



Paris, 18 November 2011

Compensation of the Chairman and Chief Executive Officer published in accordance with the AFEP-MEDEF Code of Corporate Governance and the Internal Regulations of the Board of Directors

In accordance with the Group's long-term compensation policy and the proposal submitted to its shareholders at the Annual Shareholders' Meeting of 31 May 2011, on 15 November 2011, upon proposal by the Appointments and Compensation Committee, the Board has adopted a long-term compensation plan no. 10 in the form of a performance shares and restricted (free) shares plan for the Group's managers.

In particular, the Board has decided to grant to Frédéric Vincent, as Chairman and Chief Executive Officer, restricted (free) shares subject to performance conditions (i.e. performance shares) : (1) a stock market performance condition, consisting of measuring the evolution of the Nexans share price over 3 years compared to the same indicator calculated for a reference panel, and (2) a financial performance condition consisting of measuring the evolution of the Operating Margin over Sales ratio (at real metal prices) over 3 years, compared to the same indicator calculated for the same reference panel as the one applicable to the stock market performance condition. Depending on the performance rates achieved at the end of the vesting period, the number of shares that will be acquired may vary between 0 and 17,000 shares.

The granting of these shares to the company's Chairman and CEO complies with the recommendations of the AFEP-MEDEF Corporate Governance Code and with the characteristics set out in the Internal Regulations of the Board (published in full on the Company's website: www.nexans.com).

Specific conditions:

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| Timing | Annual grant, except where there is a reasoned decision otherwise, and in exceptional circumstances. |
| Performance conditions | Final acquisition of the performance shares (including for the Chairman and CEO) shall be subject to formal acknowledgment by the Appointments and Compensation Committee that the performance conditions set by the Board at the grant date have been met. |

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| Obligation to retain shares | The Chairman and 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. |
| Obligation to acquire shares when the performance shares become available | Awards made to executive directors (<i>dirigeants mandataires sociaux</i>) are subject to an obligation to acquire a number of shares equivalent to 10% of the definitively vested performance shares, when they become available. |
| Prohibition of hedging instruments | Performance shares granted to members of the Executive Committee (including the Chairman and CEO) may not be hedged. |
| Recommended "black out" periods | Group procedure on insider trading. |