



NOTICE
Mixed Shareholders' Meeting

May 31st, 2011 at 3 p.m.

Quai Branly Museum
Claude Lévi-Strauss Theater
37 quai Branly - 75007 Paris (France)

**N**exans



SHAREHOLDERS' INFORMATIONS

Shareholders' toll-free number: **0 800 898 898** (calls from France)

Investor Relations

Tel : + 33 1 73 23 84 56

E-mail : investor.relation@nexans.com

www.nexans.com

<http://www.nexans.mobi>

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Voting and attendance instruction form for the Annual Shareholders' Meeting (all options) is attached.
This notice is accessible in French and English on the Internet site www.nexans.com



“ The Annual General Meeting is a privileged occasion for Nexans and its Shareholders to meet and dialogue. ”

CHAIRMAN'S MESSAGE

Dear Shareholder,

I would be very pleased if you could participate to the Ordinary and Extraordinary Annual General Meeting which will be held on Tuesday May 31st, 2011 starting at 3:00 pm (Paris time), on first notice, in the Quai Branly Museum in Paris, France.

In 2010, our Group has maintained its financial strength despite a challenging economic environment still early in the year. Overall improvement in the market environment in the second half has enabled Nexans to announce results slightly above expectations. We also won some major contracts in the last quarter of the year in our high-voltage submarine cable business such as the Malta-Sicily interconnection, the Skagerrak IV project and the Estlink II project underscored the Group's lead in this promising market segment. In this context, we feel confident as we embark on 2011.

The Annual General Meeting is a privileged occasion for Nexans and its Shareholders to meet and dialogue. This annual meeting offers you, notably, the opportunity to take part in major decisions concerning your Group by voting the proposed resolutions.

The 2011 shareholders' meeting will see important changes in the Board's composition with the proposed renewal of the mandates of four directors and the proposed appointment of four new directors, including a representative of Madeco (further to the agreement signed between Nexans and its main shareholder on March 27, 2011). Starting page 26 of this notice is a presentation of all eight candidates. I take this opportunity to express sincere gratitude to Jean-Marie Chevalier, Jacques Garaïalde and Ervin Rosenberg (who will leave the Board at the end of the upcoming shareholders' meeting) for their strong commitment and the expertise they brought to the Nexans Board since its listing in June 2001.

This is why we strongly hope that you will be able to attend the meeting personally. However, if you are unable to be present you have the possibility to vote by mail or give a proxy to the Chairman of the Annual General Meeting or any other duly authorized person. The meeting will be broadcast live, in full, on the www.nexans.com website, in French and with simultaneous interpretation into English.

In the following pages, you will find all the practical terms and conditions of participation in the Annual General Meeting.

I want to thank you for your trust and loyalty, and look forward to seeing you on May 31st.

Frédéric Vincent
Chairman and Chief Executive Officer

Agenda of the Shareholders' Meeting

- Board of Directors' management report for the year ended on December 31, 2010

- Auditors report on (i) 2010 parent company's financial statements, (ii) 2010 consolidated financial statements, (iii) report of the President according to the article L. 225-37 of the French Commercial Code, (iv) agreement governed by articles L. 225-38 of the French Commercial Code and (v) authorization to be given to the Board of Directors to allocate existing or newly issued restricted (free) shares subject to performance conditions and to allocate existing or newly issued restricted (free) shares ; to increase the share capital through an issuance, without preferential subscription rights, reserved for participants of employee savings plans, of shares or securities with rights to acquire shares of the Company.

Resolutions to be voted on by the Ordinary Shareholders' Meeting

1. Approval of the Company's financial statements for the year ended on December 31, 2010 – Board of Director's management report – Discharge of the Directors
2. Approval of the consolidated financial statements for the year ended on December 31, 2010
3. Allocation of income and payment of dividend
4. Approval of agreements governed by articles L. 225-38 of the French Commercial Code
5. Renewal of Gianpaolo Caccini as member of the Board of Directors
6. Renewal of Georges Chodron de Courcel as member of the Board of Directors
7. Renewal of Jérôme Gallot as member of the Board of Directors
8. Renewal of Nicolas de Tavernost as member of the Board of Directors
9. Appointment of Mouna Sepehri as member of the Board of Directors
10. Appointment of Cyrille Duval as member of the Board of Directors
11. Appointment of Robert Brunck as member of the Board of Directors
12. Appointment of Francisco Perez as member of the Board of Directors
13. Authorization to be given to the Board of Directors to purchase or sell shares of the Company

Resolutions to be voted on by the Extraordinary Shareholders' Meeting

14. Authorization to be given to the Board of Directors to allocate existing or newly issued restricted (free) shares, subject to performance conditions, to group employees or corporate officers up to a nominal amount of €156,000
15. Authorization to be given to the Board of Directors to allocate existing or newly issued restricted (free) shares to group employees up to a nominal amount of €14,000
16. Authorization to be given to the Board of Directors to increase the share capital through an issuance, without preferential subscription rights, reserved for participants of employee savings plans, of shares or securities with rights to acquire shares of the Company up to €400,000 in par value
17. Modification of the first paragraph of article 12 of the By-Laws (« Directors' term of office - Age limit »)
18. Modification of the third paragraph of article 12 of the By-Laws (« Directors' term of office - Age limit »)

Resolutions to be voted on by the Ordinary Shareholders' Meeting

19. Powers to complete legal formalities

How to participate to the Meeting?

GENERAL CONDITIONS – FORMALITIES

All shareholders are entitled to attend shareholders' meetings provided that they can provide proof of their identity and of their ownership of shares.

However, to be allowed to attend the shareholders' meeting, the shareholders will have to justify of their quality through registration of their shares in a share account in their name (or in the name of their financial intermediary) at least 3 business days before the Meeting, namely by **Thursday 26 May 2011** at 0 a.m. Paris time (hereafter referred to as "D-3"):

- **Shareholders holding their share in registered form** must thus be registered in a registered shareholders' account maintained for the company by its representative, Société Générale (French bank), at D-3 ;

- **Shareholders holding their shares in bearer form** who want to participate to the Shareholders' Meeting, have to send back, as soon as possible, to their financial intermediary who maintains the bearer shareholders' account, the voting form duly completed and signed (ticking the box **A** request for an admission card). The financial intermediary will send such form to Société Générale together with a share certificate (*certificate de participation*). If a bearer shareholder who wishes to participate in person at a Shareholders' Meeting has not received his or her admission card by Thursday 26 May 2011, he or she must obtain from his or her financial intermediary a certificate of participation confirming that he or she was a shareholder on D-3, which certificate will allow him or her to gain admission to the Shareholders' Meeting.

Voting rights – Subject to applicable law and the articles of incorporation of Nexans, each person attending the shareholders' meeting has the number of voting rights corresponding to the number of shares that he/she holds or represents. However a double voting right is attributed to all registered, fully paid up shares which have been held in registered form in the name of the same holder for at least two years.

Limitations on voting rights – Regardless of the number of shares held directly and/or indirectly, when voting on resolutions at Shareholders' Meetings either in person or by proxy, a shareholder's voting rights are limited to 8%, or 16% in the case of double voting rights, of the voting rights attached to shares held by all shareholders present or represented at the Shareholders' Meeting.

Recommendations for shareholders attending the shareholders' meeting

The meeting of 31 May 2011 will start at 3 p.m. sharp so you are kindly requested to:

- Make sure you have your admission card with you and go to the welcome desk before the meeting is due to start to sign the attendance register.
- You are advised to arrive one hour before the start of the meeting to leave you time to complete all the necessary formalities.
- Take with you into the meeting room the documents relating to the meeting and the command box for the electronic vote, which were given to you when you signed the attendance register. Follow the instructions given during the meeting for voting.

METHODS OF PARTICIPATION

Nexans hopes that as a shareholder of the company, you will be able to attend the annual Shareholders' Meeting personally. To gain entry to the meeting, you will need to obtain an admission card.

If you are unable to attend the meeting personally, you may nevertheless vote on the resolutions either by appointing a proxy or by sending a postal vote. In all cases, you have to return the voting and attendance instruction form attached to the present notice.

You will find below the relevant information and instructions regarding each of these methods for participating in the annual Shareholders' Meeting.

1. Attending personally

To gain entry to the meeting and vote, you will need to obtain **an admission card**, which will be provided to you on request.

- Tick box **A** at the top of the attached instruction form.
- Date and sign at the bottom of the form.
- Return the form as soon as possible so as to receive your admission card in sufficient time, either:
 - if you are a registered shareholder, to Société Générale – Service des assemblées (Shareholders' Meetings department) (BP 81236, 32 rue du Champ du Tir, 44312, Nantes Cedex 03, FRANCE), in the enclosed pre-paid envelope;

- if you are a bearer shareholder, to the financial intermediary where your share account is maintained.

2. By proxy

If you are unable to attend the shareholders' meeting personally, you may choose between the 2 following alternatives:

- **to appoint the Chairman as your representative**

- Tick box **B** at the top of the attached form.
- Date and sign at the bottom of the form.
- Return the form as soon as possible to your financial intermediary if you are a bearer shareholder or to Société Générale in the enclosed pre-paid envelope if you are a registered shareholder.

- **to appoint a third party as your proxy (individual or legal entity)**

- Tick box **B** at the top of the attached form.
- Tick box "I hereby appoint/Je donne pouvoir à ..." providing all the requested information (Corporate name/name, forename and address of your proxy).
- Date and sign at the bottom of the form.
- Give the form to your proxy, or return it to your financial intermediary if you are a bearer shareholder or to Société Générale in the enclosed pre-paid envelope if you are a registered shareholder.

In accordance with the provisions of article R. 225-79 of the French Commercial Code, the notification of the **appointment or withdrawal of a proxy** can also be made via **electronic mail** under the following conditions:

- **For registered shareholders (*actionnaire au nominatif*):** send an email bearing an electronic signature (obtained from a certifying authority, in accordance with applicable regulation) to the email address mandataire.ag2011@nexans.com stating the following information: Nexans Shareholders' meeting as of May 31st, 2011, their surname, first name and complete address and their Société Générale user ID for those whose shares are registered with Société Générale (information available on the top left-hand corner of their account statement) or for the others their user ID with their financial intermediary, the surname, first name and the complete address of the proxy appointed or withdrawn.

- **For holders of bearer shares (*actionnaire au porteur*):**

(1) Send an email bearing an electronic signature (obtained from a certifying authority, in accordance with applicable regulation) to the email address mandataire.ag2011@nexans.com stating the following information: Nexans Shareholders' meeting as of May 31st, 2011, their surname, first name, complete address and complete bank details, together with the surname, first name and the complete address of the proxy appointed or withdrawn.

(2) Ask the financial intermediary responsible for managing their securities account to send a written confirmation to Société Générale, Service des Assemblées, 32 rue du Champ-de-Tir, BP 81236, 44312 Nantes Cedex 3 (France).

For the appointment or withdrawal of proxies to be taken into account, duly signed and completed notifications must be received **no later than Monday 30 May, 2011 at 3 p.m. (Paris time)**.

Furthermore, please note that the email address mandataireAG2011@nexans.com, should only be used for requests to appoint/withdraw a proxy. Requests of any other nature cannot be processed.

