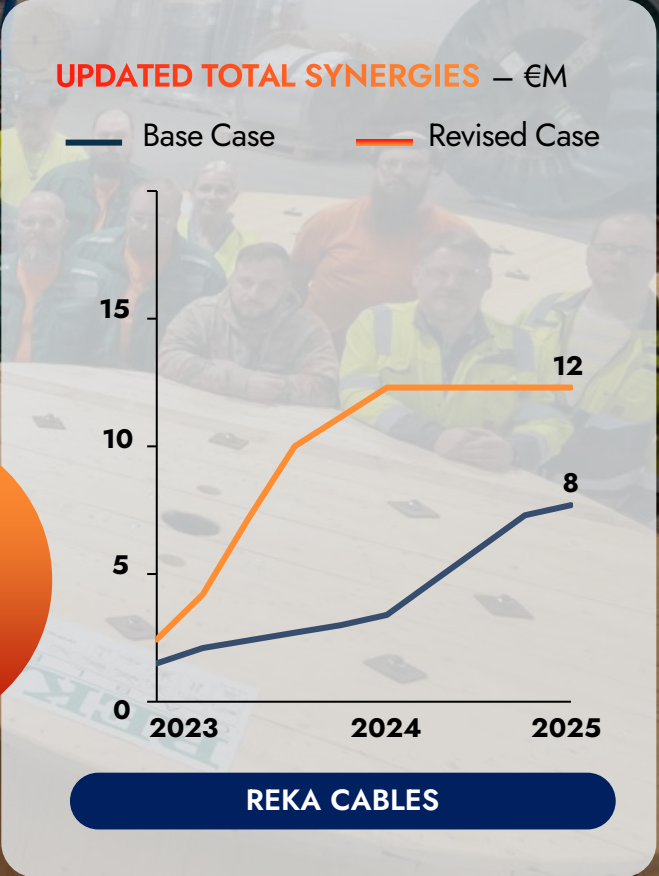


270
PEOPLE

3
PRODUCTION UNITS

€160M
CURRENT SALES

+60%
Run-rate synergies
6-12
months
Ahead of schedule



Nexans to acquire iconic La Triveneta Cavi in Italy*

A decisive step to accelerate electrification pure-player strategy



Low-voltage cables manufacturer (mainly for the European market) founded in 1965

Best-in-class innovation and industrial platforms

Acceleration of La Triveneta Cavi's growth in the building wire, fire-retardant and renewable energy sectors.

700
PEOPLE

4
PRODUCTION UNITS

>€800M
2023 CURRENT SALES

5.6x
2023 EV/EBITDA

*Subject to regulatory approvals and customary closing conditions.

05

A close-up photograph of several thick, braided copper wires, showing the intricate texture and metallic sheen of the strands.

VERTICAL INTEGRATION AND CIRCULAR ECONOMY

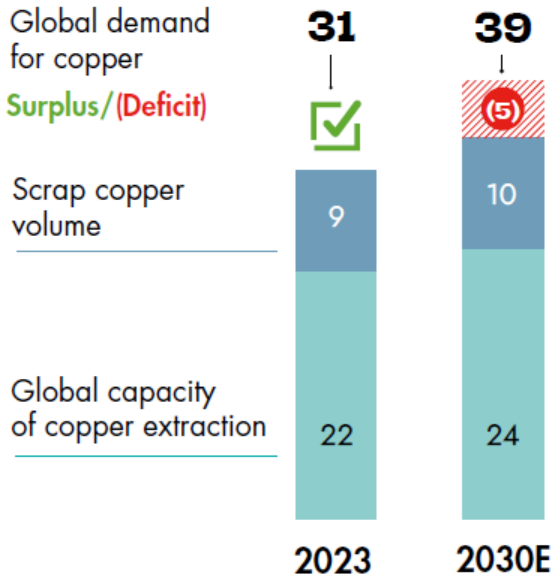
Vincent DESSALE
Chief Operating Officer, Senior Executive VP

Nexans turns scarcity of raw materials in an opportunity

ANTICIPATED GLOBAL SCARCITY OF COPPER

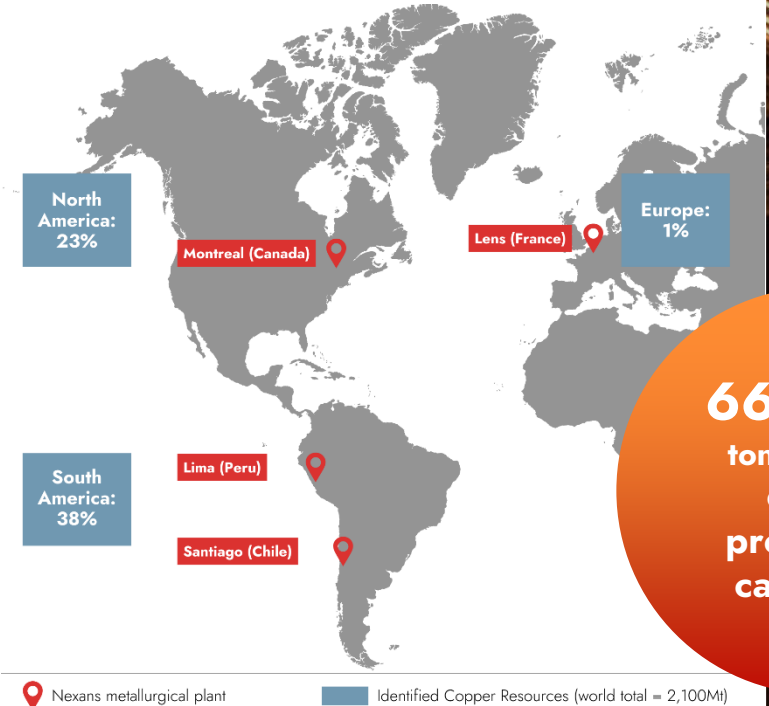
7-YEAR OUTLOOK FOR COPPER DEMAND AND SUPPLY

