



Press release

Paris, February 22, 2012

Issuance by Nexans of bonds convertible into and/or exchangeable for new or existing shares (OCEANE), due January 1, 2019

Amount of the issue increased to approximately €275 million following the exercise in full of the over-allotment option

Nexans (the "**Company**" and, together with its subsidiaries, the "**Group**") launched yesterday an offering of convertible / exchangeable bonds, known by their French acronym "OCEANE", due January 1, 2019 (the "**Bonds**").

HSBC and Société Générale Corporate & Investment Banking, acting as Joint Lead Managers and Joint Bookrunners of the Bonds issue have informed Nexans that today they exercised in full the over-allotment option granted to them.

As a result, the aggregate nominal amount of the issue of the Bonds has been increased to approximately €275 million, represented by 3,780,588 Bonds.

Furthermore, Société Générale, as stabilisation agent, has informed Nexans, pursuant to article 9 of Regulation No. 2273/2003 dated 22 December 2003 of the European Commission and article 631-10 of the *Règlement général* of the *Autorité des marchés financiers*, that no stabilisation has been carried out during the stabilisation period, which began on February 21, 2012 and ended today.

The expected issue and settlement-delivery date for the Bonds is expected to be February 29, 2012.

Availability of the prospectus

The French Prospectus, consisting of the reference document (*Document de Référence*) filed with the AMF on April 19, 2011 under No. D.11-0329, the Update of the reference document (*Actualisation du Document de Référence*) filed with the AMF on February 20, 2012 under No. D.11-0329-A01,a Securities Note (*Note d'Opération*) and a summary of the prospectus (*résumé*), received visa No.12-083 from the AMF on February 21, 2012. Copies of this prospectus are available free of charge at Nexans, 8, rue Général Foy, 75008 Paris. The French Prospectus may also be accessed on the websites of Nexans (www.nexans.com) and of the AMF (www.amf-france.org). Investors are urged to consider the risk factors set forth in section II.6 of the *Actualisation du Document de Référence*, as well as in section 2 of the *Note d'Opération*.

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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.

Nexans is a responsible industrial company that regards sustainable development as integral to its global and operational strategy. Continuous innovation in products, solutions and services, employee development and engagement, and the introduction of safe industrial processes with limited environmental impact are among the key initiatives that place Nexans at the core of a sustainable future.

With an industrial presence in 40 countries and commercial activities worldwide, Nexans employs 24,500 people and had sales in 2011 of nearly €7 billion. Nexans is listed on NYSE Euronext Paris, compartment A.

For more information, please consult www.nexans.com or <http://www.nexans.mobi>

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No communication and no information in respect of the offering by Nexans of Bonds or the repurchase of 2013 OCEANE may be distributed to the public in any jurisdiction where a registration or approval is required. No steps have been or will be taken in any jurisdiction outside France where such steps would be required. The offering or subscription of the Bonds or the repurchase of 2013 OCEANE may be subject to specific legal or regulatory restrictions in certain jurisdictions; Nexans takes no responsibility for any violation of any such restrictions by any person.

This press release is an advertisement for the purposes of applicable measures implementing Directive 2003/71/EC (such Directive and amendments thereto, including Directive 2010/73/EU, to the extent implemented in each relevant Member State, together with any applicable implementing measures in the relevant home Member State, the "Prospectus Directive").

This announcement does not, and shall not, in any circumstances, constitute a public offering nor an invitation to the public in connection with any offer.

The offer and sale of the Bonds in France will first be carried out through a private placement to investors covered in article L. 411-2 II of the French Code monétaire et financier. The offer will only be open to the public ("offer au public") in France after the granting of the "visa" by the French Autorité des marchés financiers on the prospectus relating to the issue of the Bonds and their admission to trading on Euronext Paris. **European Economic Area**

In the various Member States of the European Economic Area other than France (the "**Member States**") 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 Member State. 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.

