

The securities mentioned herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "Securities Act"). They may not be offered or sold in the United States or to, or for the account or benefit of U.S. persons, except pursuant to an exemption from the registration requirements of the Securities Act. Nexans does not intend to register any portion of the proposed offering in the United States and no public offering will be made in the United States. Any offers of the securities described in this press release will be subject to the restrictions of directive 2003/71/EC of the European Parliament and of the Council of November 4th, 2003 (the "Prospectus Directive") including any relevant implementing measures in each member state of the European Economic Area in which the prospectus directive has been implemented. Potential investors into whose possession this press release comes are required by the Company and the Underwriters to inform themselves about and to observe these restrictions. Any offers made in violation of these restrictions will be unlawful.



Press Release

Offering by Nexans of bonds convertible into and/or exchangeable for new or existing shares (OCEANE)

**Exercise of the over-allotment option:
amount of the issue increased to €212.6 million**

Paris, June 19, 2009 – The Lead Manager and Bookrunner for the offering of Nexans' bonds convertible into and/or exchangeable for new or existing shares (OCEANE) due January 1, 2016 (the "Bonds") launched on June 15, 2009 has informed Nexans that it is exercising the over-allotment option granted to the underwriters in full.

As a result, the aggregate principal amount will be increased to €212.6 million, i.e., 4,000,000 Bonds.

This press release does not constitute an offer to purchase the Bonds, and Bonds will not be offered to the public in any jurisdiction other than France.

BNP Paribas is acting as Lead Manager and Bookrunner for the offering.

About Nexans

With energy as the basis of its development, Nexans, the worldwide leader in the cable industry, offers an extensive range of cables and cabling systems. The Group is a global player in the infrastructure, industry, building and Local Area Network markets. Nexans addresses a series of market segments from energy, transport and telecom networks to shipbuilding, oil and gas, nuclear power, automotive, electronics, aeronautics, handling and automation. With an industrial presence in 39 countries and commercial activities worldwide, Nexans employs 23,500 people and had sales in 2008 of 6.8 billion euros. Nexans is listed on NYSE Euronext Paris, compartment A. More information on www.nexans.com

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Notice to French Investors

For the purpose of the offering in France, a prospectus (the "French Prospectus") has been prepared consisting of the Company's Reference Document (*document de référence*) filed with the AMF on April 16, 2009 under No. D. 09-0255 (the "Reference Document"), the Update of the Reference Document (*actualisation du document de référence*) filed with the AMF on June 12, 2009 under No. D.09-0255-A01 (the "Update to the Reference Document"), a Securities Note (*Note d'opération*) and a summary of the French Prospectus (included in the Securities Note). Copies of the French Prospectus are available without charge at the registered office of Nexans, 8, rue du Général Foy, 75008 Paris, as well as on the Company's website (www.nexans.com) and the website of the AMF (www.amf-france.org). The attention of investors is drawn to the risk factors mentioned on pages 107 to 113, 238 to 252 and 265 to 267 of the Reference Document and to paragraph 2 of the Securities Note.

IMPORTANT NOTICE

No communication or information relating to the issuance by Nexans of bonds convertible into and/or exchangeable for new or existing shares (the "Bonds") may be transmitted to the public in a country where there is a registration obligation or where an approval is required. No action has been or will be taken outside of France, in any country in which such action would be required. The issuance or the subscription of the Bonds may be subject to legal and regulatory restrictions in certain jurisdictions and Nexans assumes no liability in connection with the breach by any person of such restrictions.

This press release is an advertisement and not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of 4 November 2003 as implemented in each member state of the European Economic Area (the "Prospectus Directive").

This press release is not an offer to the public, an offer to subscribe or designed to solicit interest for purposes of an offer to the public.

In France, the sale and purchase of the Bonds were made, initially, only to qualified investors in accordance with Article L. 411-2 of the Code monétaire et financier. The offer will be open to the public in France from June 16, 2009 to June 18, 2009, after the Autorités des marchés financiers has granted its visa on the prospectus relating to the issuance and admission of the Bonds on the Euronext Paris market.

In the various Member States of the European Economic Area that have implemented the Prospectus Directive, no action has been or will be taken to permit an offer to the public requiring a prospectus in any jurisdiction other than France. As a result, the Bonds may only be offered in these Member States:

- (a) *to legal entities which are authorized or regulated to operate in the financial markets or, if not so authorized or regulated, whose corporate purpose is solely to invest in securities;*
- (b) *to any legal entity which meets two or more of the following conditions: (1) an average of at least 250 employees during the last fiscal year; (2) a total balance sheet of more than €43,000,000 and (3) an annual net revenues of more than €50,000,000, as shown in its last annual or consolidated accounts; or*
- (c) *in any other circumstances that do not require the publication by the Company of a prospectus pursuant to Article 3(2) of the Prospectus Directive.*

For purposes of this paragraph, the expression an "offer to the public" of Bonds in each Member State having transposed the Prospectus Directive means the communication, to individuals or legal entities, in any form and by any means, of sufficient information on the terms and conditions of the offer of Bonds and the Bonds to be offered to enable an investor to decide to purchase or subscribe for the Bonds, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State.