(in million of metric tons)



A VERTICALLY INTEGRATED GLOBAL LEADER

NEXANS' METALLURGICAL PLANT LOCATIONS



660,000
tonnes/year
of rod
production
capacities

Nexans, the largest autonomous player for copper sourcing

ANTICIPATING RISK

WITH KEY FRAMEWORK AGREEMENTS FOR COPPER CATHODES SUPPLY

A DIVERSIFIED SOURCING WITH
LONG-TERM CONTRACTS

Poland: KGHM

Chile: Codelco, BHP

Australia: BHP



RESPONSIBLY
PRODUCED
COPPER

Strategic partnerships for Aluminum

LONG-TERM CONTRACTS

- Trimet, Hydro, RTA
- **72%** of our **low-carbon** sourcing

TECHNICAL COLLABORATIONS

- **Trimet:** aluminum recycling
- **Alcoa:** low-carbon aluminum (Elysis technology)

Accelerate circular economy

2023

>5%

RECYCLED COPPER



2030

30%

RECYCLED COPPER

Today's waste is tomorrow's growth

EMBRACE AN ECOSYSTEMIC APPROACH

- Recycling our cables with RECYCÂBLES
- Recovering cable waste from our customers
- Collecting scrap from end users

9,410
tonnes
of production waste
from our cable
plants, recycled in
2023 with
RECYCÂBLES

06

A background image showing a field of solar panels in the foreground and a line of wind turbines in the distance under a hazy sky. A large, thick, red, stylized graphic element resembling a question mark or a large '2' is overlaid on the right side of the image.

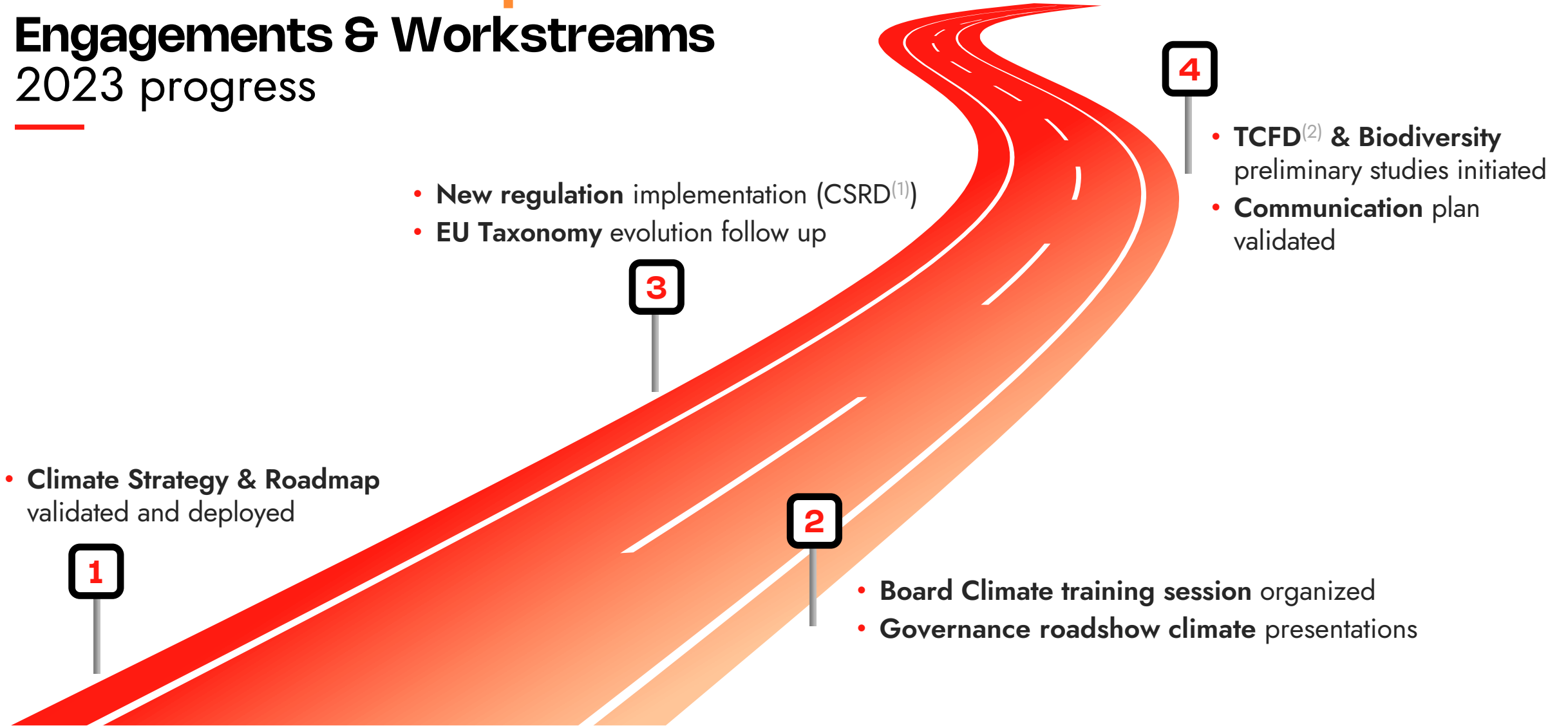
CLIMATE ROADMAP UPDATE AND INITIATIVES TO DATE