United Kingdom

This press release is directed only at persons who (i) are located outside the United Kingdom, (ii) have professional experience in matters relating to investments and fall within Article 19(5) ("investment professionals") of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005, (iii) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations etc.") of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 or (iv) are persons to whom this communication may otherwise lawfully be communicated (all such persons together being referred to as "Relevant Persons"). The securities are directed only at Relevant Persons and no invitation, offer or agreements to subscribe, purchase or otherwise acquire securities may be proposed or made other than with Relevant Persons. Any person other than a Relevant Person may not act or rely on

this document or any provision thereof. Persons distributing this document must satisfy themselves that it is lawful to do so. Past performance of Nexans' securities should not be relied on as an indication of future performance.

This press release is not a prospectus which has been approved by the Financial Services Authority or any other United Kingdom regulatory authority for the purposes of Section 85 of the Financial Services and Markets Act 2000.

Italy

*The offering of the Bonds, and the issuance or delivery of any shares upon conversion or exchange of the Bonds (together, the "Securities"), has not been registered with or cleared by the Commissione Nazionale per le Società e la Borsa ("**CONSOB**") pursuant to the Prospectus Directive and Italian securities regulation and no prospectus has been or will be distributed in the Republic of Italy ("**Italy**"). Accordingly, the Securities have not been and will not be offered, sold or distributed, directly or indirectly, in Italy in an offer to the public of financial products under the meaning of Article 1, paragraph 1, letter t) of Legislative Decree No. 58 of February 24, 1998 as amended (the "**Financial Services Act**") and copies of this Offering Circular or any other document relating to the offering of the Securities may not and will not be distributed in Italy unless an exception applies. Therefore, the Securities may only be offered, sold or delivered within the territory of Italy:*

- (i) to qualified investors (investitori qualificati), as defined in Article 34-ter of CONSOB Regulation No. 11971 of May 14, 1999, both as amended (the "**Issuers Regulation**"); or*
- (ii) in any other circumstances where an express exemption from compliance with the restrictions on offers to the public applies, including, without limitation, as provided under Article 100 of the Financial Services Act and Article 34-ter of the Issuers Regulation.*

In addition, and subject to the foregoing, any offer, sale or delivery of the Securities in Italy or distribution of the prospectus or any document relating to the offering in Italy under (i) and (ii) above must be carried out:

- (a) by investment firms, banks or financial intermediaries authorized to carry out such activities in Italy in accordance with the Financial Services Act, the Issuers Regulation, CONSOB Regulation No. 16190 of October 29, 2007 and Legislative Decree No. 385 of September 1st, 1993 (the "**Banking Law**"), all as amended;*
- (b) in compliance with Article 129 of the Banking Law 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 offering or issue of securities in Italy; and*
- (c) in compliance with any other applicable laws and regulations, including any conditions, limitations or requirements that may be, from time to time, imposed by the relevant Italian authorities concerning, including, securities, tax matters and exchange controls.*

Any investor purchasing the Securities in the above mentioned offering is exclusively responsible for ensuring that any offer or resale of the Securities it purchased in this offering occurs in compliance with applicable laws and regulations. No person resident or located in Italy other than the original addressees of this document may rely on this document or its contents.

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Article 100-bis of the Financial Services Act affects the transferability of the Securities in Italy to the extent that any placing of the Securities is made solely with qualified investors and such Securities are then systematically resold to non-qualified investors on the secondary market at any time in the 12 months following such placing. Should this occur without the publication of a prospectus in conformity with the Prospectus Directive, and outside of the application of one of the exemptions referred to above, purchasers of Securities who are acting outside of the course of their business or profession shall be entitled, under certain conditions, to have such purchase declared void and to claim damages from any authorized intermediary at whose premises the Bonds were purchased.

United States

This press release may not be published, distributed or transmitted in the United States (including its territories and possessions, any state of the United States and the District of Columbia). This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. 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 (as defined in Regulation under the Securities Act), absent registration or 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 or to conduct a public offering in the United States.

Repurchase of 2013 OCEANE

This press release does not constitute an invitation to participate in the repurchase of 2013 OCEANE in or from any jurisdiction in or from which, or to or from any person to or from whom, it is unlawful to make such an invitation under applicable laws and regulations. In particular, the repurchase of 2013 OCEANE is not and will not be directed to the United States in any manner. Persons into whose possession this press release comes are required to inform themselves about, and to observe, any such legal or regulatory restrictions.

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