3. By postal vote

- Tick box **B** at the top of the attached form.
- Tick box "I vote by post / Je vote par correspondance".
- If you wish to vote against or abstain from one or several resolutions, shade in the appropriate boxes next to the resolutions that you are opposed to sign; do not forget to fill in the box relating to "amendments to or new resolutions presented during the meeting", indicating your choice by shading in the appropriate boxes.
- Date and sign at the bottom of the form.
- Return the form as soon as possible to your financial intermediary if you are a bearer shareholder or to Société Générale in the enclosed pre-paid envelope if you are a registered shareholder.

If you cannot attend the shareholders' meeting, you can follow the meeting in **broadcast live in its entirety on www.nexans.com** with simultaneous interpretation into English.

The form duly completed and signed must be sent as soon as possible to:

- **Shareholders holding their shares in registered form:** Service Assemblée - Société Générale, BP 81236, 32 rue du Champ de Tir, 44312 Nantes Cedex 03 (France).
- **Shareholders holding their shares in bearer form:** to the financial intermediary at which your shares account is maintained. The financial intermediary will send such form to Société Générale together with a share certificate confirming that you are a Nexans Shareholder.

In all cases (1, 2 or 3), the duly completed and signed form will have to be received by Société Générale, Service Assemblée, **at latest on Monday 30 May, 2011 at 3 p.m. (Paris time)**.

Once a shareholder has voted by postal vote or sent a power of attorney or requested an admission card, he or she can no longer change their method of participation in the Meeting, but may sell all or part of his/her shares.

How to fill out the voting form ?

A If you wish to attend the meeting in person: tick box A to receive your admission card.

B If you do not wish to attend the meeting: tick box B to appoint a proxy or vote by mail.

C Whatever your choice, do not forget to date and sign here.

D Fill in your name, first name and address or verify that they have already been filled in.

1 If you wish to vote by mail: tick box 1 and follow the instructions.

2 If you wish to appoint the Chairman of the meeting as your proxy: tick box 2.

3 If you wish to appoint a third person to attend the meeting as your proxy: tick box 3 and fill in that person's name and address.

A

IMPORTANT : avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso / Before selecting, please see instructions on reverse side

QUELLE QUE SOIT L'OPTION CHOISIE, DATER ET SIGNER AU BAS DU FORMULAIRE / WHICHEVER OPTION IS USED, DATE AND SIGN AT THE BOTTOM OF THE FORM

- A. Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire / I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.
- B. J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / I prefer to use the postal voting form or the proxy form as specified below.

B

Hexans

8 rue du Général Foy
75008 PARIS - France

ASSEMBLÉE GÉNÉRALE MIXTE
convoquée le mardi 31 mai 2011 à 15h00 (Heure de Paris)
au musée du quai Branly - Théâtre Claude Lévi-Strauss
37 quai Branly - 75007 PARIS - France

MIXED SHAREHOLDERS' MEETING
to be held on Tuesday, May 31st, 2011 at 3:00 p.m. (Paris time)
at musée du quai Branly - Théâtre Claude Lévi-Strauss
37 quai Branly - 75007 PARIS - France

1

Capital de 28 604 391 €
525 852 RCS PARIS

2

3

CADRE RESERVE / For Company's use only

Identifiant / Account

Nombre d'actions / Number of shares

Nombre de droits de vote / Number of voting rights

Nominatif / Registered VS / single vote

Porteur / Bearer VD / double vote

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
Cf. au verso renvoi (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noirissant comme ceci ■ la case correspondante et pour lesquels je vote NON ou je m'abstiens.

Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directoire ou la Gérance, je vote en noirissant comme ceci ■ la case correspondant à mon choix.

I vote FOR all the draft resolutions approved by the Board of Directors EXCEPT those indicated by a shaded box - like this ■, for which I vote against or I abstain.

On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this ■.

1	2	3	4	5	6	7	8	9
10	11	12	13	14	15	16	17	18
19	20	21	22	23	24	25	26	27
28	29	30	31	32	33	34	35	36
37	38	39	40	41	42	43	44	45

A Oui / Yes / Ja / Ja

F Oui / Yes / Ja / Ja

B Non / No / Nein / Nein

K Non / No / Nein / Nein

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
Dater et signer au bas du formulaire, sans rien remplir

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE MEETING

Date and sign at the bottom of the form without filling it

Cf. au verso renvoi (3) - See reverse (3)

JE DONNE POUVOIR A : cf. au verso renvoi (3)

I HEREBY APPOINT See reverse (3)

M. Mlle ou Mlle, Raison Sociale / M, Ms or Mrs, Corporate Name

Adresse / Address

ATTENTION : S'il s'agit de titres au porteur, les présentes instructions ne seront valables que si elles sont directement retournées à votre teneur de comptes.

CAUTION : If it is about bearer shares, these instructions will only be valid if they are directly returned to your account-keepers.

SPÉCIMEN

D

Si des amendements ou des résolutions nouvelles étant présentés en assemblée : In case amendments or new resolutions are proposed during the meeting:

- Je donne pouvoir au Président de l'A.G. de voter en mon nom. / I appoint the Chairman of the meeting to vote on my behalf.
- Je m'abstiens (l'abstention équivaut à un vote contre). / I abstain from voting (it is equivalent to vote against).
- Je donne procuration (cf. au verso renvoi 3) à M, M^{me} ou M^{lle}, Raison Sociale pour voter en mon nom / I appoint (see reverse (3)) M, M^{me} or M^{lle}, Corporate Name to vote on my behalf.

Pour être prise en considération, toute formule doit parvenir au plus tard : In order to be considered, this completed form must be returned at the latest

à la BANQUE / to the Bank 30/05/2011

C



Report of the Board of Directors on the draft resolutions

ORDINARY SESSION

Approval of the parent company financial statements and the consolidated financial statements - Allocation of income (Resolutions 1 to 3)

We propose that you approve the parent company financial statements, showing a profit of 28,683,911 euros (**1st resolution**), and the consolidated financial statements (**2nd resolution**) for the fiscal year ended December 31, 2010. We also ask you to discharge your directors from their duties for the 2010 fiscal year. The financial statements submitted to you were prepared in accordance with the regulations in force, using IFRS (International Financial Reporting Standards) for the consolidated financial statements and in accordance with French legal and regulatory requirements for the parent company financial statements.

We propose that you allocate the income for the 2010 fiscal year (**3rd resolution**), amounting to 28,683,911 euros, to payment of dividends in the amount of 31,464,830 euros and to a balance carried forward of 269,992,626 euros. The **payment of the dividend**, the amount of which would be set at **1.10 euros** per share, would take place on **June 8, 2011**, the 6th trading day following the date of the Shareholders' Meeting, which means **an ex-dividend date of June 3, 2011**.

Approval of a shareholders agreement with Madeco (Resolution 4)

The fourth resolution relates to the approval, in accordance with article L.225-40 paragraph 2 of the French Commercial Code, of a related-party agreement entered into after the close of the fiscal year 2010, which is referred to in the special report of the statutory auditors of the Company presented to this Meeting.

The related-party transaction in question concerns **an agreement with the principal shareholder of the Company, the Chilean company Madeco**, whose conclusion has been authorized by the Board of March 25, 2011.

The conclusion of this shareholders' agreement is in line with the consolidation of Madeco's contribution to the capital of Nexans in view of **holding 20% of the share capital of Nexans**. Under the terms of the agreement, Madeco refrains from selling any or all part of its shareholding without the prior consent of the Company and binds itself to limit its participation to 22.5% of the share capital of Nexans.

The conclusion of this agreement of a ten-year term will **reinforce shareholder stability** and allow the Company to benefit from a **key support of the strategy** approved by the Board of Directors, while respecting the independence of the Group.

As a matter of fact, as soon as Madeco reaches the threshold of 15% of the share capital of the Company in the next 18 months, the agreement provides for **the holding of a shareholders' meeting to introduce a major change in the rules relating to voting rights** in by-laws: elimination of double voting and elimination of the statutory provisions limiting to 8% the percentage of votes that may be made by a single shareholder in general meetings. At the same time, a proposal will be made for the introduction of a **statutory limitation at 20% of voting rights expressed in general meetings, applicable only to those resolutions concerning strategic transactions**. In light of the quorum level observed by Nexans in the last few years (57% at the general meeting of 2010), the absence of such a limitation would in fact grant Madeco a controlling voice and a veto right for resolutions on strategic transactions such as mergers or major acquisitions, adopted by a two-thirds majority. The introduction of this limitation would be thus in the interest of the shareholders.

In light of the undertakings by Madeco, the Board proposes to this Meeting the nomination of a **second representative of Madeco on the Board of Directors**, Mr. Francisco Pérez (draft resolution 12, below). In addition, the nomination of a third representative of Madeco will be proposed to the Shareholders' Meeting at the same time as the proposed by-laws modifications as soon as Madeco reaches the threshold of 15% of the share capital. Reaching this threshold will also allow Madeco to benefit from a representative on the Audit and Accounts Committee.

Renewal and election of directors (Resolutions 5 to 12)

The mandates of Messrs. Gianpaolo Caccini, Jean-Marie Chevalier, Georges Chodron de Courcel, Jérôme Gallot, Jacques Garaïalde, Ervin Rosenberg and Nicolas de Tavernost are due to expire at the end of the Shareholders' Meeting.

We propose that you renew the director mandates of Messrs. **Gianpaolo Caccini** (independent director), **Jérôme Gallot** (independent director), **Nicolas de Tavernost** (independent director) and **Georges Chodron de Courcel** and to elect as directors **Ms. Mouna Sepehri**, Messrs. **Cyrille Duval** and **Robert Brunck** (all three of them qualified as independent

directors) and **Francisco Pérez**, a representative of Madeco and presented as a candidate under the shareholders' agreement between the Company and Madeco (qualified as a non independent director) .

The submitted proposals consolidate the Board's composition in view of good governance practices:

- **Female representation:** The election of a woman to the Board as a replacement for a non-renewed director would enable the Board to achieve a female representation rate of 21% as of the 2011 Shareholders' Meeting (3 female directors out of 14 directors).

- **Confirmation of a Board with 50% of independent members:** With respect to the independence criteria of the AFEP-MEDEF Code of Corporate Governance, three directors whose election is proposed have been qualified as independent. The Board would thus comprise of a majority of independent members (7 independent directors out of 14).

- **Harmonious renewal of the Board:** In order to encourage a harmonious renewal of the Board, as recommended by

the AFEP-MEDEF Code, we propose that you strengthen the staggering of the director's mandates by allowing for the election or renewal of directors for mandates lasting less than the period of 4 years specified in the Bylaws. This is the purpose of the 17th resolution submitted hereafter, intended to amend the Bylaws to permit, as an exception, the election or renewal of directors for a period of one, two or three years. Subject to the adoption of the 17th resolution by the Shareholders' Meeting, we propose that:

- Ms. Mouna Sepehri and Messrs. Cyrille Duval and Robert Brunck are appointed for a four-year term and Mr. Francisco Pérez is appointed for a two-year term;

- the mandates of Messrs. Georges Chodron de Courcel and Nicolas de Tavernost be renewed for a four-year term and the mandates of Messrs. Gianpaolo Caccini and Jérôme Gallot be renewed for a reduced period of 2 years.