Marc GRYNBERG
Climate Director

Climate Roadmap

Engagements & Workstreams

2023 progress



(1) CSRD: Corporate Sustainability Reporting Directive

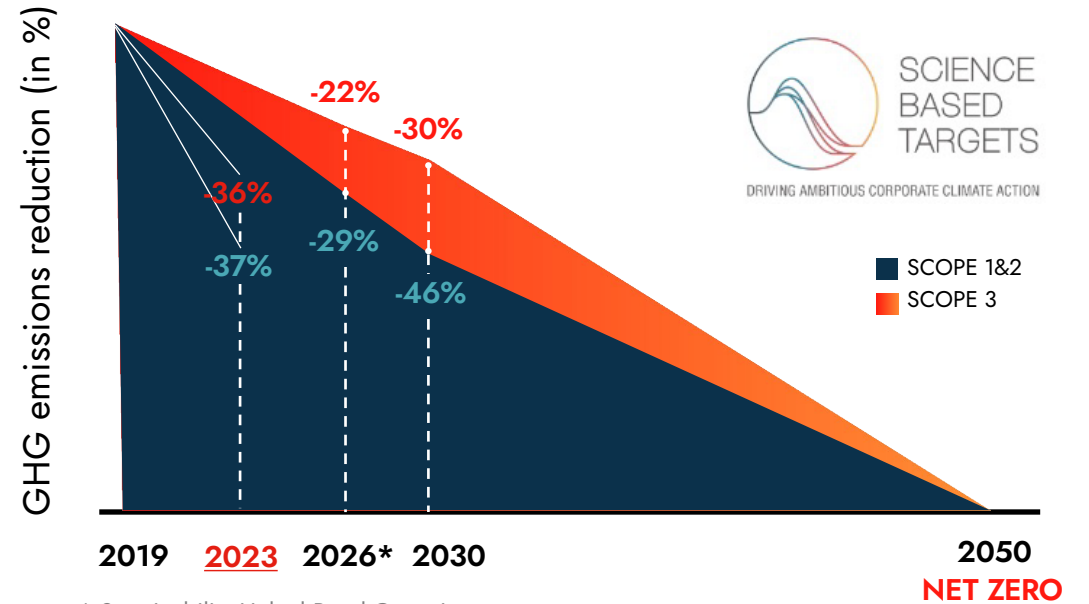
(2) TCFD: Task Force on Climate-related Financial Disclosures

Nexans' carbon reduction commitments by 2050 & 2023 good performance

Targets validated by the SBTi

SCIENCE BASED INITIATIVE (SBTi) TARGETS VS 2019 BASE YEAR

Good performance and progress to date occurs in stages and cannot be extrapolated linearly to the year 2030



* Sustainability Linked Bond Commitment



SCOPE 3 EMISSIONS UPSTREAM



PURCHASE OF RAW MATERIALS



FREIGHT

SCOPE 1 EMISSIONS DIRECT



INDUSTRIAL OPERATIONS

SCOPE 2 EMISSIONS INDIRECT



PURCHASE OF ELECTRICITY

SCOPE 3 EMISSIONS DOWNSTREAM



BUSINESS TRAVEL



FREIGHT



USE OF SOLD PRODUCTS



WASTES

Climate Roadmap

2024 Engagements & Workstreams

ENGAGEMENTS & WORKSTREAMS



- Monitor **decarbonization roadmap**
- Ensure **regulatory developments integration (CSRD)** into E3 Model
- Support and inform the Board (**CSR dashboard development**)
- Contribute to develop an ambitious **Climate roadmap for Capital Market Day (CMD)**
- Review **Circular economy** strategy
- Follow up on **TCFD & Biodiversity studies** focus point
- Formalize growth **impact assessment process**

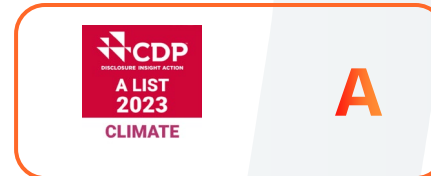
ESG Ratings – Turning our Commitments into Actions

Improvements acknowledged by Non-Financial Performance Agencies

OUR COMMITMENTS



MAIN ACTUAL EXTRA-FINANCIAL RATINGS



07

A background image showing a field of wind turbines in the distance and solar panels in the foreground, under a hazy sky. A large, thick, red, stylized graphic element resembling a '2' or a similar shape is overlaid on the right side of the image.

