

## Appropriation of capital and voting rights

### Capital stock and voting rights

On December 31, 2001, the capital stock of the company totaled 25,000,000 euros, represented by 25,000,000 shares with a par value of 1 euro each.

Following the capital reduction pursuant to the cancellation of shares purchased under the buyback program and the capital increase reserved for employees, the capital stock as at April 19, 2002 totaled 23,121,472 euros, represented by 23,121,472 shares with a par value of 1 euro each.

There are no founder's shares.

### Number of voting rights

Following the implementation of the company's share buyback program, the total number of voting rights as published by Nexans in the *Bulletin des Annonces Légales Obligatoires* of November 14, 2001 was 23,499,363.

On December 31, 2001, as the Company had purchased 1,990,031 of its own shares under this program, the total number of voting rights stood at 23,009,969.

Following the increase in capital stock reserved for employees, the total number of voting rights has increased to 23,121,472 subject to the statutory voting right ceilings referred to in page 85.

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

| Date of General Shareholders' Meeting | Operation  | Number of shares issued/cancelled | Nominal value of shares | Nominal amount of capital increase/reduction | Paid-in capital or share contributions | Total amount of capital stock | Total number of shares |
|---------------------------------------|--|-----------------------------------|-------------------------|--|--|-------------------------------|------------------------|
| January 5, 1994                       | Incorporation                                    | 2,500                             | FRF 100                 | FRF 250,000                                  | -                                      | FRF 250,000                   | 2,500                  |
| October 17, 2000                      | Capital stock increase                           | -                                 | FRF 105                 | FRF 12,500                                   | -                                      | FRF 262,500                   | 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             |
| February 12, 2002                     | Capital reduction                                | 1,990,031                         | € 1                     | € 1,990,031                                  | -                                      | € 23,009,969                  | 23,009,969             |
| April 17, 2002                        | Increase in capital stock reserved for employees | 111,503                           | € 1                     | € 111,503                                    | -                                      | € 23,121,472                  | 23,121,472             |

### Shareholders

Nexans estimates the total number of shareholders between 70,000 and 100,000.

**Appropriation of capital and voting rights (on May 1, 2002)**

|                                  | Number of shares  |             | Voting rights*    |             |
|----------------------------------|-------------------|-------------|-------------------|-------------|
|                                  |                   |             |                   |             |
| Alcatel                          | 5,000,484         | 22%         | 5,000,484         | 22%         |
| Goldman Sachs                    | 1,499,832         | 6%          | 1,499,832         | 6%          |
| Brandes                          | 0                 | 0%          | 1,203,600         | 5%          |
| Other institutional shareholders | 12,728,388        | 55%         | 11,524,788        | 50%         |
| Individual shareholders          | 2,722,377         | 12%         | 2,722,377         | 12%         |
| Non-identified shareholders      | 1,170,487         | 5%          | 1,170,487         | 5%          |
| <b>TOTAL</b>                     | <b>23,121,472</b> | <b>100%</b> | <b>23,121,472</b> | <b>100%</b> |

\*At a General Shareholders' Meeting, a shareholder's voting rights is limited to 8 % of the votes cast.

The company is aware that Voltaire Funds, which previously held 5,07% of the share capital with 1,255,038 shares, has given notification that it has fallen below the 5% threshold. The information provided above is to the best knowledge of the company and is based in particular on a TPI (identifiable bearer shares), conducted in January 2002 and declarations made to the CMF.

Nexans is not aware of any pact declarations amongst its shareholders.

**Authorized but non-issued share capital**

There are no non-voting shares, or shares granting rights to the share capital, except for stock options granted as described at page 43 and pages 89 and 90.

**Authorized capital increases**

The Company has been granted the following authorizations by the General Shareholders' Meeting of April 2, 2001 and as proposed at the next General Shareholders' Meeting in June 2002: see *table below*.

|   | Maximum amount of the capital increase authorized | Validity deadline  | Application                               |
|---|---|--|---|
| <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 including in the event of a takeover bid by way of purchase or exchange of shares in the Company. <sup>(2) (4)</sup> | 25 million euros <sup>(1)</sup>                   | April 2, 2006  | None                                      |
| <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 in the event of a takeover bid by way of purchase or exchange of the Company's shares <sup>(4)</sup>                         | 25 million euros <sup>(1)</sup>                   | General Shareholders' Meeting to approve the 2006 financial statements | None                                      |
| <b>Employee authorization</b>   |   |  |   |
| Stock subscription options <sup>(5)</sup>   | 1,250,000 euros <sup>(3)</sup>                    | April 2, 2006  | 544,500 options granted at April 19, 2002 |
| Capital increase reserved for employees   | 750,000 euros <sup>(3)</sup>                      | April 2, 2006  | 111,503 shares issued April 17, 2002      |

(1) Within the limit of an overall ceiling, all issues giving immediate or future access to the share 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) The General Shareholders' Meeting of June 2002 will not be asked to renew the authorizations relating to capital increases in the case of a take over bid. These authorizations expire at that Meeting.

(5) The General Shareholders' Meeting of June 2002 will be invited to approve a new authorization to grant options for a maximum of 900,000 shares and for a period of 38 months. This new authorization cancels and replaces the preceding authorization.

### Stock subscription options

Pursuant to the authorization granted by the Ordinary and Extraordinary General Shareholders' Meeting of April 2, 2001, the Board of Directors voted on November 16, 2001, to adopt a stock option plan for the granting of options giving the right to subscribe to new shares in the company, issued by way of increase in its capital stock.

At April 19, 2002, a total of 544,500 stock subscription options had been granted, each conferring the right to one Nexans share.

### Analysis by category of recipient

|   | Date of allocation | Number of recipients | Number of options granted <sup>(1)</sup> | Price (euros) | Expiry date   |
|---|--------------------|----------------------|--|---------------|---------------|
| Executives<br>(Mr Hauser)                   | Nov. 16, 2001      | 1                    | 55,000                                   | 17.45         | Nov. 15, 2009 |
| Group employees<br>(ten leading recipients) | Nov. 16, 2001      | 12                   | 181,000                                  | 17.45         | Nov. 15, 2009 |

(1) Total number of options granted at the end of each period of 12 months following the date of attribution.

### Buyback of Nexans shares

Pursuant to the authorization granted by the Ordinary and Extraordinary General Shareholders' Meeting of April 2, 2001, the Board of Directors voted on September 27, 2001, to implement a share buyback program, covering a maximum of 10% of the issued capital stock, as a result of which it repurchased and cancelled 1,990,031 shares. The General Shareholders' Meeting of June 25, 2002 will be asked to renew the authorizations

relating to the repurchase and cancellation of shares on the same terms as adopted by the previous General Shareholders' Meeting, in particular pertaining to the limit of 10% of the capital.

As of May 15, 2002 a transaction note on the share buyback program was being examined by the French *Commission des Opérations de Bourse*.