The adoption of the proposals submitted to the Shareholders' Meeting would allow for a harmonious staggering of the mandates, which mandates would expire as follows:

2012 Annual Shareholder's Meeting	Frédéric Vincent, Colette Lewiner, Guillermo Luksic
2013 Annual Shareholder's Meeting	Gianpaolo Caccini, Jérôme Gallot, Francisco Pérez
2014 Annual Shareholder's Meeting	Véronique Guillot-Pelpel, Gérard Hauser, François Polge de Combret
2015 Annual Shareholder's Meeting	Robert Brunck, Georges Chodron de Courcel, Nicolas de Tavernost, Cyrille Duval, Mouna Sepehri

Renewal of a share buyback program (Resolution 13)

We propose that you renew, under the same conditions (except for the maximum purchase price of the shares), the authorization granted by the Shareholders' Meeting of May 25, 2010, which is due to expire at the time of this Shareholders' Meeting, so that the Company may always have the capacity to buy back its shares. This authorization would be valid for a period of 18 months following this Shareholders' Meeting. As of December 31, 2010, the Company holds none of its shares. We remind you that the Board of Directors has not implemented the equivalent authorization adopted by the Annual Shareholders' Meetings of May 26, 2009 and May 25, 2010.

EXTRAORDINARY SESSION

Financial authorizations (Resolutions 14 to 16)

Allocations of performance shares and restricted (free) shares (Resolutions 14 and 15)

In order to implement the new long-term compensation policy for its managers and key Group personnel, the

Board of Directors submits for your approval two resolutions intended to allow for **the allocation of performance shares (representing 0.54% of the share capital)** and restricted (free) shares (representing 0.05% of the share capital) under the conditions described below.

1. New long-term compensation policy for managers

Each year, the Board of Directors adopts in principle a long-term compensation plan in France and abroad that represents an important tool for maintaining the loyalty and motivation of the managers. Until 2010, this plan relied on an annual allocation of stock options to an increasing number of beneficiaries.

The Board of Directors, at its meeting of February 11, 2011, upon the proposal of the Appointments and Compensation Committee and in view of a study conducted at the request of Nexans by an outside consulting firm specializing in long-term compensation practices, decided to amend the Group's long-term compensation policy and to submit to the shareholders a proposal intended to allow for the setting up of performance share allocation plans accompanied by a limited series of restricted (free) shares.

* See section "Presentation of candidates to the Board of Directors"

Report of the Board of Directors on the draft resolutions

2. Characteristics of the performance share and restricted (free) share plan

The main terms of the envisaged plan are the following:

Perimeter	The allocation perimeter will be similar to the perimeter of the last two stock option plans proposed by the Group in the past, which is around 250 salaried managers located in about thirty countries.																
Allocation rules	<p>- 156,000 performance shares, representing 0.54% of the share capital, intended for an extended population of managers, including the Chairman and Chief Executive Officer, the other members of the Executive Committee and Group's managers. It is important to note that these 156,000 shares correspond to a performance scenario of 150% for the two performance conditions applied, as described below. The performance shares allocated to the Chairman and Chief Executive Officer will not represent more than 0.06% of the share capital as of 31 December 2010 and less than 12% of the plan's total allocation package.</p> <p>- 14,000 restricted (free) shares (not subject to performance conditions), representing less than 0.05% of the share capital, intended exclusively for a limited population of high-potential executives and/or exceptional contributors (other than the members of the Executive Committee), not of an automatically recurring nature.</p>																
Dilution impact	The overall dilution impact of the envisaged plan would be around 0.60% on the basis of the share capital as of December 31 st , 2010.																
Acquisition period	3 years minimum for French residents 4 years for tax residents outside of France																
Conservation period	2 years minimum for French residents No minimum period for tax residents outside of France																
Performance conditions	<p>The final acquisition of the performance shares allocated to the Chairman and Chief Executive Officer and to all the members of the Executive Committee and other managers will be subject to an attendance condition and to demanding performance conditions, measured over a 3-year period.</p> <p>The performance conditions are divided into two segments, stock market and economic.</p> <p>- Half of the allocated performance shares will be subject to a stock market performance condition consisting of measuring the performance of Nexans shares over 3 years in comparison with the same indicator calculated for a reference panel composed of the following companies: Alstom, Legrand, Saint-Gobain, Rexel, Schneider-Electric, Prysmian, General Cable, ABB.</p> <p>- The other half of the allocated performance shares will be subject to an economic performance condition consisting of measuring the OM/Sales ratio trends (in current metal sales) over 3 years in comparison with the same indicator calculated for the same reference panel as for the stock market performance condition.</p> <p>The achieved performance level, on the basis of which the number of finally acquired shares will be established, will be determined in view of the following scale, applicable to each of the performance conditions:</p> <table border="1"> <thead> <tr> <th><i>Level</i></th> <th><i>Performance level</i></th> </tr> </thead> <tbody> <tr> <td>Nexans higher than the 8th decile</td> <td>150%</td> </tr> <tr> <td>Nexans higher than the 7th decile</td> <td>140%</td> </tr> <tr> <td>Nexans higher than the 6th decile</td> <td>120%</td> </tr> <tr> <td>Nexans higher than the median</td> <td>100%</td> </tr> <tr> <td>Nexans higher than the 4th decile</td> <td>80%</td> </tr> <tr> <td>Nexans higher than the 3rd decile</td> <td>50%</td> </tr> <tr> <td>Nexans lower than or equal to the 3rd decile</td> <td>0%</td> </tr> </tbody> </table>	<i>Level</i>	<i>Performance level</i>	Nexans higher than the 8 th decile	150%	Nexans higher than the 7 th decile	140%	Nexans higher than the 6 th decile	120%	Nexans higher than the median	100%	Nexans higher than the 4 th decile	80%	Nexans higher than the 3 rd decile	50%	Nexans lower than or equal to the 3 rd decile	0%
<i>Level</i>	<i>Performance level</i>																
Nexans higher than the 8 th decile	150%																
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Nexans lower than or equal to the 3 rd decile	0%																

Report of the Board of Directors on the draft resolutions

3. Resolutions submitted to the Shareholders' Meeting

The performance shares and restricted (free) shares plan described above is presented to this shareholders' meeting through two resolutions.

In accordance with Article L. 225-197-1 of the French Commercial Code, the Board of Directors asks the Shareholders' Meeting to delegate authority to it so that it may grant performance shares, with a nominal limit of €156,000 (**Resolution 14**) and restricted (free) shares without a performance condition, with a nominal limit of €14,000 (**Resolution 15**), for the benefit of the personnel members that it will choose from among the employees and possibly the corporate officers of the Company and the affiliated companies or groupings, under the conditions referred to in Article L. 225-180 of the French Commercial Code.

The **proposed delegations are strictly limited to the needs of the envisaged plan** and would be granted for an 18-month period expiring on November 30, 2012. The amounts

will be deducted from the overall limit of 24.8 million euros of the financial authorizations in force, authorized by the Shareholders' Meeting of May 25, 2010, and the authorization related to employee share ownership transactions submitted to this Meeting.

4. Possible allocations of performance shares to executive directors

In accordance with the recommendations of the AFEP-MEDEF Code and the provisions of the Internal Regulations of the Board of Directors, any allocation of options to executive directors will be publicized by the Company, specifying in particular the performance conditions applied.

Possible allocations that might be made to the Chairman and Chief Executive Officer under this policy will be in accordance with the recommendations of the AFEP-MEDEF Code and the characteristics described in the Internal Regulations of the Board of Directors (published in their entirety on the website www.nexans.com), including the following:

Frequency	Annual allocation, except by duly justified decision and under exceptional circumstances.
Performance conditions	The final acquisition of performance shares by the members of the Executive Committee (including the Chairman and Chief Executive Officer) and other managers would be subject to the acknowledgment by the Nominations and Compensation Committee of the fulfillment of the performance conditions set by the Board at the time of the allocation.
Conservation obligation	In accordance with Article L. 225-197-1 II, paragraph 4, of the French Commercial Code and the AFEP-MEDEF Code of Corporate Governance, the executive director must conserve a significant and increasing number of shares resulting from the final acquisition of performance shares.
Prohibition against hedging instruments	The performance shares allocated to the members of the Executive Committee (including the Chairman and Chief Executive Officer) cannot be hedged.
Recommended abstention periods	Group "Insider Trading" Procedure.

Act 2010 Share Ownership Plan - On August 5, 2010, Nexans carried out a capital increase restricted to the Group's employees, within the scope of which 482,467 new shares were issued. The Act 2010 offer proposed a structured "leverage effect" formula allowing employees to subscribe employee mutual fund units at a discounted preferential price while at the same time offering a guarantee for the amount invested as well as a multiple of the security's possible performance. In countries in which the offer of leverage-effect employee mutual fund units presents legal or tax problems, an alternative formula was proposed, involving the allocation of Stock Appreciation Rights (SAR). The subscription price was 40.51 euros per share (which is a 20% discount in comparison with the average of the prices recorded during the twenty previous trading days), which means a total capital increase amount, premium included, of close to 19.5 million euros. The charges related to this plan were posted in the first half of 2010 in the amount of 2.0 million euros and take into account a discount reflecting the cost of non-transferability for the employees of countries in which the initiation of an employee mutual fund was possible. In line with CNC recommendations, the cost of non-transferability was calculated by using the financing rate of 6.34% applicable to the market for private individuals; the charges that would have been posted in the absence of any discount would have come to 4.9 million euros.

Authorization to carry out employee share ownership transactions (Resolution 16)

The only authorizations granted by the Shareholders' Meeting of May 25, 2010 that have been used are the resolutions related to the development of employee share ownership.

In order to fulfill the requirements of Article L. 225-129-6 of the French Commercial Code, which requires that the Annual Shareholders' Meeting vote on a draft resolution providing for a capital increase reserved for participants in an employee savings plan when the agenda of that Annual Shareholders' Meeting includes the adoption of resolutions deciding on a capital increase through cash contributions, we propose that you renew the authorization to carry out a capital increase restricted to employees, under the same conditions as the authorization granted by the Shareholders' Meeting of May 25, 2010.

The authorization would be granted for an 18-month period expiring on November 30, 2012 and for a total amount of €400,000, representing the creation of 400,000 new shares. This amount will be deducted from the overall limit of 24.8 million euros, applicable to the financial authorizations authorized by the Shareholders' Meeting of May 25, 2010, in force until November 30, 2012, and the two other financial authorizations submitted to this Shareholders' Meeting.

In accordance with the Group's policy on development of employee share ownership, Nexans does not envisage employee share ownership transactions during calendar year 2011.