CORPORATE GOVERNANCE AND COMPENSATION

Anne LEBEL

Lead Independent Director, Chairperson of the Appointments and Corporate Governance Committee and of the Compensation Committee

Board of directors

Robust corporate governance and board practices



JEAN MOUTON
Chairman



ANNE LABEL
Lead Independent Director



JANE BASSON¹
Independent Director



LAURA BERNARDELLI
Independent Director



MARC GRYNBERG
Independent Director
Climate Director



TAMARA DE GRUYTER²
Independent Director



HUBERT PORTE
Director



OSCAR HASBÚN MARTÍNEZ
Director proposed by shareholder
Invexans Limited (UK)
Quiñenco Group



ANDRÓNICO LUKSIC CRAIG
Director proposed by shareholder
Invexans Limited (UK)
Quiñenco Group



FRANCISCO PÉREZ MACKENNA
Director proposed by shareholder
Invexans Limited (UK)
Quiñenco Group



KARINE LENGART
Permanent representative of
Bpifrance Participations



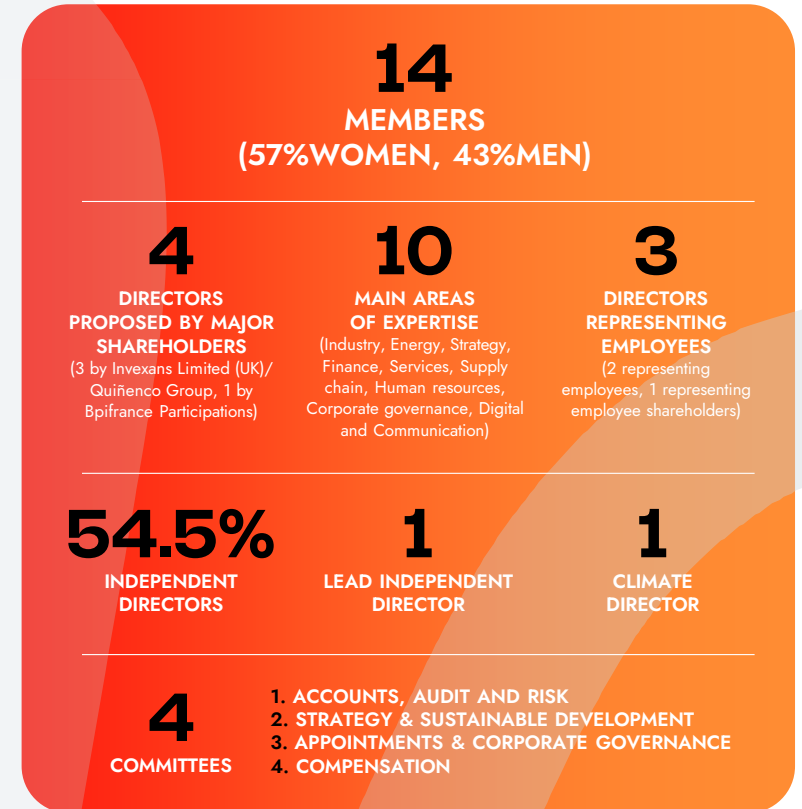
SELMA ALAMI
Director representing employee shareholders