This document is for distribution only to persons who (i) are outside the United Kingdom, (ii) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial promotion) Order 2005, (iii) are "high net worth entities" and other persons, to whom this Prospectus may be legally distributed within the meaning of Article 49(2) (a) to (d) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, or (iv) are any other person to whom this document may be communicated under applicable law (all such persons together being referred to as "Qualified Persons"). The Bonds and new or existing shares received upon conversion or exchange of the Bonds (the "Securities") are intended only for Qualified Persons, and no invitation, offer or agreements to subscribe, purchase or otherwise acquire such Securities may be proposed or concluded other than with Qualified Persons. Any person other than a Qualified Person may not act or rely on this press release or any provision thereof.

The Bonds have not been registered in Italy pursuant to Prospectus Directive and Italian securities legislation and, accordingly, no Bonds may be offered, sold or delivered, nor may copies of the French Prospectus or of any other document relating to the Bonds be distributed in Italy, except: (a) to qualified investors (investitori qualificati), pursuant to Article 100 of Legislative Decree no. 58 dated February 24, 1998, as amended (the "Financial Services Act") as defined in Article 34-ter of Regulation no. 11971 dated 14 May 1999 of Commissione Nazionale delle Società e della Borsa (the Italian Securities Exchange Commission, the "CONSOB"), as amended ("Regulation no. 11971"); or (b) pursuant to another exemption from the requirement of Article 94 et seq. of the Financial Services Act and Regulation No. 11971 of May 14, 1999, as amended from time to time, of CONSOB. Any offer, sale or delivery of the Bonds or distribution of copies of this press release or any other document relating to the Bonds in Italy must be effected in accordance with all Italian securities, tax, exchange control and other applicable laws and regulations, and, in particular, will be: (i) made by an investment firm, bank or financial intermediary permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 16190 of October 29, 2007, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended (the "Banking Act"); (ii) in compliance with Article 129 of the Banking Act, as amended, and the implementing guidelines of the Bank of Italy, as amended from time to time, pursuant to which the Bank of Italy may request information on the issue or the offer of securities in Italy; and (iii) in compliance with any other applicable laws and regulations or notification requirement or limitation which may be imposed by CONSOB or the Bank of Italy. This press release, any other document relating to the Bonds, and the information contained herein or therein are intended only for the use of its recipient and are not to be distributed to any third-party resident or located in Italy for any reason. No person resident or located in Italy other than the original recipients of this document may rely on it or its contents. Article 100-bis of the Financial Services Act affects the transferability of the Bonds in Italy to the extent that any placing of the Bonds is made solely with qualified investors and such Bonds are then systematically resold to non-qualified investors on the secondary market at any time in the 12 months following such placing. Where this occurs, if a prospectus compliant with the Prospectus Directive has not been published, purchasers of Bonds who are acting outside of the course of their business or profession may in certain circumstances be entitled to declare such purchase void and to claim damages from any authorized person at whose premises the Bonds were purchased, unless an exemption provided for under the Financial Services Act applies.

This press release does not constitute an offer of securities in the United States. The Bonds and the shares, if any, issuable upon conversion or exchange of the Bonds have not been and will not be registered under the Securities Act of 1933 as amended (the "Securities Act"), and may not be offered or sold in the United States except pursuant to an applicable exemption from registration. The Bonds are only being offered and sold outside of the United States in the context of an offshore transaction in accordance with Regulation S of the Securities Act. The Company does not intend to register all or part of the Bonds or shares in the United States, nor does it intend to make a public offer in the United States.

The distribution of this press release in certain countries may constitute a breach of applicable law. The information contained in this press release does not constitute an offer of securities for sale in the United States, Canada, Australia or Japan.

This press release may not be published, transmitted or distributed, directly or indirectly, in or into the United States, Canada, Australia or Japan.

In accordance with the terms of the underwriting agreement between the Company and the Underwriters, BNP Paribas, acting as stabilizing manager (or any other entity acting on its behalf) will have the ability, but not the obligation, as from the time at which the final terms of the Bonds and the offering become public, i.e., on June 15, 2009, to take steps so as to stabilize the market for the Bonds and possibly the shares of the Company, in accordance with applicable legislation, and in particular Regulation (EC) No. 2273/2003 of the Commission dated December 22, 2003. Such stabilization activities, if implemented, may be suspended at any time and will end at the latest on June 19, 2009, in accordance with article 8.5 of CE Regulation n° 2273/2003. Such stabilization activities may affect the price of the Bonds and shares and could result in market prices for such securities to be higher than those that might otherwise prevail.