

The Board of Directors and the Committees_

G�rard Hauser	Chairman of the Board
Gianpaolo Caccini	Director
Georges Chodron de Courcel	Director
Bertrand Durrande	Director
Jacques Garaialde	Director
Robert Mahler	Director
Patrick Puy	Director
Ervin Rosenberg	Director
Jean-Louis Vinciguerra	Director

June 15, 2001

Members of the Board

As of June 15, 2001, the Board of Directors comprises the following nine members:

G rard Hauser, 59 years old, has been Chairman and CEO of Nexans since the end of 2000. He is on the Board of Directors of Electro-Banque, the H l ne Azaria Foundation, Nexans Deutschland and Nexans Maroc.

Gianpaolo Caccini, 62 years old, has been General Director of the Saint-Gobain group since 2000, after joining the group in 1988.

Georges Chodron de Courcel, 51 years old, is a member of the Executive Committee and Head of the Banque de Financement et Investissement BNP Paribas. He is also on the Board of Directors of Bouygues and Scor, and a member of the Supervisory Board of the Lagard re group.

Bertrand Durrande, 50 years old, Chairman of the Board of Metaleurop, Vice-Chairman of the Supervisory Board of Penarroya Oxide SA and member of the Board of the F d ration des Minerais et M taux.

Jacques Garaialde, 45 years old, is Managing Director of "Carlyle Europe Internet Fund", part of "The Carlyle Group".

Robert Mahler, 55 years old, is President of Alstom France and of Gimelec, the grouping of French manufacturers of electrical and electronic equipment.

Patrick Puy, 45 years old, is Chairman and CEO of Moulinex.

Ervin Rosenberg, 65 years old, is Advisor to the Chairman and a member of the Supervisory Board of the Compagnie Financiere Edmond de Rothschild Banque. He is on the Board of Directors of Thomson SA, a member of the Supervisory Board of Entreprise Mini re et Chimique and of LCF Rothschild Financial Services.

Jean-Louis Vinciguerra, 57 years old, is Managing Director of the Resources branch of France Telecom.

Committees set up by the Board of Directors

At a board meeting held on July 4, 2001, the Board of Directors created two specialized Committees with the mandates and modes of operation described below.

The Accounts Committee

This committee comprises two independent members, Mr Georges Chodron de Courcel and Mr Jean-Louis Vinciguerra. Its functions include ensuring the relevance and consistency of the accounting methods used to draw up the corporate financial statement and consolidated accounts of the Group, verifying that the internal collection and control procedures guarantee information integrity, and giving the Board of Directors its opinion regarding the significant missions entrusted to the Auditors by the companies of the Group, and their fees.

The Compensation Committee

This committee comprises two independent members, Mr Patrick Puy and Mr Ervin Rosenberg. It gives proposals to the Board of Directors regarding the remuneration of the company officers, including that of the Chairman and CEO, and gives its opinion on the plans for share subscription or purchase proposed by the Chairman and CEO.

Auditing of the accounts

Auditors

- Barbier Frinault et Autres/
Arthur Andersen
41, rue Ybry
92200 Neuilly-sur-Seine
represented by Mr Alain
Gouverneyre.

Date of first appointment:
Ordinary General
Shareholders' Meeting
of February 21, 2000.

Date of current appointment:
Ordinary General
Shareholders' Meeting
of May 9, 2000.

Date of expiry of current term of office: after the General Shareholders' Meeting held to approve the accounts of the year ending December 31, 2005.

- Ernst & Young Audit
4, rue Auber, 75009 Paris
represented by Mr Jean-
Claude Lomberget.

Date of first and current appointment:
Combined General
Shareholders' Meeting
of October 17, 2000.

Date of expiry of current term of office: after the General Shareholders' Meeting held to approve the accounts of the year ending December 31, 2005.

Deputy auditors

- Mr Pascal Macioce
41, rue Ybry
92576 Neuilly-sur-Seine Cedex

Date of first appointment:
Ordinary General
Shareholders' Meeting
of February 21, 2000.

Date of current appointment:
Ordinary General
Shareholders' Meeting
of May 9, 2000.

Date of expiry of current term of office: after the General Shareholders' Meeting held to approve the accounts of the year ending December 31, 2005.

- Mr Jacques Rigo
4, rue Auber, 75009 Paris

Date of first and current appointment:

Combined General
Shareholders' Meeting
of October 17, 2000.

Date of expiry of current term of office: after the General Shareholders' Meeting held to approve the accounts of the year ending December 31, 2005.