ANGÉLINE AFANOUKÉ
Director representing employees



ELISABETTA IACONANTONIO³
Director representing employees

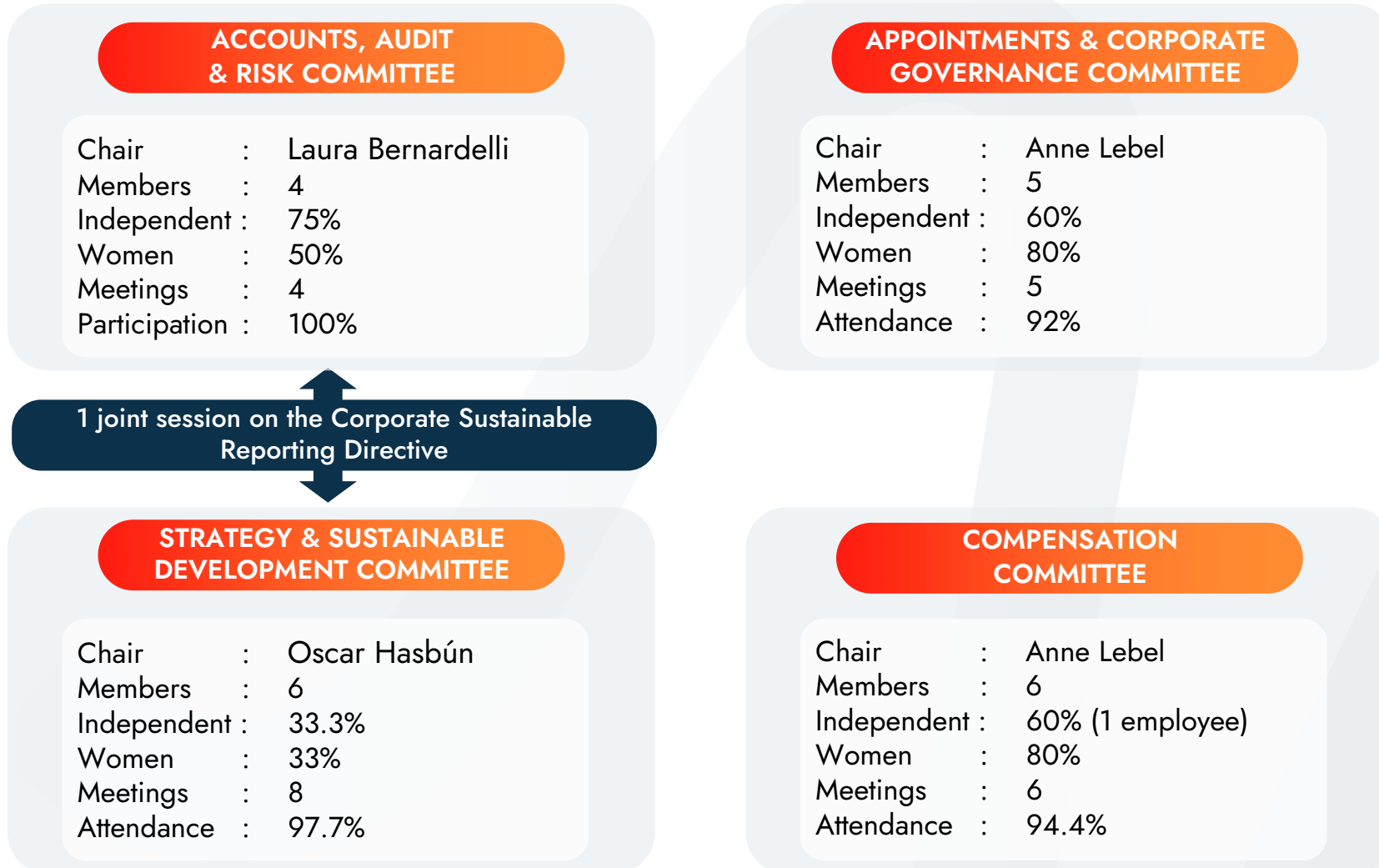


¹ Director proposed for renewal

² Director proposed for appointment

³ Director has been designated by the European Work Council

4 active Committees of the Board



Candidates to the Board of Directors

Independent Directors

RESOLUTIONS 4 AND 5

RENEWAL

Jane BASSON



- Head of Transformation, Corporate Secretary and member of the Executive Committee of Airbus Defence and Space
- Independent Director
- First appointment: May 13, 2020
- Member of the Strategy and Sustainable Development Committee, Appointment and Corporate Governance Committee, and Compensation Committee
- 100% attendance at all Board meetings in 2023
- French nationality, 54 years old
- Expertise:

APPOINTMENT

Tamara DE GRUYTER



- President Portfolio Business and member of the Management Board of the Finnish Company Wärtsilä
- Independent Director
- Appointed as Censor as from March 20, 2024
- Dutch nationality, 52 years old
- Expertise:



Tamara DE GRUYTER





President Portfolio Business and member
of the executive board at Wärtsilä

New Director

Representing employees

DESIGNATED BY THE EUROPEAN WORK COUNCIL

Elisabetta IACONANTONIO

- Expert General accountant on Pioltello industrial site in Italy
- Designated by Nexans European Work Council
- Date of effect: May 16, 2024
- Italian nationality, 42 years old
- Expertise:    



A woman with dark hair, wearing a beige blazer over a white top and blue jeans, stands in front of a curved display case containing historical black and white photographs. She has a Nexans logo pin on her blazer and is smiling.

Elisabetta IACONANTONIO

General Accounting
Specialist

My name is Elisabetta Iaconantonio

Corporate governance and compensation

RESOLUTION 9

2023 COMPENSATION OF DIRECTORS AND CORPORATE OFFICERS

Comprehensive presentation of compensation elements: in the Universal Registration Document (p. 238 to 250)



ITEM PAID IN FISCAL YEAR 2023 OR GRANTED IN RESPECT OF FISCAL YEAR 2023 TO BOARD MEMBERS AND CORPORATE OFFICERS

Chairman of the Board of Directors	Resolution 10
Chief Executive Officer	Resolution 11
Directors	€767,894
J. Mouton	€ 0
A. Afanoukoé	€ 0
S. Alami	€ 0
J. Basson	€ 77,500
L. Bernardelli	€ 67,000
M. Grynberg	€ 102,000
O. Hasbún	€ 75,000
K. Lenglar (Bpifrance Participations)	€ 80,394
S. Jéhanno	€ 74,000
A. Lebel	€ 110,000
A. Luksic Craig	€ 23,500
B.E. Nyborg	€ 0
F. Pérez Mackenna	€ 91,500
H. Porte	€ 67,000

Corporate governance and compensation

RESOLUTION 10

2023 COMPENSATION OF JEAN MOUTON, CHAIRMAN OF THE BOARD OF DIRECTORS

ITEMS PAID IN FISCAL YEAR 2023 OR GRANTED IN RESPECT OF FISCAL YEAR 2023 TO JEAN MOUTON, CHAIRMAN OF THE BOARD OF DIRECTORS

Fixed compensation	€320,000
Compensation as Director	€ 0
Benefits-in-kind	€ 0

Reminder

The Chairman of the Board of Directors does not receive any short-term or long-term variable compensation, or any other benefit

Corporate governance and compensation

RESOLUTION 11

2023 COMPENSATION OF CHRISTOPHER GUÉRIN, CHIEF EXECUTIVE OFFICER

ITEMS PAID IN FISCAL YEAR 2023 OR GRANTED IN RESPECT OF FISCAL YEAR 2023 TO CHRISTOPHER GUÉRIN, CHIEF EXECUTIVE OFFICER

Fixed compensation for 2023	€750,000
Annual variable compensation for 2023 to be paid in 2024 (60% collective objectives and 40% individual objectives)	€1,036,500
Annual variable compensation for 2022 to be paid in 2023 (60% collective objectives and 40% individual objectives)	€1,080,900
Performance shares allocated in 2023 (valued at the grant date)	13,600 shares valued at €566,944
Benefits-in-kind (Company car)	€7,645