Summary of the financial authorizations adopted by the 2010 Annual Shareholders' Meeting and the proposals submitted to this Shareholders' Meeting

The following table summarizes the capital increase authorizations adopted by the Shareholders' Meeting of May 25, 2010, remaining in force until July 25, 2012, and the authorization proposals submitted to this Meeting:

Report of the Board of Directors on the draft resolutions

	Limits per resolution *	Sub-limits applicable to several resolutions	Limits applicable to several Resolutions
Issue of common shares with preferential subscription rights (R10 - 2010 Annual Shareholders' Meeting) with possible option of an additional allocation if successful (R14 - 2010 Shareholders' Meeting)	€14,000,000	-	
Issue of debt securities with rights to acquire shares (OC, ORA, OBSA, OCEANE...) without preferential subscription rights and through a public offering (R11 - 2010 Annual Shareholders' Meeting) or by private placement (R12 - 2010 Annual Shareholders' Meeting) with possible option of an additional allocation if successful (R14 - 2010 Shareholders' Meeting)	Shares = €4,000,000 (< 15 % of the share capital) Debt securities = €300,000,000	€4,000,000	€14,000,000
Issue of shares or securities with rights to acquire shares in case of public exchange offer initiated by the Company for its own securities or for another company's securities, without preferential subscription rights (R13 - 2010 Annual Shareholders' Meeting) with possible option of an additional allocation if successful (R14 - 2010 Shareholders' Meeting)	€4,000,000 (<15% of the share capital)	(<15% of the share capital)	
Issue of shares as consideration for contributions of securities (R15 - 2010 Shareholders' Meeting)	5% of the share capital	-	
Issue of shares through incorporation of premiums, reserves or profits (R16 - 2010 Annual Shareholders' Meeting)	€10,000,000	-	-
Allocation of performance shares (R14 - 2011 Shareholders' Meeting)	€156,000	-	-
Allocation of [restricted (free)] shares (R15 - 2011 Shareholders' Meeting)	€14,000	-	
Issue of shares or securities with rights to acquire shares, reserved for participants in employee savings plans (R16 - 2011 Shareholders' Meeting)	€400,000	-	
* The maximum nominal amount of the capital increases that might be carried out corresponds to the maximum number of shares that might be issued to the extent that the nominal value of a Company share is equal to one euro.			Total limit €24,800,000

Amendments to the by-laws (Resolution 17 and 18)

We propose that you amend Article 12 of the By-laws regarding the period of the director's mandate and the age limit.

On the mandate period (**Resolution 17**), in addition to a formal simplification, the amendment is meant to allow for a harmonious renewal of the directors' mandates by specifying that the period of the director's mandate is four years and, as an exception, a period of one, two or three years. This wording is justified by the recommendations of the AFEP-MEDEF Code of Corporate Governance, which recommends that the mandates be staggered so as to avoid a renewal en masse and to encourage a harmonious renewal of the directors' mandates.

On the age limit (**Resolution 18**), the proposed amendment is meant to simplify and clarify the existing wording. Thus, in accordance with Article L. 225-19 of the French Commercial Code, the number of directors who have passed the age of seventy years may not be greater than one-third of the directors in office, as appreciated at the time of any appointment. Any appointment that violates this rule will be void.

ORDINARY SESSION

Authorities for formalities (Resolution 19)

The nineteenth resolution is an ordinary resolution that concerns the issuance of the necessary authorities to accomplish the formalities related to the resolutions adopted by the Shareholders' Meeting.

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ORDINARY SHAREHOLDERS' MEETING

FIRST RESOLUTION

Approval of the Company's financial statements for the year ended on December 31, 2010 – Board of Directors' management report – Discharge of the Directors

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and having considered the Company's financial statements for the year ended on December 31, 2010 which include the balance sheet, the income statement, the annexes, the Board of Directors' report and the Auditors' report, approves in their entirety the parent company's financial statements for the year ended on December 31, 2010, showing a profit of €28,683,911, together with the transactions reflected in these financial statements or summarized in the reports. In accordance with article 39-4 of the General Tax Code, the Shareholders' Meeting acknowledges that there were no expenses or charges that were not tax-deductible in the 2010 financial year.

The Shareholders' Meeting discharges all members of the Board of Directors for the financial year ended on December 31, 2010.

SECOND RESOLUTION

Approval of the consolidated financial statements for the year ended on December 31, 2010

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and having considered the Board of Directors' report and the Auditors' report concerning the consolidated financial statements for the year ended on December 31, 2010, which include the balance sheet, the income statement and the annexes, approves in their entirety the consolidated financial statements for the year ended on December 31, 2010, as presented by the Board of Directors, showing a net profit (group share) of €82 million, together with the transactions reflected in these financial statements or summarized in the reports.

THIRD RESOLUTION

Allocation of income and payment of dividend

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary

shareholders' meetings, and having considered the Board of Directors' report and the Auditors' report, decides to allocate the profit for the financial year, i.e.; an amount of €28,683,911, as follows:

Distributable income amounts to:

- Retained earnings from previous years	€272,832,691
- Profit from last financial year	€28,683,911
- Compulsory reserve	€(59,146)
Total distributable income	€301,457,456

Distribution of income

(based on the number of shares making up the share capital as of December 31, 2010, i.e. 28,604,391 shares)

- €1.10 per share i.e. a dividend distribution of	€31,464,830
- Retained earnings after distribution	€269,992,626
Total	€301,457,456

The dividend payable for each share of the Company carrying the right to receive a dividend will be €1.10 per share. The total amount of dividends to be paid is therefore €31,464,830, based on the number of shares making up the share capital as of December 31, 2010.

However, this total may be increased (and the retained earnings accordingly reduced) by an additional maximum amount of €2,051,311, reflecting the maximum number of 1,864,828 additional shares which may be issued between January 1, 2011 and June 8, 2011 (date of payment of the dividend), pursuant to the exercise of possible stock options.

The dividend will be paid on June 8, 2010 i.e. the 6th trading day following the date of the Shareholders' Meeting.

If Nexans holds treasury stock at the date of payment of the dividend, the amounts corresponding to unpaid dividends on these shares will be allocated to retained earnings.

Pursuant to article 243 bis of the French Tax Code (CGI), it is specified that the shares are all in the same category and that the total dividend amount paid will qualify for the 40% allowance provided for in paragraphs 2 and 3 of Article 158 of the French Tax Code.

The Shareholders' Meeting acknowledges to the Board of Directors that the amount of dividends paid over the last three financial years, as well as the amount of the dividends qualifying for the 40% allowance, was as follows:

Draft resolutions

	Fiscal year 2007 (distribution in 2008)	Fiscal year 2008 (distribution in 2009)	Fiscal year 2009 (distribution in 2010)
Gross dividend by share	€2.00	€2.00	€1.00
Number of eligible shares	25,372,103	27,970,803	28,101,995
Total distribution	€50,744,206	€55,941,606	€ 28,101,995

For fiscal years 2007, 2008 and 2009, all of the shares were of the same category.

FOURTH RESOLUTION

Approval of agreements governed by articles L. 225-38 of the French Commercial Code

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, having considered the Board of Directors' report and in light of the auditors' report with respect to agreements governed by articles L. 225-38 of the French Commercial Code, approves the new transaction referred to in such report.

FIFTH RESOLUTION

Renewal of Mr. Gianpaolo Caccini's mandate as member of the Board of Directors

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and having considered the Board of Directors' report, renews Mr. Gianpaolo Caccini's expiring mandate as member of the Board of Directors for a period of four years, which will expire at the end of the Shareholders' Meeting called to approve the financial statements for the year ending December 31, 2014.

The Shareholders' Meeting further decides that in the event that it adopts the 17th resolution relating to change all amendment of Article 12 of the By-laws, the mandate of Mr. Gianpaolo Caccini shall be reduced to a period of two years, expiring at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the year ending December 31, 2012.

SIXTH RESOLUTION

Renewal of Mr. Georges Chodron de Courcel's mandate as member of the Board of Directors

Applicable to ordinary shareholders' meetings, and having considered the Board of Directors' report, renews Mr. Georges Chodron de Courcel's expiring mandate as

member of the Board of Directors for a period of four years, expiring at the end of the Shareholders' Meeting called to approve the financial statements for the year ending on December 31, 2014.

SEVENTH RESOLUTION

Renewal of Mr. Jérôme Gallot's mandate as member of the Board of Directors

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and having considered the Board of Directors' report, renews Mr. Jérôme Gallot's expiring mandate as member of the Board of Directors, for a period of four years, expiring at the end of the Shareholders' Meeting called to approve the financial statements for the year ending on December 31, 2014.

The Shareholders' Meeting further decides that in the event that it adopts the 17th resolution relating to the amendment of Article 12 of the Bylaws, the mandate of Mr. Jérôme Gallot shall be reduced to a period of two years, expiring at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the year ending December 31, 2012.

EIGHTH RESOLUTION

Renewal of Mr. Nicolas de Tavernosi's mandate as member of the Board of Directors

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and having considered the Board of Directors' report, renews Mr. Nicolas de Tavernosi's expiring mandate as member of the Board of Directors for a period of four years, expiring at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the year ending on December 31, 2014.

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NINTH RESOLUTION

Appointment of Ms. Mouna Sepehri
as member of the Board of Directors

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and having considered the Board of Directors' report, appoints Ms. Mouna Sepehri as member of the Board of Directors for a period of four years, expiring at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the year ending on December 31, 2014.

TENTH RESOLUTION

Appointment of Mr. Cyrille Duval
as member of the Board of Directors

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and having considered the Board of Directors' report, appoints Mr. Cyrille Duval as member of the Board of Directors for a period of four years, expiring at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the year ending on December 31, 2014.

ELEVENTH RESOLUTION

Appointment of Mr. Robert Brunck
as member of the Board of Directors

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and having considered the Board of Directors' report, appoints Mr. Robert Brunck as member of the Board of Directors for a period of four years, expiring at the end of the Shareholders' Meeting called to approve the financial statements for the year ending on December 31, 2014.

TWELFTH RESOLUTION

Appointment of Mr. Francisco Pérez
as member of the Board of Directors

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and having considered the Board of Directors' report, appoints Mr. Francisco Pérez as member of

the Board of Directors for a period of four years, expiring at the end of the Shareholders' Meeting called to approve the financial statements for the year ending on December 31, 2014.

The Shareholders' Meeting further decides that in the event that it adopts the 17th resolution relating to the amendment of Article 12 of the By-laws, the mandate of Mr. Francisco Perez shall be reduced to a period of two years, expiring at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the year ending December 31, 2012.

THIRTEENTH RESOLUTION

Authorization to be given to the Board of Directors
to purchase or sell shares of the Company

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, and having considered the Board of Directors' report, authorizes the Board of Directors, in accordance with articles L. 225-209 et seq. of the French Commercial Code, with the power to sub-delegate as permitted by law, to acquire shares, either directly or through an authorized intermediary, for the purposes of:

- delivering shares (as exchange consideration, as payment or other) in connection with acquisitions, mergers, split offs or contributions; or
- delivering shares in connection with the exercise of rights attached to securities giving access to the share capital of the Company (*valeurs mobilières donnant accès au capital*); or
- allocating free shares in accordance with articles L. 225-197-1 et seq. of the French Commercial Code; or
- implementing any Company stock options plan in accordance with articles L. 225-177 et seq. of the French Commercial Code or any similar plan; or
- allocating or selling shares to employees as part of their involvement in the performance of the Company or pursuant to employee savings plans (PEE) in accordance with applicable law and in particular articles L. 3332-1 et seq. of the French Labor Code; or
- canceling all or part of the shares so acquired, subject to the approval of the ninth resolution set forth below by the Extraordinary Shareholders' Meeting, in accordance with the terms and conditions set out in such resolution; or
- stimulating the secondary market or the liquidity of the Nexans share through an investment services provider

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operating totally independently and pursuant to a liquidity contract compliant with the ethical rules defined by the French regulatory authority (the Autorité des Marchés Financiers).

