



Compensation of Corporate Officers

2008 Long Term Incentive Plan

Nexans' Board of Directors of February 22, 2008 has adopted a long term incentive plan ("LTIP"), associated with the stock option plan n°7. Such LTIP, which is directed to 180 beneficiaries, provides for a payment equal to 2/3 of the 2008 target bonus based on the achievement of 2009 quantitative objectives.

The Board of Directors of November 25, 2008 has specified the payment conditions of this LTIP as follows: no payment shall be made unless the rate of achievement of the objectives is at least 70% and if such rate exceeds 70%, the incentive will be paid in proportion with the rate of achievement of the objectives, capped at 100%.

Gérard Hauser and Frédéric Vincent, both corporate officers of Nexans, are beneficiaries under the 2008 LTIP and are thus concerned by this decision.

Stock-options

Nexans' Board of Directors of November 25, 2008 adopted an 8-year stock option plan n°8 and granted Frédéric Vincent, Chief Operating Officer, 45,000 options in the following conditions:

- The options subscription price is 43.46 euros and 1/4 of the rights vest each year after expiration of the first year.
- The options granted to Frédéric Vincent will be exercisable if the performance conditions on the vesting period of the concerned rights are achieved. The achievement of the performance conditions shall be certified by the Appointments and Compensation Committee on each date that one fourth of the rights are vested, i.e. in four installments. The two performance conditions relate to the comparative global average performance of the Nexans share and the Company's Free Cash Flow.
- Frédéric Vincent will be required to retain in a registered account through the termination of his duties 25% of the shares resulting from the exercise of the options granted under this plan. This obligation applies to each exercise of options.
- In accordance with the stock option plan n°8, no hedging instruments may be used by corporate officers and members of Nexans' Executive Committee on the options granted under this Plan or on the shares subscribed as a result of the exercise of such options.

2009 Long Term Incentive Plan

In the framework of the Group's policy of long term incentivizing of managers, the stock option grant under Plan n°8 has been associated with a 2-year Long-Term Incentive Plan of the same nature than the 2008 LTIP and which relates to the achievement of Group's objectives for end of 2010, to be determined beginning 2009. Such Plan is directed to 216 beneficiaries in the Nexans Group, including Frédéric Vincent.