Other commitments given

- Contribution pension plan: premium of €300,000
- Termination indemnity and non-compete indemnity (threshold of 2 years of fixed and variable compensation)
- Healthcare, Life, Disability insurances.
- Unemployment insurance plan: premium of €11,261

Corporate governance and compensation

RESOLUTIONS 12 AND 13

2023 COMPENSATION FOR DIRECTORS AND THE CHAIRMAN OF THE BOARD OF DIRECTORS

Comprehensive presentation of compensation policy in the Universal Registration Document (p. 229 to 237)

ANNUAL COMPENSATION FOR DIRECTORS

- Unchanged annual maximum amount in 2024: **€ 820,000**
- Amendment to the compensation of the Accounts, Audit and Risk Committee Chairperson:
 - **€9,000** per meeting (*€ 7,000 in 2023*)
 - Unchanged maximum amount at: **€ 36,000**

COMPENSATION FOR THE CHAIRMAN OF THE BOARD OF DIRECTORS

- Unchanged annual fixed compensation: € 320,000
- The Chairman of the Board of Directors does not receive any other compensation, or any other benefit

Corporate governance and compensation

RESOLUTION 14

2024 COMPENSATION POLICY FOR THE CHIEF EXECUTIVE OFFICER

FOR 2024, 2025, 2026, THE BOARD OF DIRECTORS PROPOSES A COMPENSATION POLICY WHICH IS

Competitive

In line with market practice

Balanced

Balance between short-term and long-term compensations

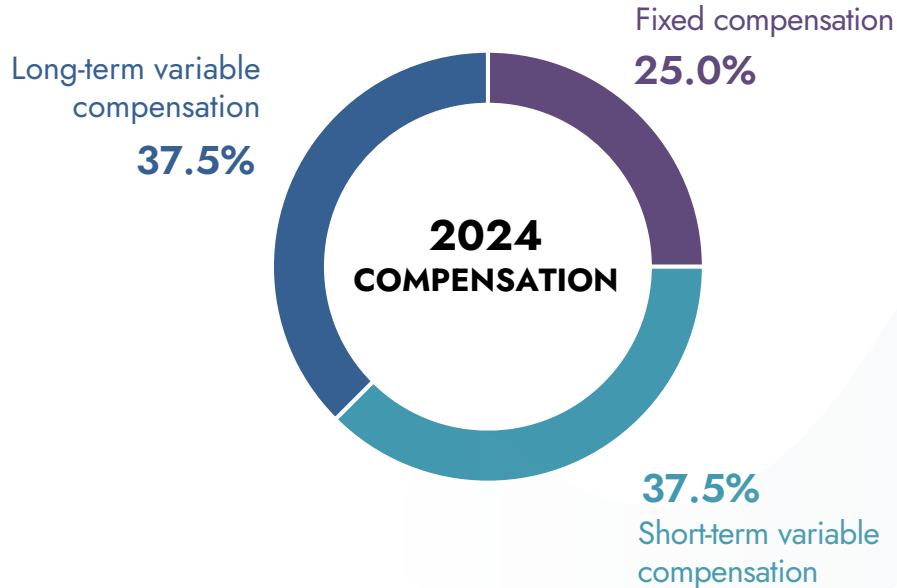
Consistent

With responsibilities and Company's performance

Corporate governance and compensation

RESOLUTION 14

2024 COMPENSATION POLICY FOR THE CHIEF EXECUTIVE OFFICER



COMPENSATION POLICY FOR 2024, 2025, 2026

FIXED COMPENSATION	€950,000	No performance condition
ANNUAL VARIABLE COMPENSATION	Target €950,000	100% of the fixed compensation
	Maximum €1,425,000	150% maximum of the fixed compensation
		Collective objectives (65%) / Individual objectives (35%)
LONG-TERM VARIABLE COMPENSATION	€1,425,000	150% maximum of the fixed compensation (IFRS)
		Performance shares based on three performance criteria after three years
		4-year vesting period
PENSION	€380,000	Supplementary defined contribution pension plan 20% of annual fixed and variable remuneration
OTHER BENEFITS	-	Company car
		Healthcare insurance
		Unemployment insurance
TERMINATION PROVISIONS	-	Termination indemnity
		Non-competition clause
		Maximum indemnity

Corporate governance and compensation

RESOLUTIONS 17 AND 18

EMPLOYEE SHAREHOLDING PLAN FOR 2025



EMPLOYEE SHAREHOLDING PLAN (ACT 2025)

- Associating Nexans' employees with the Group's success and future value creation
- Uniting all employees around the company's long-term electrification strategy
- Involving employees from recent acquisitions in the company's strategy (Reka in 2022, La Triveneta Cavi in 2024*)
- Envelope of 750,000 shares for the benefit of French and international employees