The Company may also carry out any operations on its shares for any reason permitted or that may come to be permitted by applicable laws and regulations. In this case, the Company will inform its shareholders through a press release.

The Company may acquire a number of shares such that:

- the number of shares acquired by the Company does not exceed 10% of the number of shares making up the capital of the Company on the day of purchase, provided however (i) that the number of shares which can be acquired for the purpose of being held in treasury and subsequently exchanged or given as payment in connection with a merger, spin-off or contribution shall not exceed 5% of the share capital of the Company and (ii) that when the shares are acquired in order to stimulate share liquidity as provided for by the general regulations of the Autorité des Marchés Financiers, the number of shares to be taken into account for purposes of calculating the 10% limit provided for in this paragraph will be equal to the number of shares purchased reduced by the number of shares resold during the term of the authorization;
- the number of shares held by the Company at any given time does not exceed 10% of the number of shares making up the share capital of the Company.

Shares may be bought, sold or transferred at any time within the limits authorized by the legal and regulatory provisions in force at any given time, except during a public tender offer, by any method, either through the regulated markets, multilateral trading systems, systematic internalizers or by way of a private agreement, including by buying or selling blocks of shares (without limiting the part of the share buy-back program which may be undertaken in this way), or through a public offer, a purchase or exchange of shares, the use of options or other derivatives whether traded on regulated markets, multilateral trading systems, through systematic internalizers or by way of private agreement, or by allocating shares in connection with the issuance of securities giving access to the share capital of the Company (valeurs mobilières donnant accès au capital), either directly or indirectly, through an investment services provider.

The maximum purchase price per share pursuant to this resolution shall be €80 (or the exchange value of this amount on the same date in all other currencies), this maximum price shall only apply to approved purchases starting from the date of this Meeting and not to futures transactions

entered into by virtue of an approval granted by a previous shareholders' meeting which provide for purchases of shares to take place after the date of this Meeting.

In case of re-sale of shares on the stock market, the minimum price at which treasury shares acquired pursuant to the buy-back program authorized by the present Shareholders' Meeting or any prior Shareholders' Meetings may be sold is set at €45 per share. This price shall also apply to the allocation of treasury shares held by the Company further to the issuance, at any time after the date of this Shareholders' Meeting, of securities giving access to the share capital of the Company (valeurs mobilières donnant accès au capital). Notwithstanding the foregoing, in the event that the Company makes use of the possibilities provided by the fifth paragraph of article L. 225-209 of the French Commercial Code, the price per share shall be determined in accordance with applicable laws and regulations. Furthermore, the minimum sales price shall not apply in the case of treasury shares exchanged or given as payment in connection with an acquisition, such price being applicable both to transfers decided after the date of this Shareholders' Meeting and to futures the terms of which have been set prior to this Meeting and which provide for sales of shares due to take place after this Meeting.

The amount that may be spent by the Company to buy back its own shares may not exceed €100 million.

This authorization cancels, as from the date hereof, any remaining unused balances under any prior authorization granted to the Board of Directors for the purpose of allowing the Company to sell or purchase its own shares. This authorization shall expire at the end of the Shareholders' Meeting called to approve the financial statements for the year ending on December 31, 2011 and, in any event, no later than eighteen months after the date of this Shareholders' Meeting.

In the event of any change in the nominal value of the shares of the Company, of any increase of the share capital by way of incorporation of retained earnings, of allocation of free shares, of a share split or consolidation of shares, of the distribution of retained earnings or of any other assets, of repayment of the share capital and of any and all other transactions affecting shareholders' equity, the Shareholders' Meeting decides to delegate to the Board of Directors the necessary powers to adjust the abovementioned purchase price to take into account the effect of these transactions on the value of the shares.

The Shareholders' delegate to the Board of Directors the necessary powers, with the power to sub-delegate as permitted by law, for the purposes of implementing this authorization and, if necessary, defining the terms and

conditions of the operation of the buy-back program, in particular by placing orders on the stock market, entering into any and all agreements in particular for the keeping of a registry of shares purchases and sales, allocating or re-allocating the shares so purchased to the purposes sought by the Company, subject to applicable legal and regulatory conditions, determining, if necessary, how the rights of the holders of securities (*valeurs mobilières*) or options will be protected, subject to applicable legal and regulatory conditions, making all declarations required to be made to the *Autorité des Marchés Financiers* and any regulatory authority that may take its place, to carry out all formalities and, generally, take all required actions.

EXTRAORDINARY SHAREHOLDERS' MEETING

FOURTEENTH RESOLUTION

Delegation of competence to be given to the Board of Directors for the allocation of performance shares, whether already issued or to be issued, to employees and corporate officers of the Group, or to some of them, within the limit of a nominal amount of €156,000, subject to the performance conditions set by the Board of Directors.

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, and having considered the Board of Directors' Report and the special Statutory Auditors' report:

1. authorizes the Board of Directors to allocate free shares, whether already issued or to be issued (excluding preferred shares), on one or more occasions, in accordance with the provisions of articles L. 225-197-1 et seq. of the French Commercial Code, to those beneficiaries or categories of beneficiaries that it shall choose from among the employees of the Company or of related companies or groups as provided for in article L. 225-197-2 of that Code, and the corporate officers of the Company or of related companies or groups that meet the conditions set forth in article L. 225-197-1, II, of such Code under the conditions defined below;

2. decides that the total nominal amount of the existing or new shares which may be allocated pursuant to this authorization will not exceed €156,000 (the above limit will be increased by the par value of any shares that may be issued as part of any new financial transactions, in order to protect the rights of holders of securities giving access to the share capital), with the understanding that the maximum nominal

amount of the capital increases capable of being carried out immediately or in the future pursuant to this delegation will be deducted from the overall limit amount stipulated in paragraph 2(ii) of the 10th resolution of the Shareholders' Meeting of May 25, 2010 or, where applicable, from the amount of the limits stipulated in the resolutions of the same nature that might possibly succeed those resolutions during the period of validity of this delegation;

3. decides that the allocation of those shares to the beneficiaries will only become final subject to the application of the performance criteria already set by the Board of Directors prior to this Shareholders' Meeting and submitted in the Boards' report on the resolutions of this Shareholders' Meeting;

4. further decides that the allocation of those shares to their beneficiaries will become final either (i) at the end of a minimum vesting period, the length of which shall not be less than the one stipulated in the French Commercial Code as of the day of the Board of Directors' decision, the beneficiaries having to hold those shares for a minimum period, or (ii) at the end of a minimum vesting period of 4 years, the beneficiaries no longer being restricted by any conservation period, with the understanding that in the two cases the allocation of shares to their beneficiaries shall become final before the expiration of the aforementioned vesting period in the event of disability of the beneficiary corresponding to classification in the second or third category set forth in Article L. 341-1 of the French Social Security Code and that the shares shall be freely transferable in the event of disability of the beneficiary corresponding to classification in the aforementioned categories of the French Social Security Code.

5. confers full authority on the Board of Directors, with the power to sub-delegate within the legal limits, for the purpose of implementing this authorization and particularly for the purpose of:

- determining whether the performance shares are shares to be issued or existing ones;
- determining the identity of the beneficiaries, or of the category or categories of beneficiaries, of the allocations of shares among the employees and corporate officers of the Company or the aforementioned companies or groups and the number of shares allocated to each of them;
- sets the conditions and, where applicable, the criteria for allocation of the shares, particularly the minimum vesting period and the conservation period required of each beneficiary, under the conditions stipulated above, with the understanding that in the case of shares granted freely to corporate officers, the Board of Directors must

either (a) decide that the shares granted freely cannot be transferred by the interested parties so long as they remain in office, or (b) set the number of freely granted shares that they are required to hold in registered form so long as they remain in office;

- provides for the authority to suspend the allocation rights temporarily;
- records the dates of final allocation and the dates as of which the shares may be freely transferred, taking into consideration the legal restrictions;
- in the case of the issuance of new shares, deducts, where applicable, from the reserves, profits or issue premiums, the amounts necessary to pay for those shares, record the capital increases realized pursuant to this authorization, makes the corresponding amendments to the Bylaws and in general accomplishes all the necessary acts and formalities;

6. decides that the Company, where applicable, may adjust the number of freely allocated shares so as to protect the rights of the beneficiaries of such shares, taking into account in particular the consequences of certain transactions on the Company's share capital, in particular in the event of a modification of the nominal value of the shares, a capital increase through the incorporation of reserves, an allocation of free shares, an issuance of new shares or securities giving the right to acquire shares of the company with preferential subscription rights in favor of existing shareholders, share splits or consolidation of shares, the distribution of retained earnings, issuance premiums or any other asset, the repayment of share capital, the modification of the rights to share in profits as a result of the issuance of preferred shares or any other transactions affecting shareholders' equity or share capital (including in the case of a tender offer or a change of control), provided that the shares allocated in application of these adjustments shall be deemed to have been allocated on the same day as the shares initially allocated;

7. acknowledges that in the event of the free allocation of new shares, this authorization shall entail, as and when those shares are finally allocated, a capital increase by way of incorporation of reserves, profits or issue premiums for the benefit of the beneficiaries of those shares and a corresponding waiver by the shareholders of their preferential subscription right to those shares, in favor of the beneficiaries thereof;

8. acknowledges that, if the Board of Directors uses the authorization granted to it under this resolution, the Board of Directors shall report on the use made by it of such authorization to the next Ordinary Shareholders' Meeting, in accordance with Articles L. 225-197-1 to L. 225-197-3 of

the French Commercial Code and subject to the conditions set out in Article L. 225-197-4 of the Code;

9. acknowledges that this authorization cancels, as of today, any remaining unused balance under any authorization given previously to allocate free of charge existing or new shares to employees or corporate officers of the Company or of related companies or groups, or to some of them;

10. decides that this authorization is given for a period of eighteen months as of this date.

FIFTEENTH RESOLUTION

Authorization to be given to the Board of Directors for the purpose of freely allocating existing or future shares to employees, or to some of them, up to the limit of a nominal amount of 14,000 euros.

