

## Shareholders' rights and obligations

### Shareholders' Meetings

Ordinary or extraordinary Shareholders' Meetings are convened and shall deliberate in accordance with the conditions laid down by law. When the required quorum is present, the Shareholders' Meeting represents all the shareholders. Its decisions are binding on everyone, including absent or dissenting shareholders.

All shareholders may participate in meetings either personally, via a representative or by letter subject to providing proof of identity and of ownership of his/her shares either by registration of the shares or by filing an immobilisation certificate for bearer shares at the location stated in the convocation five days before the date of the meeting. This 5 day period may be reduced by decision of the board of directors.

All shareholders may also, if the board of directors so decides when the meeting is convened, vote at the general meeting using any remote transmission methods (Internet) in accordance with the conditions and methods provided for by law.

Members who participate in the Annual Shareholders' Meeting to be held in June 2002 will be invited to approve a resolution permitting shareholders to vote by videoconference or by any other means of telecommunication which permits them to be identified, subject to the conditions laid down by regulation.

### Form and registration of shares, identification of shareholders and statutory thresholds

Shares are registered until they are fully paid up.

Fully paid up shares may be registered or bearer at the option of the shareholder, subject to the provisions of paragraph (2) below. In addition to the legal obligation of a shareholder to inform the company when its holdings exceed certain fractions of the company's share capital, shareholders are subject to the following requirements:

1) a shareholder owning a number of shares in the company equal to or greater than 2 % of the share capital or voting rights must notify the company of the total number of shares held, within a period of fifteen days from the time the threshold is crossed, by registered letter with return receipt. A further notification must be sent, in accordance with the conditions hereof, each time that a multiple of 2% is reached.

2) a shareholder owning a number of shares in the company equal to or greater than 2 % of the share capital or voting rights, must request the registration of its shares no later than five trading days after the threshold has been crossed. The obligation to register applies to all shares already held as well as the shares held which exceed this threshold. A copy of the request sent by letter or fax to the company within fifteen days from the time the threshold has been crossed, shall be deemed to be notification of the crossing of the statutory threshold. This request must be sent, in accordance with the conditions hereof, each time a 2% threshold is crossed up to 50%.

To determine the thresholds fixed in paragraphs (1) and (2) above, any shares held indirectly and any shares considered as being shares held pursuant to articles L233-7 and following of the New Commercial Code, shall be taken into account.

In each notification or report filed as referred to above, the person making the notification or sending the report must certify that all shares held or indirectly considered as being held according to the previous paragraph, have been included, as well as the acquisition date.

In the event of non-compliance with paragraphs (1) and (2) above, subject to applicable law, the shareholder shall lose the voting rights corresponding to any shares which exceed the thresholds and which should have been declared.

Any shareholder whose holding in the share capital falls below one of the thresholds provided for in paragraphs (1) and (2) above, must also notify the company within a fifteen day time period and in the same manner as described above.

The existence of ownership of shares will be represented by a book entry in the share accounts maintained by Nexans or by an authorised intermediary, in the name of the shareholder.

Transfer of shares registered in an account will be made by transfer from account to account. All account entries, payments and transfers shall be made in accordance with applicable law.

If required by the laws and regulations in force, the company may require that the signatures on the declarations, transaction or payment orders be certified in accordance with the law and regulations in force.

The company may, subject to compliance with legal and statutory provisions in force, require that information relating to its shareholders or to holders of securities which convey immediate or future voting rights, be communicated to it by any financial intermediary, including their identity, the number of shares they hold and an indication, where appropriate, of any restrictions on the shares or securities held.

### Voting rights

Subject to applicable law and these bylaws, every member of the meeting shall have a number of votes equal to the number of shares that he possesses or represents.

However, a double voting right is attributed to all registered, fully paid up shares which have been registered in the name of the same holder for at least three years.

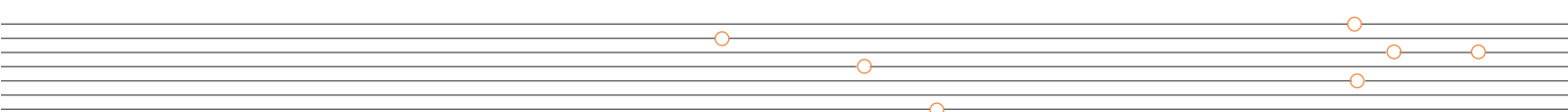
The double voting right shall automatically cease in respect of all shares which are converted to bearer or which are transferred. However, the period stated above will not be interrupted and the right will not be lost in the event of transfers from one registered shareholder to another registered shareholder by inheritance, whether on intestacy or by will, the sharing of an estate between spouses or a donation inter vivos to a spouse or relatives eligible to inherit.

Regardless of the number of shares which it possesses directly and/or indirectly, a shareholder's voting rights with respect to the votes attached to the shares it owns or in respect of which it has a power of representation, is limited to 8% of the votes cast and taken into account with respect to each vote on resolutions at a general shareholders' meeting. If a shareholder also possesses double votes either on its own behalf or as a representative, the stated limit may be exceeded taking into account only the additional voting rights up to the limit of 16 % of the votes cast and taken into account with respect to each vote on resolutions at a general shareholders' meeting. Shares which are held indirectly and those which are assimilated as being shares held pursuant to articles L233-7 and subsequent articles of the New Commercial Code shall be taken into account when determining this limitation.

The limitation determined in the above paragraph shall become automatically null and void as soon as an individual or a legal entity holds at least 66.66 % of the total number of shares in the company, whether individually or together with one or more individuals or legal entities, as a result of a takeover bid by way of purchase or exchange of shares for all the company's shares. The board of directors shall recognize the invalidation of the limitation when the results of the take over procedure are published.

The foregoing restriction does not affect the Chairman of the shareholders' meeting when voting pursuant to proxies received in accordance with the legal obligations contained in article L225-106 of the New Commercial Code.

The voting right is exercised by the holder of the beneficial right in shares at all ordinary, extraordinary or special general shareholders' meetings.



### Appropriation of income

The difference between revenue and expenses for the financial year, after provisions, constitutes the profit or loss for the financial year as recorded in the profit and loss account. Five percent of the profit, reduced as the case may be by previous losses, shall be paid to a legal reserve. This payment can be stopped once the legal reserve reaches one tenth of the share capital. It shall be resumed if, for any reason whatsoever, the reserve falls below this fraction.

The appropriation of the distributable profit, which consists of the profit for the financial year reduced by previous losses and the payment referred to above and increased by any profits carried forward, shall be decided upon by the general shareholders' meeting who on the recommendation of the board of directors, may retain it in whole or in part, allocate it to general or special reserve funds or distribute it to the shareholders as a dividend.

In addition, the general shareholders' meeting may decide to distribute amounts taken from the discretionary reserves either to create or supplement a dividend or as an extraordinary distribution. In this case, the decision shall indicate specifically the reserves from which the payments are made. However, dividends will be paid in priority from the distributable profit for the financial year.

The ordinary general shareholders' meeting may grant each shareholder the option of choosing between the payment of the dividend or the provision of interim dividends in cash or in shares for all or a proportion of the dividend distributed.

The general meeting or the board of directors, in the case of interim dividends, shall determine the date on which the dividend is to be paid.