Corporate governance and compensation

RESOLUTIONS 19 TO 21

LONG-TERM COMPENSATION POLICY

RESOLUTION 19: 2025 PERFORMANCE SHARES

- Number of shares to be granted to Group's senior managers including the Chief Executive Officer: **330,000 shares**
- Vesting period: **4 years**
- Performance conditions to be by the Board of Directors: Stock market, Economic, CSR
- Number of shares to be granted to the Chief Executive Officer: up to **12%** of the total number of shares (39,600 shares)

RESOLUTION 20: 2025 FREE SHARES

- Number of shares to be granted to high-potential employees or those who have made an exceptional contribution and key experts: **50,000 shares**
- Vesting period: **4 years**
- No performance condition

RESOLUTION 21: PERFORMANCE SHARES LINKED TO THE NEW STRATEGIC PLAN

- Number of shares to be granted to Group's senior managers including the Chief Executive Officer: **130,000 shares**
- Vesting period: **4 years**
- Performance conditions in line with the strategic plan to be set by the Board of Directors
- Maximum number of shares to be granted to the Chief Executive Officer: **20%** of the total number of shares (26,000 shares)

08

REPORTS OF STATUTORY AUDITORS

Edouard DEMARCQ
PricewaterhouseCoopers Audit

Reports of statutory auditors

3 REPORTS FOR THE ORDINARY SHAREHOLDERS' MEETING

- Report on the **consolidated financial statements** (pages 317 to 320 of the Universal Registration Document)
- Report on the **corporate financial statements** (pages 337 to 339 of the Universal Registration Document)
- Special report on **related-party agreements** (pages 252 to 253 of the Universal Registration Document)

6 REPORTS FOR THE EXTRAORDINARY SHAREHOLDERS' MEETING

- On the **capital reduction** (resolution 16)
- On **authorizations for the international employee shareholding plan** (resolutions 17 to 18)
- On **authorizations for the grant of performance shares and free shares** (resolutions 19 to 21)

Reports of statutory auditors Ordinary shareholders' meeting

ON THE 2023 CONSOLIDATED FINANCIAL STATEMENTS

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group.

We have identified the following key audit matters:

- Recognition of goods and services contracts
- Antitrust investigations and disputes
- Measurement of goodwill, property, plant and equipment and intangible assets

- We have no comments on the information presented in the Group management report.
- We have no matters to report on the information given in the Group's management report.
- We certify the presence of the non-financial performance statement.

Reports of statutory auditors Ordinary shareholders' meeting

ON THE 2023 CORPORATE FINANCIAL STATEMENTS AND RELATED-PARTY AGREEMENTS

We certify that the annual financial statements give a true and fair view of the assets and liabilities and of the financial position of the company as at the end of the year and of the results of its operations for the year ended in accordance with French accounting principles.

We have identified the following key audit matters:

- Valuation of shares in subsidiaries and affiliates
- Antitrust investigations and disputes

- We have no comments to make on the management report, on the information on payment terms and on the corporate governance report.
- We certify the accuracy and fairness of the information provided in accordance with the provisions of the French Commercial Code on the compensation and benefits paid to corporate officers and on the commitments made in their favour.

Reports of statutory auditors Extraordinary shareholders' meeting

REPORTS FOR THE EXTRAORDINARY SHAREHOLDERS' MEETING

- On the capital reduction (resolution 16)
 - On authorizations for the international employee shareholding plan (resolutions 17 to 18)
 - On authorizations for the grant of performance shares and free shares (resolutions 19 to 21)
- We have no comments to make on the terms and conditions of the proposed transactions.
 - We will issue additional reports in case of using these delegations.

A photograph of an industrial manufacturing facility. In the foreground, several large spools of dark, textured material are visible. In the background, a worker wearing a red safety vest and a red hard hat is operating a large piece of machinery with many thin wires or cables. The machinery is orange and black. The text 'HYMCA' is visible on a sign in the background. A large, thick, red, stylized graphic element resembling a question mark or a large 'Q' is overlaid on the right side of the image.

QUESTIONS & ANSWERS

09

A photograph of a worker in an orange safety vest and cap working on a large industrial machine with many spools of wire. The machine is orange and black. The worker is looking at the machine. The background is dark.

PRESENTATION OF RESOLUTIONS AND VOTE

Nino CUSIMANO
Secretary General and Group General Counsel

Resolution #01

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Approval of the consolidated financial statements 2023

Resolution #02

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Approval of the company's financial statements 2023 – management report

Resolution #03

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Allocation of income for 2023 fiscal year and setting of the dividend

Resolution #04

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Renewal of the term of office of Jane Basson as Director

Resolution #05

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Appointment of Tamara de Gruyter as Director

Resolution #06

Renewal of the term of office of the company PricewaterhouseCoopers Audit as Statutory Auditor

Resolution #07

Appointment of the company PricewaterhouseCoopers Audit as Statutory Auditor in charge of certification of sustainability information

Resolution #08

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Appointment of the company Mazars as Statutory Auditor in charge of certification of sustainability information

Resolution #09

Approval of the information relating to the compensation items paid during the fiscal year ended on December 31st, 2023, or granted for the same fiscal year to Nexans corporate officers

Resolution #10

Approval of the items of compensation paid during the fiscal year ended on December 31st, 2023, or granted for the same fiscal year to Jean Mouton, Chairman of the Board of Directors

Resolution #11

Approval of the items of compensation paid during the fiscal year ended on December 31st, 2023, or granted for the same fiscal year to Christopher Guérin, Chief Executive Officer