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, and after having considered the Board of Directors' Report and the Statutory Auditors' special report:

1. authorizes the Board of Directors, within the scope of the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code, to make one or more free allocations of existing or future shares (with the exception of preferred shares), for the beneficiaries or categories of beneficiaries that it shall choose from among the employees of the Company or the related companies or groups under the conditions set forth in Article L. 225-197-2 of that Code, or the related companies or groups that fulfill the conditions stipulated in Article L. 225-197-1, II of that Code, under the conditions specified below;

2. decides that the total nominal amount of the existing or future shares allocated pursuant to this authorization cannot be greater than 14,000 euros (this limit shall be increased, where applicable, by the nominal amount of any additional shares that may be issued as part of any new financial transactions, in order to protect the rights of holders of securities giving access to the share capital), with the understanding that the maximum nominal amount of the capital increases capable of being realized immediately or in the future pursuant to this delegation shall be deducted from the amount of the overall limit stipulated in paragraph 2(ii) of the 10th resolution of the Shareholders' Meeting of May 25, 2010 or, where applicable, from the amount of the limits stipulated in the resolutions of the same nature that might possibly succeed those resolutions during the period of validity of this authorization;

3. decides further that the allocation of those shares to their beneficiaries shall only become final either (i) upon the end of a minimum vesting period which shall be no shorter than the minimum vesting period set by the French Commercial Code on the date of the decision of the Board of Directors, the beneficiaries having to hold those shares for a minimum period, or (ii) upon the end of a minimum vesting period of 4 years for French residents and / or for tax residents outside France, the beneficiaries no longer being restricted to any holding period, with the understanding that in both cases, the allocation of the shares to their beneficiaries shall become final before the expiration of the aforementioned vesting period in the case of the disability of a beneficiary corresponding to classification in the second or third category under article L. 341-1 of the French Social Security Code and that the shares are freely transferable in the case of the disability of the beneficiary corresponding to the classification in the aforementioned categories of the French Social Security Code;

4. confers full authority on the Board of Directors, with the power to sub-delegate within the legal limits, for the purpose of implementing this authorization and particularly for the purpose of:

- determining whether the shares freely allocated are shares to be issued or are existing ones;
- determining the identity of the beneficiaries, or the category or categories of beneficiaries, of the allocations of shares among the employees or corporate officers of the Company or the aforementioned companies or groups and the number of shares allocated to each of them;
- setting the conditions and, where applicable, the criteria for allocation of the shares, particularly the minimum vesting period and the holding period required for each beneficiary, under the conditions stipulated above;
- providing for the authority to suspend the allocation rights temporarily;
- recording the dates of final allocation and the dates as of which the shares may be freely transferred, taking into consideration the legal restrictions;
- in the case of the issuance of new shares, deducting, as applicable, from the reserves, profits or issue premiums, the amounts necessary to pay for those shares, recording the capital increases realized pursuant to this authorization, making the corresponding amendments to the Bylaws and in general accomplishing all the necessary acts and formalities;

5. decides that the company may, where applicable, make the necessary adjustments in the number of freely allocated shares in order to protect the rights of the beneficiaries, in accordance with possible transactions involving the Company's share capital, particularly in the event of a modification of the par value of the share, a capital increase through the incorporation of reserves, an allocation of free shares, an issuance of new shares or securities giving the right to acquire shares of the company with preferential subscription rights in favor of existing shareholders, share splits or consolidation of shares, a distribution of reserves, issue premiums or any other asset, the repayment of share capital, the modification of the rights to share in profits as a result of the issuance of preferred shares or any other transactions affecting shareholders' equity or share capital (including by way of a public tender offer and/or a change of control), on the understanding that the shares allocated in application of these adjustments shall be deemed to have been allocated on the same day as the shares initially allocated;

6. acknowledges that in the event of the free allocation of new shares, this authorization shall entail, as and when those shares are finally allocated, a capital increase by way of incorporation of reserves, profits or issue premiums for the benefit of the beneficiaries of those shares and a corresponding waiver by the shareholders of their preferential subscription right to those shares, in favor of the beneficiaries thereof;

7. acknowledges the fact that in the event that the Board of Directors makes use of this authorization, it shall inform the Ordinary Shareholders' Meeting each year of the transactions carried out pursuant to the provisions of Articles L. 225-197-1 to L. 225-197-3 of the French Commercial Code, under the conditions set forth in Article L. 225-197-4 of that code;

8. acknowledges that this delegation cancels as of today, where applicable, any remaining unused balance under any delegation given previously to the Board of Directors for the purpose of carrying out free allocations of existing or future shares to employees and corporate officers of the Company or related companies or groups, or to some of them;

9. decides that this authorization is given for a period of eighteen months as of this date.

SIXTEENTH RESOLUTION

Authorization to be given to the Board of Directors to increase the share capital through an issuance, reserved for members of employee share savings plans and without preferential subscription rights, of shares or securities giving access to the share capital of the Company (valeurs mobilières donnant accès au capital) up to €400,000 in par value.

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, and having considered the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-129-2, L. 225-129-6 and L. 225-138-1 of the French Commercial Code and of Articles L. 3332-18 to L. 3332-24 of the French Labor Code:

1. delegates to the Board of Directors, with the power to sub-delegate as permitted by law, the necessary powers to increase the share capital, on one or more occasions, up to a global maximum par value of €400,000 (the nominal amount of the shares that may issued, in addition, in the event of new financial transactions, to preserve the rights of holders of securities giving access to the share capital of the Company (valeurs mobilières donnant accès au capital) will be added to this limit, as applicable, by the issuance(s) of shares or securities giving access to the share capital of the Company reserved for members of one or several employee savings plans (or members of any other plan to whom a capital increase may be reserved on similar conditions pursuant to Articles L. 3332-1 et seq. of the French Labor Code or any similar law or regulation which would permit the reservation of an increase in capital in similar conditions) which may be put in place by the group made up of the Company and all foreign and French companies within the scope of consolidation of the Company in accordance with Article L. 3344-1 of the French Labor Code; provided that this resolution may be used to introduce systems with a leverage effect and that the maximum par value of any capital increase which may immediately be made pursuant to this resolution shall be deducted from the overall maximum limit of 24.8 million euros as stipulated in paragraph 2(ii) of the 10th resolution of the Shareholders' Meeting of May 25, 2010 or from the global maximum limit potentially provided by a resolution of the same nature which could succeed such resolution during the term of this delegation;
2. decides that the authorization granted by the present resolution shall expire at the end of a period of eighteen months as from the date of this Meeting;
3. decides that the issue price for the new shares or securities giving access to the share capital of the Company (valeurs mobilières donnant accès au capital) which may be issued

under this resolution will be determined in accordance with Articles L. 3332-18 et seq. of the French Labor Code and shall be equal to at least 80% of the Reference Price (as defined hereafter); however, the Board of Directors is hereby expressly authorized by the Shareholder's meeting to reduce or not grant the aforementioned discount if the Board deems this advisable, to the extent permitted by applicable laws and regulations, in particular in order to take into account, inter alia, applicable laws, taxes, accounting and social security regimes. For the purposes of this paragraph, the Reference Price shall mean the average of the opening price of the shares on the regulated market by Euronext Paris over the twenty trading days preceding the day on which the decision is taken to open the subscriptions to members of employee share savings plans;

4. authorizes the Board of Directors to allocate, free of charge, to the beneficiaries mentioned above, in addition to the shares or securities giving access to the share capital of the Company (valeurs mobilières donnant accès au capital) to be subscribed to in cash, new or existing free shares or securities giving access to the share capital of the Company (valeurs mobilières donnant accès au capital), in lieu of all or part of the discount on the Reference Price and/or in substitution for the employer's contribution; provided however that the benefit procured by the grant of such free shares or securities does not exceed the applicable legal and regulatory limits set by Articles L. 3332-10 et seq. of the French Labor Code;

5. decides to suppress, in favor of the abovementioned beneficiaries, the preferential subscription rights of existing shareholders to subscribe to the shares and securities giving access to the share capital of the Company (valeurs mobilières donnant accès au capital) issued pursuant to this authorization and also decides that the shareholders renounce, for no consideration, in the case of an allocation of free shares, of any right they may have to receive such free shares or securities giving access to the share capital of the Company (valeurs mobilières donnant accès au capital), including their right to any part of the premiums, profits or reserves incorporated to the capital for the purpose of issuing the free shares allocated pursuant to this resolution;

6. authorizes the Board of Directors, subject to the terms and conditions set out in this authorization, to sell shares to the members of employee share savings plans as provided for by Article L. 3332-24 of the French Labor Code, it being specified that the nominal amount of the shares so transferred with a discount to the members of one or several employee share savings plans mentioned in this resolution shall be deducted from the overall maximum limits mentioned in paragraph 1 above;

7. decides that the Board of Directors shall have full authority, with the power to sub-delegate as permitted by

law, and subject to the limits and conditions defined above, for the purposes of carrying out the authorization granted to it by the present resolution, and in particular by:

- determining, in accordance with applicable law, the list of companies whose beneficiaries as mentioned above may subscribe to shares or securities issued pursuant to this resolution and, as the case may be, be allocated free shares or securities giving access to the share capital of the Company (valeurs mobilières donnant accès au capital);
- deciding that the issuance may be subscribed to either directly by beneficiaries who are members of share savings plans or through employee share funds or through any other structures or entities permitted by applicable laws and regulations;
- determining the conditions, in particular in terms of length of employment within the Company, which the beneficiaries of the capital increases must satisfy;
- setting the opening and closing dates for the subscriptions;
- determining the amount of any issuances made pursuant to this resolution and deciding in particular, the issue prices, the dates, time-periods, terms and conditions of the subscriptions, the methods of payment and delivery and the date from which dividends will be payable on new shares, which may be retroactive, the rules of reduction in the case of over-allotment, as well as the other terms and conditions applicable to the issuances, in accordance with applicable laws and regulations;
- when free shares or securities giving access to the share capital of the Company (valeurs mobilières donnant accès au capital) are allocated, determining the nature, characteristics and number of shares or securities to be issued and the number to be allocated to each beneficiary, deciding the dates, time-periods and terms and conditions under which free shares and securities will be allocated, in compliance with applicable laws and regulations, and in particular deciding whether to allocate free shares or securities giving the right to acquire shares in the Company in lieu of all or part of the discount on the Reference Price referred to above or in substitution for the employer's contribution, up to the value of the free shares or securities, or a combination of these two methods;
- in the case of issuance of new shares, deducting, as may be required, from the reserves, profits or issue premiums, the amounts necessary to pay up such shares;
- acknowledging the completion, by the amount of capital subscribed, of each capital increase and amending the Bylaws accordingly;
- charging the costs incurred in connection with the capital increase, as the case may be, to the proceeds thereof and deducting from such proceeds any amount necessary to increase the legal reserve to one-tenth of the new share capital after each capital increase;
- entering into any and all agreements, taking all measures and accomplishing all formalities required, whether directly or indirectly through a service provider, subsequent to the capital increases and amending the Bylaws accordingly;
- generally, entering into any and all agreements to ensure the successful completion of the contemplated issuances, taking all measures and accomplishing all formalities required for the issuance, the listing and the financial services to be provided in connection with the securities issued pursuant to this authorization and the exercise of all rights attached thereto or subsequent to the increases of capital;

8. decides that this authorization cancels, as of today, any remaining unused balance under any authorization previously given to the Board of Directors for the same purpose, namely any authorization to increase the share capital through the issuance, without preferential subscription rights, of shares or securities giving access to the share capital of the Company (valeurs mobilières donnant accès au capital) reserved for members of employee share savings plans.

