

### 8<sup>TH</sup> SHARE OFFERING RESERVED FOR NEXANS GROUP EMPLOYEES

**Paris La Défense, on April 12, 2018** – Nexans announced on February 15, 2018 the implementation of new employee shareholding plan.

In accordance with applicable regulations, this press release details certain features of the capital increase reserved for Nexans Group Employees.

This transaction will result in a share capital increase of Nexans company of a maximum 500,000 shares. The issuance of new shares is scheduled for July 18, 2018.

The main terms and conditions of this employee shareholding plan are described hereinafter.

#### ISSUER

Nexans (hereinafter the « **Company** »)  
Registered Office : 4 allée de l'Arche, 92400 Courbevoie, France  
Share Capital: € 43,508,425 divided into 43,508,425 shares as of March 31, 2018  
RCS Nanterre 393 525 852  
Compartment A – Euronext Paris (France)  
Common share ISIN: FR0000044448

#### PURPOSE OF THE TRANSACTION

This shareholding plan, which is in line with the policy of developing the employee shareholding within the Group will cover 24 countries. Nexans wishes to associate closely its employees in France and abroad with the Group's development.

This transaction, called "Act 2018", will consist in a unique offer including a leverage effect and an investment guarantee which could be adjusted according to the country in the form of a similar offer complying with the main offer's objectives, while taking into account local tax and legal requirements.

#### FRAMEWORK OF THE TRANSACTION – OFFERED SECURITIES

The Nexans' shareholders, at the May 11, 2017 General Shareholders Meeting, authorized the Board of Directors to increase the share capital of the Company in one or more occasions to a maximal nominal amount of (i) € 400,000 through the issuance of new shares reserved for employees of the Company and the French and foreign companies linked pursuant to Articles L.225-180 of the Commercial Code and L.3344-1 of the French Labor Code, and who are members of the Group Savings Plan and (ii) € 100,000 through the issuance of new shares reserved for the bank structuring, at the Company's request, an alternative employee shareholding plan in some countries.

In accordance with this delegation, the Board of Directors decided on November 22, 2017 of the principle of an issuance of ordinary shares to the employees members of the Group's Savings Plan to a subscription price which will be determined in accordance with the provisions of Article L.3332-19 of the French Labor Code, which can be subject to a discount. The Board decided about the main features of the transaction and granted the powers required to implement this transaction.

The CEO, acting on delegation of the Board of Directors, will decide the final terms and conditions of the transaction by a decision expected to occur on June 20, 2018; at this date, notably, he will set the subscription price of the newly-issued shares, which will be equal to the Reference Price less the 20 % discount.

The Reference Price will be acknowledged by the CEO on June 20, 2018; in accordance with the provisions of Articles L.3332-19 of the French Labor Code, it will be equal to the average of the opening price of the Nexans' share on the regulated market of Euronext Paris during 20 days preceding this date.

The maximum number of Nexans new shares that can be issued within the framework of this offer is 500,000 shares (corresponding to a share capital increase of a maximum nominal amount of € 500,000).

## CONDITIONS OF THE SUBSCRIPTION

- *Beneficiaries of the share offering reserved for the employees:* the beneficiaries of the offering are (i) the employees, and the corporate officers under the conditions provided for by Article L.3332-2 of the French Labor Code, the companies in the offering perimeter that are regardless of the nature of their employment contract (fixed or indefinite term length, full or part time employment) and that are able to justify a three-months seniority within the Group by the end of the withdrawal period and (ii) the early retirees and retirees of the French companies of the Group who have maintained assets within the Group Savings Plan France since leaving the Group.
- *Companies in the offering perimeter:*
  - Nexans, with a share capital of € 43,508,425, with its registered office located at 4 allée de l'Arche, 92400 Courbevoie, France, and
  - Companies of Nexans' Group having their registered office in France or abroad (i) in which Nexans holds directly or indirectly more than 50% of the share capital, (ii) that joined the Nexans' Group Savings Plan France or the Nexans' Group Savings Plan International and (iii) which are situated in one of the 24 following countries: Germany, Belgium, Brazil, Canada, Chili, China, Colombia, South Korea, Spain, United States, France, Ghana, Greece, Italy, Japan, Lebanon, Morocco, Norway, Peru, United Kingdom, Singapore, Sweden, Switzerland and Turkey.
- *Terms and conditions of subscription:* The shares will either be subscribed as registered shares, or through the FCPE, in accordance with the applicable regulation and/or applicable tax legislation in the various countries of residence of the beneficiaries of the capital share increase.
- *Subscription formula:* the employees will be able to subscribe some Nexans' shares through a FCPE (except local particular restrictions) within the scope of the unique subscription formula including a secured leverage effect allowing employees to benefit from a guarantee, in euros, for their initial investment. In some countries, employees will receive a Stock Appreciation Right in which the amount will be indexed by applying a comparable formula to of the one offered in the leveraged plan. Employees participating in the plan will benefit from a matching contribution from Nexans as described in the documentation related to the offer.