Resolution #12

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Approval of the compensation policy of the members of the Board of Directors for the fiscal year 2024

Resolution #13

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Approval of the compensation policy of the Chairman of the Board of Directors for the fiscal year 2024

Resolution #14

Approval of the compensation policy of the Chief Executive Officer for the fiscal year 2024

Resolution #15

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

Resolution #16

Authorization to be granted to the Board of Directors for the purpose of reducing the Company's share capital by cancellation of its own shares

Resolution #17

Delegation of authority to be granted to the Board of Directors for the purpose of deciding to increase the share capital via the issuance of shares and securities granting access to the share capital, and reserved for members of savings plans, without shareholders' preferential subscription rights

- Ceiling: EUR 600 000
- Duration: 18 months

Resolution #18

Delegation of authority to be granted to the Board of Directors for the purpose of carrying out a share capital increase reserved for a category of beneficiaries, allowing for an employee shareholding plan to be offered to employees of certain foreign Group subsidiaries, without shareholders' preferential subscription rights

- Ceiling: EUR 150 000
- Duration: 18 months

Resolution #19

Authorization to be granted to the Board of Directors for the purpose of granting in 2025 existing or newly issued free performance shares to employees and corporate officers of the Group or to some of them

- Ceiling: nominal value of EUR 330 000
- Duration: 12 month-period beginning on January 1, 2025
- Conditions: performance condition to be fixed by the Board

Resolution #20

Authorization to be granted to the Board of Directors for the purpose of granting in 2025 existing or newly issued free non-performance shares to employees and corporate officers of the Group or to some of them

- Ceiling: nominal value of EUR 50 000
- Duration: 12 month-period beginning on January 1, 2025

Resolution #21

Authorization to be granted to the Board of Directors for the purpose of granting existing or newly issued performance shares to employees and corporate officers of the Group or to some of them, linked to the new strategic plan

- Ceiling: nominal value of EUR 130 000
- Duration: 12 month-period beginning today
- Conditions: performance condition to be fixed by the Board, linked to the new strategic plan

Resolution #22

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Amendment of Article 16 of the Company's bylaws: removal of the obligation to appoint an alternate Statutory Auditor

Resolution #23

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Non-renewal of an alternate Statutory Auditor

Resolution #24

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Powers for formalities

Thank you



[nexans.com](https://www.nexans.com)



Glossary

Adjusted Generation & Transmission backlog: Backlog adjusted for secured but not yet implemented Subsea, Land and Special Telecom contracts.

Adjusted EBITDA: Starting 2023, Nexans consolidated adjusted EBITDA is defined as operating margin before (i) depreciation and amortization, (ii) share-based payment expenses, and (iii) other specific operating items which are not representative of the business performance.

Free Cash Flow (FCF): FCF is determined based on EBITDA restated for the net change in provisions including pensions/other post-employment benefits and other non-cash items. It also includes net changes working capital, capital expenditures net of disposal proceeds, other investing cash-in/out but excluding those related to the sale/purchase of shares in a company with a change in consolidation method, restructuring cash-out, financial interest paid and income tax paid.

Normalized Free Cash Flow (NFCF): NFCF is calculated as FCF excluding Strategic Capex, proceeds from the disposal of tangible assets, impact of material activity closures and assuming project tax cash-out based on the completion rate rather than termination.

Normative net income: Normative net income corresponds to the sum of the operating margin, the cost of financial debt (net), other financial income and expenses (excluding impairment of financial assets where applicable), and the normative corporate income tax.

Operating margin: The operating margin is assessed before the impact of (i) the revaluation of the Core exposure, (ii) impairment of property, plant and equipment, intangible assets or goodwill resulting from impairment tests, (iii) the change in fair value of non-ferrous metal financial instruments, (iv) capital gains and losses on asset disposals, (v) related acquisition costs for completed acquisitions and costs and fees related to planned acquisitions, (vi) expenses and provisions for antitrust investigations, (vii) reorganization costs, (viii) the share in net income of associates, (ix) net financial income (loss), (x) taxes and (xi) net income from discontinued operations.

Organic growth: Standard sales growth as a percentage of prior-year standard sales. Organic growth is a measure of growth excluding the impact of changes in the scope of consolidation and changes in exchange rates.

ROCE (Return on Capital Employed): ROCE is defined as 12 months Operating Margin in relation to end-of-period Operational Capital Employed, excluding the antitrust provision. Operational Capital Employed includes operating and non-operating working capital items, intangible and tangibles assets, loans and receivables, deferred taxes, reserves excluding pensions and other employee benefit reserves and restructuring reserves.

Sales at constant/standard metal prices: Sales figures based on a standard price for copper and aluminum in order to neutralize the effect of fluctuations in non-ferrous metal prices and therefore measure the underlying sales trend. Starting on January 1, 2020, these references are set at 5,000 euros per metric ton for copper and 1,200 euros per metric ton for aluminum and are then converted into the currencies of each unit, thus taking into account the specific economic conditions of the units.

Sales at current metal prices: Net sales (at current metal prices) represent revenue from sales of goods held for resale, as well as sales of goods and services deriving from the Group's main activities, for which consideration has been promised in contracts drawn up with customers.

Strategic capex: Strategic capital expenditures correspond to the investment in the Halden (Norway) and Charleston (United States) plants, as well as cable-laying vessels in the Generation & Transmission segment.