SEVENTEENTH RESOLUTION

Amendment of the By-laws, Article 12, paragraph 1 («Directors' term of office - Age limit»)

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, and having considered the Board of Directors' report, decides to amend paragraph 1 of Article 12 of the By-laws ("Directors' term of office – Age Limit") as follows:

Former wording:

"The term of office of all directors appointed before the beginning of the 2004 financial year shall be 6 years, and 4 years for all directors appointed after the beginning of the 2004 financial year."

New wording:

"The term of office of all directors is 4 years. As an exception, shareholders may appoint directors for terms of one, two or three years in order to allow for a staggered renewal of the directors' terms of office."

Draft resolutions

EIGHTEENTH RESOLUTION

Amendment of the By-laws, Article 12, paragraph 3
(«Directors' term of office - Age limit»)

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, and having considered the Board of Directors' report, decides to amend paragraph 3 of Article 12 of the By-laws ("Director' term of office – Age Limit") as follows:

Former wording:

"No more than one-third of the directors in office should be above the age of 70. Any director in office who reaches this age shall be deemed to have officially resigned on the date of the first ordinary general shareholder's meeting following his 70th birthday."

New wording:

"No more than one-third of the directors in office should be above the age of 70, as appreciated at the time of any appointment. Any appointment resulting in a violation of this rule shall be null and void."

ORDINARY SHAREHOLDERS' MEETING

NINETEENTH RESOLUTION

Powers to complete legal formalities

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, confers all necessary powers on any bearer of an original, a copy or an extract of the minutes of this Shareholders' Meeting, for the purpose of carrying out any and all filings and formalities relating to the resolutions adopted by the Shareholders' Meeting.

Presentation of candidates to the board of directors



ROBERT BRUNCK

Election

61 years - Independent director
Chairman of the Board of Directors
of CGGVeritas

Tour Maine Montparnasse
33 avenue du Maine
75755 Paris Cedex 15 (France)

Number of shares held: 0

Expertise/Experience: Robert Brunck entered Compagnie Générale de Géophysique (CGG) in 1985. He became subsequently Deputy Director (1987), Financial and Legal Director (1989), Deputy Chief Executive Officer (1991), General Manager (1995), Vice President Chief Executive Officer and Director (1998), before to be appointed Chief Executive Officer on May 20, 1999.

CGG purchased the company Veritas on January 12, 2007 to become Compagnie Générale de Géophysique-Veritas (CGGVeritas), where he subsequently became Chairman and Chief Executive Officer, then Chairman of the Board of Directors. He also holds numerous positions with several academic and professional organizations, such as the French Petroleum Institute (Institut Français du Pétrole - "IFP"), the National School of Geology [École Nationale Supérieure de Géologie] and the French Oil and Gas Supplies and Services Council [Groupement des Entreprises Parapétrolières et Paragazières] (GEP).

Corporate offices held as of 03.24.2011:

- Chairman of the Board of Directors of CGGVeritas
- Chairman of the Association for Research and Development of Industrial Methods and Processes « Association pour la Recherche et le développement des Méthodes et Processus Industriels (ARMINES) »
- Director of the European Center of Permanent Education « Centre Européen d'Education Permanente (CEDEP) »
- Director of National School of Geology « Ecole Nationale Supérieure de Géologie (ENSG) »
- Director of Mining Geology Search Agency « Bureau de Recherches Géologiques et Minières (BRGM) »
- Director of French Oil and Gas Supplies and Services Council « Groupement des Entreprises Parapétrolières et Paragazières (GEP) »



CYRILLE DUVAL

Election

62 years - Independent director
General Secretary of Eramet Alloys,
Director of Eramet

Tour Maine Montparnasse
33 avenue du Maine
75755 Paris Cedex 15 (France)

Number of shares held: 500

Expertise/Experience: Cyrille Duval was appointed Chief Operating Officer of Aubert et Duval (A&D) in 1987.

Following the merger of A&D into the Eramet group in 1999 he became General Secretary of A&D in 2001, in charge of Information Systems, Quality and Legal matters, and Administrative and Financial Director of A&D in 2004. He has been General Secretary of Eramet Alloys since 2007.

In parallel, he has been since 2005 a director and a member of the Finance Committee at Metal Securities (management structure for the consolidated cash and cash equivalents within Eramet). In 2006, he became a director of Comilog (main mining affiliate of the Eramet's Manganese Division), and then in 2007 a member of Eramet's Nickel Committee (in charge of hedging strategy for the Nickel Division).

Mandates and positions held as of 03.22.2011:

- Deputy Chief Executive Officer of Sima (group Eramet)
- Chief Executive officer of CEIR SAS
- Chairman of Forges de Monplaisir (group Eramet)
- Chairman of AD TAF (group Eramet)
- Managing Director of Transmet (group Eramet) and Sorame SCA
- Director of Metal Securities, permanent representative of Sima (group Eramet)
- Director of Comilog (group Eramet), Stard SA and Eramet

Presentation of candidates to the board of directors



FRANCISCO PÉREZ MACKENNA

Election

53 years - Non independent Director
Chief Executive Officer of the
Chilean Company Quiñenco S.A.
Enrique Foster Sur 20, 14th Floor
Las Condes, Santiago (Chili)

Number of shares held: 0

Expertise/Experience: Francisco Pérez Mackenna has served as Chief Executive Officer of Quiñenco since 1998. He is also a Director of many Quiñenco group companies, including Banco de Chile, Madeco, CCU, Inversiones y Rentas, LQIF, ECUSA, CCU Argentina and Advisor to the Board of Viña San Pedro Tarapacá. Prior to joining Quiñenco, between 1991 and 1998, Mr. Pérez Mackenna was CEO of CCU. He is also advisory board member of the Booth school of business University of Chicago and EGADE business school Instituto Tecnológico de Monterrey, México and professor at the business school of Universidad Católica de Chile.

Mandates and positions held as of 12.31.2010:

- Chief Executive Officer of Quiñenco*
- Director of the following companies belonging to Quiñenco group: Banco de Chile, SM Chile S.A. *, Madeco, Cía. Cervecerías Unidas S.A. Chile*, CCU Argentina S.A. *, Cía Industrial Cervecera S.A. Argentina*, Inversiones y Rentas*, Idalum S.A. *, Madeco Mills S.A. *, LQ Inversiones Financieras, Embotelladoras Chilenas Unidas S.A. *, Foods Cía. Alimentos CCU S.A. *, Cía. Pisuera de Chile S.A. *
- Advisor to the Board of Viña San Pedro Tarapacá (Quiñenco group)



MOUNA SEPEHRI

Election

47 years - Independent director
Delegate Director to the Chairman
and CEO Office of Renault
Member of the Executive Committee
13-15 Quai Le Gallo
92513 Boulogne Billancourt Cedex
(France)

Number of shares held: 500

Expertise/Experience: Mouna Sepehri rejoined Renault in 1996 as the group's Delegate General Counsel. She has been closely associated with the group's international growth and more particularly with the formation of the Renault-Nissan Alliance in 1999. In 2007, she rejoined the Office of the Deputy Director in the Chairman's Office, entrusted with the management of transverse teams. In 2009, she was named as the Deputy Director for this activity. In this position, Mouna Sepehri is responsible for pilot projects and manages a team of about one hundred people based in three countries. Since April 12, 2011, Mouna Sepehri is appointed Delegate Director to the Chairman and CEO Office of Renault and supervises the functions reporting to the General Secretariat, as well as the Legal Department and the Company Services Department. She will also be in charge of the Communications strategy. She joins the Executive Committee of Renault as of the same date.

Mandates and positions held as of 04.12.2011:

- Delegate Director to the Chairman and CEO Office of Renault
- Member of the Executive Committee of Renault

* Positions held in foreign companies or institutions.

Presentation of candidates to the board of directors



GIANPAOLO CACCINI

Renewal

72 years - Independent director

Member of the Appointments and Compensation Committee

President of Assovetro, Association of Italian Glass Manufacturers
Via Caradosso n°17
20123 Milan (Italy)

Number of shares held: 487

Date of first election: June 15, 2001

Expertise/Experience : Entered the Saint-Gobain Group as Sales Director (1973-1980). After having then directed several divisions, branches and affiliates, including Vetrotex Italie Spa and Saint-Gobain Desjonquères SA France, he was named Chief Executive Officer for North America and Senior Corporate Executive Vice President for the Group (1996-2000), then Chief Executive Officer from 2000 to 2004. He has been President of Assovetro (Association of Italian Glass Manufacturers) since 2004.

Mandates and positions held as of 31.12.2010:

- President of Assovetro*, Association of Italian Glass Manufacturers
- Chairman of Saint-Gobain Corporation*



GEORGES CHODRON DE COURCEL

Renewal

60 years - Non independent Director

Chairman of the Accounts and Audit Committee

Chief Operating Officer of BNP Paribas

Member of the Executive Committee
3 rue d'Antin 75002 Paris (France)

Number of shares held: 229

Date of first election: June 15, 2001

Expertise/Experience : Entered BNP in 1972. After various management positions, he became Senior Corporate Executive Vice President in 1993, then Chief Operating Officer in 1996. Member of the Executive Committee and manager of the Finance and Investment Bank of BNP Paribas (1999-2003), then Chief Operating Officer starting in 2003.

Mandates and positions held as of 31.12.2010:

- Chief Operating Officer of BNP Paribas
- Member of the Executive Committee of BNP Paribas
- Chairman of Financière BNP Paribas SAS, Compagnie d'Investissement de Paris SAS, BNP Paribas (Suisse) SA*
- Vice-Chairman of Fortis Bank SA/NV*
- Director of Bouygues SA, Alstom, F.F.P. (Société Foncière Financière et de Participations), Verner Investissements SAS, Erbé SA*, GBL (Groupe Bruxelles Lambert)*, Scor Holding (Switzerland) AG*, Scor Global Life Rückversicherung Schweiz AG*, Scor Switzerland AG*
- Member of the Supervisory Board of Lagardère SA
- Non-voting Director of Exane, Scor SE, Safran

* Positions held in foreign companies or institutions.

Presentation of candidates to the board of directors



JÉRÔME GALLOT

Renewal

51 years - Independent director
Chairman of the Appointments and Compensation Committee
Member of the Accounts and Audit Committee
Chief Executive Officer of Veolia Transdev
38 avenue Kléber
75799 Paris Cedex 16 (France)

Number of shares held: 920 (with his wife)

Date of first election: May 10, 2007

Expertise/Experience: Auditor at the Court of Audit for three years, he rejoined the Office of the Secretary General of the Inter-Ministerial Committee for European Economic Cooperation Issues, SGCI (1989 to 1992), then the Office of the Budget Director. Subsequently Director of the Office of the Ministers of Industry, Postal Services and Telecommunications, and Foreign Trade, of the Civil Service, then of the Deputy Minister of Finance (1993 to 1997). He became Director General for Competition, Consumer Affairs and Fraud Prevention at the Ministry of the Economy, Finance and Industry (1997 to 2003) before rejoining the Deposit and Consignment Office [Caisse des Dépôts et Consignations] as Director and member of the Executive Committee. He was Chairman of CDC Entreprises from 2006 to March 2011 and since 2009, a member of the Executive Committee of the Strategic Investment Fund [Fonds Stratégique d'Investissement] (FSI). He became Chief Executive Officer of Veolia Transdev on 3 March 2011.

