

# Appropriation of capital and voting rights\_

## Capital stock and voting rights

The capital stock of the company totals 25,000,000 euros, represented by 25,000,000 shares with a par value of 1 euro each.

### Table of the variations in Nexans share capital since its incorporation

Date of General Shareholders' Meeting	Operation	Number of shares issued	Nominal value of shares	Nominal amount of capital stock increase	Paid-in capital or share contributions	Total amount of capital stock	Total number of shares
January 5, 1994	Incorporation	2,500	100 FRF	250,000 FRF	–	250,000 FRF	2,500
October 17, 2000	Capital stock increase	–	105 FRF	12,500 FRF	–	262,500 FRF	2,500
October 17, 2000	Capital converted to euros	–	16 €	–	–	40,000 €	2,500
October 17, 2000	Division of nominal share value	–	1 €	–	–	40,000 €	40,000
October 17, 2000	Capital stock increase	24,960,000	1 €	24,960,000 €	1,044,039,360	25,000,000 €	25,000,000

According to the information in the possession of the Company at July 12, 2001, the total number of voting rights, taking into account the double voting rights at this date amounts to 25,000,032.

The number of shareholders was approximately 111,000 on July 1, 2001, according to the statistics of the banks that managed the share offering.

### Notification of threshold crossing

As far as the Company is aware, on July 1, 2001, the shareholders holding directly or indirectly a share exceeding or equivalent to 5% of the capital are Alcatel (20%), K Capital Partners (5.07%) and Voltaire Asset Management Ltd (5%).

### Authorized capital increases

There exist no non-voting shares, or shares giving access to the capital.

The Company has been granted the following authorizations by the General Shareholders' Meeting of April 2, 2001.

	Maximum amount of the capital increase authorized	Validity deadline
<b>Authorization with preferential rights</b>		
Shares or other stocks or securities entitling the holder to immediate or future access to the capital stock and capitalizations of reserves <sup>(2)</sup>	25 million euros <sup>(1)</sup>	26 months from the date of the General Shareholders' Meeting
<b>Authorization without preferential rights</b>		
Shares or other stocks or securities entitling the holder to immediate or future access to a portion of the capital stock (including remitted under any public offer of exchange initiated by the Company or by a company in which Nexans holds directly or indirectly more than half the stock capital)	25 million euros <sup>(1)</sup>	26 months from the date of the General Shareholders' Meeting
<b>Employee authorization</b>		
Stock subscription options <sup>(4)</sup>	1,250,000 euros <sup>(2)</sup>	April 2, 2006
<b>Capital increase reserved to employees</b>	750,000 euros <sup>(3)</sup>	April 2, 2006

(1) Within the limit of an overall ceiling, all issues giving immediate or long term access to the nominal capital, with or without preferential subscription rights, of 25 million euros.

(2) With respect to the capitalization of reserves, the maximum nominal amount of the capital increase is limited to the total amount of the funds that can be capitalized.

(3) Mutually independent ceilings and independent of that provided for in sub-paragraph (1).

(4) This right had not been exercised as of July 1, 2001.

### Remuneration and benefits received by the Directors during the financial year ended December 31, 2001

The members of the Board of Directors received overall compensation of approximately 2.3 million euros for the financial year ended December 31, 2001 in their capacity as employees of Alcatel and certain of its subsidiaries. They hold Alcatel shares and stock options granted in the framework of a stock option plan.

### Purchase of its own shares

The General Shareholders' Meeting of April 2, 2001 authorized the Board of Directors, until confirmed by a subsequent Shareholders' Meeting to undertake the repurchase of its own shares up to a limit of 10% of the capital, and for an amount which shall not exceed 100 million euros, with an option to reduce the capital by an equivalent amount.

## Financial information and Shareholder relations

- Contacts

Requests for information or documents are to be addressed to Michel Gédéon, Financial Information Director.

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- Documentation

Nexans provides the public with general, economic and financial information about the Group on its Web site at <http://www.nexans.com/>, including press releases relating to Nexans.

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