NEXANS
***Société anonyme* with registered capital of €25 678 355**
Registered office: 16, rue de Monceau - 75008 PARIS
393 525 852 R.C.S. PARIS

REPORT OF THE BOARD CONCERNING THE RESOLUTIONS PRESENTED FOR A VOTE OF THE MIXED GENERAL MEETING OF APRIL 10, 2008

Ladies and Gentlemen,

We have called you to this Mixed Shareholders' Meeting today in order to submit 20 resolutions for your approval. What follows are details regarding the purpose of such resolutions and our comments relating thereto.

First, we propose that you adopt the 9 following resolutions, that are within the purview of the Ordinary Shareholders' Meeting.

ANNUAL ACCOUNTS – CONSOLIDATED ACCOUNTS – ALLOCATION OF INCOME – RELATED PARTY TRANSACTIONS

The **first two resolutions** relate to the approval of the annual and consolidated accounts for the fiscal year ended on December 31, 2007 and to the discharge of the Directors from their duties for the 2007 fiscal year. The accounts that are submitted were prepared in accordance with applicable regulations, using IFRS (International Financial Reporting Standards) for the consolidated accounts and in accordance with French legal and regulatory requirements for the annual accounts.

The **third resolution** relates to the allocation of income for the 2007 fiscal year and the payment of dividends. We propose that you approve the distribution of a dividend of €2 per share, the payment of which would occur on April 29, 2008.

The purpose of the **fourth resolution** is the approval, pursuant to article L.225-38 of the French Commercial Code (*Code de commerce*), of the related party transactions entered into during the 2007 fiscal year, which are the subject of a special report by the Company's Statutory Auditors.

The purpose of the **fifth resolution** is the approval, required in the case of a related party transaction, of an indemnity in case of removal of Frédéric Vincent from his office, and of the related amendment of his employment contract.

Mr. Frédéric Vincent's employment contract with the Company was suspended on May 15, 2006 following his appointment as Chief Operating Officer (*Directeur Général Délégué*). Pursuant to this contract as amended and ratified by the Shareholders' Meeting of May 10, 2007, if dismissed for any reason other than serious fault or gross negligence, in addition to the indemnification provided for in the applicable collective bargaining agreement, Mr. Vincent is entitled to a contractual indemnity equal to twenty-four times the amount of his latest total gross monthly compensation, defined as the latest monthly fixed compensation plus an amount equal to 60% of the latest monthly fixed compensation.

The Board proposes that you:

- ratify the granting to Frédéric Vincent of an indemnity payable in case of removal from his office of Chief Operating Officer of the same amount as the contractual indemnity, the 60% nominal rate being replaced by a reference to the bonus rate applicable at the time of removal for the purpose of calculating both the contractual dismissal indemnity and the removal indemnity;
- ratify the principle that the contractual dismissal indemnity cannot be claimed if the removal indemnity has been claimed, and vice-versa;
- in accordance with the provisions of the law of August 21, 2007, ratify the subordination of the payment of the contractual indemnification and of the removal indemnification to performance criteria related to (a) quantitative goals linked to the financial performance of the group set by the Board of Directors at the beginning of each year in connection with the setting of the performance criteria that determine the variable part of Frédéric Vincent's compensation, with the goal achievement rate being determined by the Board at the beginning of the following year and published in the Board's report on the previous fiscal year; and (b) the share price performance of the Company as compared with that of the SBF 120 index. The performance conditions are published on the Company's website and will give rise, with regards to the contractual indemnity, to a new amendment to Mr. Vincent's employment contract which will specify the fact that the such contractual dismissal indemnity shall be calculated on the basis of the last salary paid to Frédéric Vincent.

RENEWAL OF DIRECTORS' MANDATES

In the **sixth resolution**, it is proposed that you renew Ms Colette LEWINER's mandate as Director, which is coming to an end, for a four-year term expiring at the end of the Shareholders' Meeting called to approve the financial statements for the year ending on December 31, 2011.

APPOINTMENT OF NEW DIRECTORS

In the **seventh and eighth resolutions**, it is proposed that you appoint Messrs. Frédéric VINCENT and Guillermo LUKSIC CRAIG (both presented hereafter) as Directors.

The Board proposes that you appoint Mr. Frédéric VINCENT, currently Chief Operating Officer of Nexans, as Director for a four-year term beginning at the end of the Mixed Shareholders' Meeting of this day and expiring at the end of the Shareholders' Meeting called to approve the financial statements for the year ending on December 31, 2011. This appointment would be made with a view to filling the vacancy to be left by Mr. Gérard Hauser, who has decided to resign from his office, absent exceptional circumstances, at the end of the Shareholders' Meeting called to approve the financial statements for the 2008 fiscal year.