- *Subscription Threshold* : The beneficiaries' annual investments made in the offering in the Group Savings Plan (after consideration of the additional bank amount under the leveraged formula) shall not exceed in accordance with Article L.3332-10 of the French Labor Code, one-fourth of their estimated gross annual compensation for 2018, subject to other constraints resulting from local regulations.
- *Lock-up period applicable to Nexans' shares or to the corresponding FCPE units*: the subscribers of the offering shall hold the shares and the corresponding FCPE units during the time period of five years, i.e. until July 18, 2023, except in the case of an early release event.
- *Exercise of the voting rights attached to the shares*: when the shares will be subscribed and held through a FCPE, the voting rights attached to these shares will be exercised by the Supervisory Board of the FCPE concerned; when the voting rights will be held as registered item, the voting rights will be exercised individually by employees involved.

## **SCHEDULE**

- Reservation period: from May 7, 2018 (inclusive) to May 22, 2018 (inclusive)
- Determination and communication of the subscription price: June 20, 2018
- Revocation period: from June 21, 2018 (inclusive) to June 26, 2018 (inclusive)
- Issuance of the new shares: scheduled for July 18, 2018

## **HEDGING TRANSACTIONS**

With respect to the implementation of the guaranteed leveraged formula, the financial institution structuring the offering (Société Générale Corporate and Investment Banking) is likely to enter into hedging transactions, particularly as from the date on which the period of determination of the Reference Price will start, i.e. on May 7, 2018, and during the entire time period of the transaction.

## **LISTING**

The listing of the newly-issued shares to be traded on the regulated market of Euronext Paris (ISIN: FR0000044448), such as the listing of existing shares will be requested as soon as possible following the completion of the capital increase scheduled to occur on July 18, 2018.

## **SPECIFIC NOTIFICATION REGARDING INTERNATIONAL OFFERING**

This press release does not constitute an offer to sell or a solicitation to subscribe to Nexans' shares. The offering of Nexans' shares reserved for employees will be conducted only in the countries where such an offering has been registered with competent local authorities and/or following the approval of a prospectus by the competent local authorities or in consideration of an exemption of the requirement to prepare a prospectus or register the offering.

More generally, the offering will only be conducted in countries where all required filing procedures and/or notification have been completed and the required authorizations have been obtained.

## EMPLOYEE CONTACT

The beneficiaries may address all questions regarding this offering to their Human Resources contact person and/or to any other person specified in the documentation delivered to employees.

*This press release constitutes the information document required by Article 212-4 5° of the AMF general regulations and AMF instruction n°2016-04.*

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### About Nexans

As a global leader in advanced cabling and connectivity solutions, Nexans brings energy to life through an extensive range of best-in-class products and innovative services. For over 120 years, innovation has been the company's hallmark, enabling Nexans to drive a safer, smarter and more efficient future together with its customers. Today, the Nexans Group is committed to facilitating energy transition and supporting the exponential growth of data by empowering its customers in four main business areas: Building & Territories (including utilities, smart grids, emobility), High Voltage & Projects (covering offshore wind farms, submarine interconnections, land high voltage), Telecom & Data (covering data transmission, telecom networks, hyperscale data centers, LAN), and Industry & Solutions (including renewables, transportation, Oil & Gas, automation, and others). Corporate Social Responsibility is a guiding principle of Nexans' business activities and internal practices. In 2013 Nexans became the first cable provider to create a Foundation supporting sustainable initiatives bringing access to energy to disadvantaged communities worldwide. The Group's commitment to developing ethical, sustainable and high-quality cables drives its active involvement within several leading industry associations, including Europacable, The National Electrical Manufacturers Association (NEMA), International Cablemakers Federation (ICF) or CIGRE to mention a few. Nexans employs more than 26,000 people with industrial footprint in 34 countries and commercial activities worldwide. In 2017, the Group generated 6.4 billion euros in sales. Nexans is listed on the regulated market of Euronext Paris, compartment A.

For more information, please consult: [www.nexans.com](http://www.nexans.com)

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