Mandates and positions held as of 02.04.2011:

- Member of the Management Committee Group of the Caisse des Dépôts
- Director of Caixa Seguros*, Plastic Omnium
- Member of the Supervisory Board of Schneider Electric SA
- Non-voting Director of NRJ Group

* Positions held in foreign companies or institutions.



NICOLAS DE TAVERNOST

Renewal

60 years - Independent director
Chairman of the Board,
Groupe M6
89 avenue Charles de Gaulle
92575 Neuilly Cedex (France)

Number of shares held: 501

Date of first election: May 10, 2007

Expertise/Experience: Liaison Officer at the Office of the Minister of Foreign Trade (1974), liaison officer at the Office of the Secretary of State for Postal Services and Telecommunications. In 1986, he rejoined Lyonnaise des Eaux as Director of Audiovisual Activities. Chief Executive Officer of M6 since its creation in 1987, he has been Chairman of the Board since 2000.

Mandate and positions held as of 31.12.2010:

- Chairman of the Board of M6
- Member of the Supervisory Board of Ediradio SA (RTL)
- Director of Antena 3*, GL Events SA, Club des Girondins de Bordeaux, Extension TV SA, TF6 Gestion SA and Société Nouvelle de Distribution SA

Overview of 2010 financial year

Net sales for 2010 totaled 6.179 billion euros and a slight organic growth of +0.4% (at current non-ferrous metal prices).

2010 KEY FIGURES

(in millions of euros)	At constant non-ferrous metal prices	
	2009	2010
Sales	4,026	4,039
Operating margin	241	207
Operating margin rate (% of sales)	6.0%	4.8%
Net income attributable to equity holders of the company (Group share)	8	82
Diluted EPS (euros)	0.29	2.84

SALES BREAKDOWN BY BUSINESS SECTOR

(in millions of euros)	At constant non-ferrous metal prices	
	2009	2010
Energy		
- Infrastructures	1,798	1,814
- Industry	746	875
- Building	838	879
Telecoms		
- Infrastructure	185	182
- Private Networks (LAN)	221	244
Other	22	26
Sub-total : Cable business	3,810	4,020
Electrical wires	216	289
Group total	4,026	4,309

OPERATING MARGIN BY BUSINESS SECTOR

(en millions d'euros)	2009	2010
	Energy	
- Infrastructure	179	138
- Industry	6	22
- Building	44	28
Telecoms		
- Infrastructure	16	9
- Private Networks (LAN)	6	16
Other	(11)	(13)
Sub-total : Cable business	240	200
Electrical wires	1	7
Group total	241	207

2010 RESULTS BY BUSINESS ⁽¹⁾

Energy

83% of Group sales
85% of Group operating margin

Positions

As the leading global manufacturer of power cables, Nexans holds excellent positions in energy infrastructure markets in Europe, North America, South America and Australasia.

The Group is a world leading supplier of umbilical cables, high-voltage terrestrial and submarine cables, and cables for the shipbuilding, railway rolling stock and aeronautics industries.

2010 performance

- Sales posted by the Energy business amounted to 3,568 million euros, down by 1% on a like-for-like basis.
- Operating margin fell by 18% to 188 million euros, corresponding to 5.3% of sales (2009: 6.8%).

Trends

- Energy transmission and distribution enjoy strong prospects worldwide, owing to requirements for more reliable networks, upgrades, expansion projects and network interconnection.

High-voltage submarine applications represent a major growth driver, with a number of large-scale projects in progress and scheduled. Energy needs are driving prospecting activity and the development of new gas and oil fields (especially offshore locations), mainland-to-island links and network interconnection. At the same time, ecological imperatives are feeding demand for renewable energies. Nexans has a technological edge in all these areas and is well placed to propose effective solutions for the future.

- In Industry, Nexans focuses on the Energy and Transportation sectors. The Group offers advanced solutions for oil & gas production, power plants, wind farms, solar installations, shipbuilding, aeronautics, automotive applications and railway rolling stock. Nexans also has a strong presence in transport infrastructure and related equipment.

- In the building market, Nexans has continued to develop high-performance fire-resistant and flame-retardant cables.

In its main markets, the Group has crafted an offering tailored to increasingly stringent safety requirements.

Telecom

10% of Group sales
12% of Group operating margin

Positions

Nexans' Telecom cables business is divided between Local Area Networks or LANs (43%) and Telecom Infrastructure networks (57%). Nexans is extremely well positioned in the LAN market in the United States.

In the infrastructure market, the Group focuses on optical fiber networks for FTTH (Fiber To The Home) and FTTx (Fiber To The x) applications.

2010 performance

- Telecom cables generated sales of 426 million euros, down by 0.3% on a like-for-like basis.
- Operating margin amounted to 26 million euros, equating to 6.0% of sales (2009: 5.5%).

Trends

Nexans continues to pursue selective expansion geared towards high-performance solutions.

- In the LAN market, the Group will focus on integrated 10 Gbit offerings, an area in which Nexans has a widely-recognized technological edge.
- In the infrastructure market, Nexans is strengthening its position in optical fiber networks.

The association with Sumitomo Electric Industries, one of the world's top manufacturers of optical fiber, has enabled the Group to provide European operators with state-of-the-art technology solutions.

⁽¹⁾ Sales and growth figures given in this section are based on a comparable Group structure and on constant non-ferrous metal prices. Operating margin data have been calculated on the basis of sales at constant non-ferrous metal prices.

Electrical Wires

7% of Group sales **3% of Group operating margin**

Nexans produces wirerods, the cable industry's core base product in Europe, North America and South America.

Most of Nexans' production is purchased by Group business units.

2010 performance

- Sales for Electrical Wires came in at 289 million euros, up by 22% on a like-for-like basis.
- Operating margin amounted to 7 million euros or 2.4% of sales.

In Europe, the Electrical Wires business now serves only Nexans' needs. The Chauny plant in France was closed at the beginning of 2010.

In Canada, one-third of electrical wires produced from Montreal-based casting operations are used by Group plants. The remaining two-thirds are allocated to processing services for external customers.

In South America, the Group produces electrical wires mainly for the Peruvian and Chilean markets.

Trends

In 2011, Nexans will maintain its policy of producing electrical wires primarily to meet its own needs.

TRENDS AND OUTLOOK FOR 2011

Sales volumes should continue to rise sharply in 2011, with a particularly sharp increase expected in the first half compared with the same period of 2010. Operating profitability bottomed out in 2010 and is expected to climb steeply in 2011. While noting that the accuracy of any forward-looking data will be affected by the actual scale of the upturn as well as by changes in commodity prices – an area that is outside the Group's control – Nexans considers that it could achieve an operating margin of around 5.5% in 2011.

(2010 Management Report extract)

Commenting on the 2010 results, Frédéric Vincent, Chairman and CEO, said : « *The overall improvement in the market environment in the second half has enabled Nexans to announce results slightly above expectations for sales and operating margin, and far better than anticipated for net debt. In a context marked by sharp hikes in raw material prices, our teams have strenuously defended margins and continued to reduce working capital. The end of the year also witnessed an upturn in the performance of our high-voltage submarine cable business, while the signing of major contracts, such as the Malta-Sicily interconnection, the Skagerrak IV project and the Estlink II project underscored the Group's lead in this promising market segment.*

In this context, we feel confident as we embark on 2011. For 2011 as a whole, sales should continue to improve and therefore grow by more than 5% for the year ».

(2010 Annual Results - Press release extract)

Financial results for the last 5 financial years

	2010	2009	2008	2007	2006
I- SHARE CAPITAL AT THE END OF THE FISCAL YEAR					
a) Share capital (in thousands of euros)	28,604	28,013	27,936	25,678	25,265
b) Number of shares issued	28,604,391	28,012,928	27,936,953	25,678,355	25,264,955
II- RESULTS OF OPERATIONS (IN THOUSANDS OF EUROS)					
a) Sales before taxes	12,882	14,498	18,262	13,263	13,061
b) Income before taxes, employee profit-sharing, depreciation amortization, and provisions	38,136	71,586	106,864	92,939	134,305
c) Income taxes	(672)	(256)	3 199	672	-249
d) Employee profit-sharing due for the fiscal year	121	95	124	74	152
e) Income after tax and employee profit-sharing, depreciation, amortization, and provisions	28,684	61,743	94,461	110,031	88,095
f) Dividends		28,101	55,942	50,744 *	31,648
III- INCOME PER SHARE (IN EUROS)					
a) Income after tax and employee profit-sharing, but before depreciation, amortization, and provisions	1.33	2.56	3.71	3.59	5.32
b) Income after tax and employee profit-sharing, depreciation, amortization, and provisions	1.00	2.20	3.38	4 .28	3.49
c) Dividend per share	-	1.00	2.00	2.00	1.20
IV- PERSONNEL					
a) Average headcount for employees during the fiscal year (number of employees)	6	6	6	6	6
b) Total fiscal year payroll (in thousands of euros)	3,101	4,924	4,719	3,351	3,556
c) Total amount paid for employee benefits during the fiscal year (in thousands of euros)	1,023	1,641	1,573	1,117	1,185

* This amount does not include a complementary dividend of €10,650 relating to 2006 paid on 02/22/2008.

Notes

A series of horizontal dotted lines for taking notes, arranged in two columns.



This request duly completed must be returned:

- **If you hold registered shares:** to Société Générale - Service Assemblée (BP 81236, 32 rue du Champ de Tir, 44312 Nantes Cedex 03, France).
- **If you hold bearer shares:** to the intermediary that manages your securities account.

Information request form

Mixed Shareholders' Meeting Tuesday May 31st, 2011 at 3 p.m.

Quai Branly Museum, 37 quai Branly – 75007 Paris, France

I, the undersigned Mrs Miss Mr. Company

Name (or company name): First name :

Full address:

Holder of registered shares and/or bearer shares

Wish to receive the documents and information for the next Mixed Shareholders' Meeting specified in article R.225-83 of the French Commercial Code.

Signed at: Dated

Signature



Nota: Pursuant to Article R. 225-88 paragraph 3 of the French Commercial Code, registered shareholders, upon simple request, may obtain from the Company documents and information specified in Articles R. 225-81 and R. 225-83 of the French Commercial Code for all subsequent Shareholders' Meetings. Registered shareholders who wish to benefit from this option should specify so in this document.

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Nexans is a top-ranking player in the cable industry, with 23,700 employees in 40 countries. The Group develops cabling solutions for the Infrastructure, Industry and Building and Local Area Network (LAN) markets. Energy and Transportation are at the core of Nexans' development. Customer orientation, commitment, operational excellence and work globally characterize the mindset that mobilizes Nexans' teams as they use their expertise to provide customers with solutions that are superior in terms of performance, safety, reliability, energy efficiency and environmental protection. Nexans' 2010 results exceeded expectations against a highly challenging backdrop and the Group continued to grow in stature and to invest for the future during the year. Nexans is targeting a further improvement in business growth and profitability in 2011.



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