



Paris, February 17, 2011

Compensation of the Chairman and Chief Executive Officer published in accordance with the AFEP-MEDEF Code of Corporate Governance and the Internal Regulations of the Board of Directors

The Board of Directors of 11 February 2011 took the following decisions in connection with the compensation of Frédéric Vincent as Chairman and CEO, upon proposal by the Appointments and Compensation Committee:

LTIP associated to stock option plan n°8	Since the thresholds triggering payment under the Long Term Incentive Plan (LTIP) associated to stock option plan n°8, of which Frédéric Vincent is a beneficiary, have not been reached, no payment will be made under this LTIP.
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Stock option plan n°8 : performance conditions to be fulfilled under the second vesting period	The performance conditions to be satisfied for the exercise of options granted to corporate officers who are members of the Executive Committee (including Frédéric Vincent) are satisfied on the second vesting period. As a result, the rights attached to the options vested on November 25, 2010 are confirmed.
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Rate of achievement of the quantitative objectives linked to the Group's financial performance in 2010	The Board noted that the rate of achievement of the quantitative objectives linked to the Group's financial performance in 2010, applicable to the determination of the variable compensation of Frédéric Vincent, amounts to 82.9%.
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Determination of the variable compensation for 2010	Taking into consideration the rate of achievement of the Group's quantitative objectives for 2010 and the appreciation of precise and pre-established qualitative objectives, the Board has decided to pay Frédéric Vincent a total variable compensation of 697,340 euros for 2010.
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Determination of the fixed and variable compensation for 2011	<p>The Board took the following decisions concerning the annual compensation of the Chairman and CEO in 2011:</p> <ul style="list-style-type: none">- Fixed annual compensation: 800,000 euros- Rate of variable compensation: 100% of the base compensation, with a possible variation between 0% and 150% of the base compensation depending on the achievement of the objectives. The quantitative objectives represent 65% of the variable compensation, the balance being qualitative objectives.
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Long-term compensation policy Possible performance shares plan

On February 11, 2011, the Board of Directors decided to change the Group's long-term compensation policy and to submit a proposal at the Annual Shareholders' Meeting to authorize the Board to grant performance shares to the Group's key senior managers (including members of the Executive Committee), as well as a restricted number of restricted (free) shares (not subject to performance conditions) to certain high-potential managers.

The Board has already set the following principles for the Group performance share policy, which are published in section 8.4 of the 2010 Management Report :

- Perimeter: The categories of beneficiaries will be similar to those of the stock option grants carried out by the Group in the past, i.e. around 250 employees in some thirty countries.
- Beneficiaries: The grants will include approximately 156,000 performance shares and less than 14,000 restricted (free) shares without performance conditions, the latter to be granted to certain high-potential managers.
- Dilutive impact: In view of the above-described characteristics, the dilutive impact of the contemplated plan on the share capital is around 0.60%.
- Performance conditions: Shares granted to the Chairman and CEO and other members of the Executive Committee will only vest if the beneficiary still forms part of the Group on the vesting date and will be subject to two pre-determined performance conditions that will be assessed over a period of at least three years.

One of the conditions will be based on financial performance (sales margin) compared with a representative panel, and the other will be assessed by reference to Nexans' share performance, again compared with a representative panel.

Any performance shares granted to the Chairman and CEO in accordance with this new policy will comply with the recommendations of the AFEP-MEDEF Corporate Governance Code and to the characteristics set forth in the Internal Regulations of the Board (published in full on the Company's web site : www.nexans.com) and described in the 2010 Management Report. Such characteristics include the following¹:

Timing	Annual grant, except where decided otherwise by the Board (and appropriately justified) and in exceptional circumstances.
Performance conditions	Performance shares granted to Executive Committee members (including the Chairman and CEO) will only vest if the Appointments and Compensation Committee formally acknowledges that the performance conditions set by the Board at the grant date have been met.
Custody Obligation	The Chairman and CEO is required to keep a significant and increasing number of any performance shares acquired upon vesting.
Prohibition of hedging instruments	Performance shares granted to members of the Executive Committee (including the Chairman and CEO) may not be hedged.
Recommended "black out" periods	Group procedure on insider trading.

¹ It being specified that as of the date of this publication, Nexans has never yet implemented a restricted (free) shares plan or performance shares plan.