The Board proposes that you appoint Mr. **Guillermo LUKSIC** CRAIG as Director as of the closing date of the contribution of the Madeco group's cable business to the Company (this transaction is described in more detail below, in the remarks relating to the fifteenth resolution), until the end of the Shareholders' Meeting called to approve the financial statements for the year ending on December 31, 2011.

Frédéric VINCENT (53 years old)

Expertise/experience:

Mr. Frédéric Vincent has been Chief Operating Officer of Nexans since May 15, 2006. From 1978 to 1985, Frédéric Vincent was a member of a major audit firm. He joined Alcatel in 1986, and Alcatel's Cables and Components branch in 1989. In 1994, he was appointed Deputy Managing Director (Administration and Finance) for the Alcatel undersea telecommunications activities, and then, in 1997, for the battery activity (Saft). In 2000, he became Chief Financial Officer of Nexans and was appointed as a member of the Executive Committee.

Guillermo LUKSIC CRAIG (52 years old)

Expertise/experience:

Mr. Luksic Craig is Chairman of the Board of Directors of the company Quiñenco, an industrial conglomerate listed in Chile, of which he is also a shareholder. M. Luksic Craig began his career within the Quiñenco group in 1975 and was appointed as Chairman of the Board of Directors in 1982.

Mr. Luksic Craig is currently Chairman of the Board of Directors of the Chilean companies Madeco, CCU (a diversified beverage company held by Quiñenco and its strategic partner Heineken, listed in Chile and in the USA), CNT Telefónica del Sur (a leading company in telecommunications in southern Chile) and Viña San Pedro (a company specialized in wine production). Since 2001, M. Luksic Craig has been a member of the Board of Directors of Banco de Chili, the second largest bank in Chile. Finally, in 2005, M. Luksic Craig was appointed as a member of the Board of Directors of the Chilean mining company Antofagasta plc, based in London and developing significant investments in Chile.

Mr. Luksic Craig is also an advisor to and a member of the managing bodies of various non-profit organizations, including the Ena Craig foundation and the Centro de Estudios Publico. He is also a director of the Finis Terrae University in Chile and served as a director of the American Thunderbird School of Global Management between 1998 and 2004.

DETERMINATION OF THE AMOUNT OF THE DIRECTORS' FEES

In the **ninth resolution**, you are requested to set the amount of the Directors' Fees allocated annually to the Board of Directors, for the 2008 fiscal year and for each following fiscal year until a new decision is taken, at €500,000 to take into account the increase of the number of Directors.

AUTHORIZATION TO THE BOARD OF DIRECTORS TO PURCHASE OR SELL SHARES OF THE COMPANY

In the **tenth resolution**, in accordance with the provisions of articles L. 225-209 *et seq.* of the French Commercial Code (*Code de commerce*), you are requested to authorize the Board of Directors, with the power to sub-delegate, to purchase or cause the purchase of shares of the Company, with a view to carrying out the following transactions: the delivery of shares in connection with external growth transactions; the delivery of shares in connection with the exercise of rights relating to securities convertible into or exchangeable for shares (*valeurs mobilières donnant accès au capital*); the implementation of any stock option plans; the allocation of free shares ; the allocation or transfer of shares to employees in order to allow them to participate in the Company's performance and the implementation of any employees savings plan; the cancellation of all or part of repurchased shares; the stimulation of the secondary market or of the liquidity of the Nexans share through an investment services provider and in connection with a liquidity contract.

The share purchases may relate to a number of shares such that:

- the total number of purchased shares does not exceed 10% of the total number of shares making up the capital of the Company at the date on which these purchases are made; it being specified that that the number of shares acquired for the purpose of being subsequently exchanged or given as payment in connection with a merger, spin-off or contribution shall not exceed 5% of the Company's capital;
- the number of shares held by the Company at any given time does not exceed 10% of the number of shares making up the share capital of the Company.

Shares may be bought, sold or transferred at any time within the limits authorized by legal and regulatory provisions in force, except during a public tender offer, and by any means. The maximum purchase price per share pursuant to this resolution is €120. In case of re-sale of shares on the stock market, the minimum price at which treasury shares may be sold is set at €50 per share. The amount that may be spent by the company to buy back its own shares may not exceed €150 million.

This authorization will expire at end of the Shareholders' Meeting called to approve the financial statements for the 2008 fiscal year.

<u>The Board then proposes the adoption of the following 9 resolutions, that are within the purview of the Extraordinary Shareholders' Meeting.</u>

AUTHORIZATION TO THE BOARD OF DIRECTORS TO REDUCE THE COMPANY'S SHARE CAPITAL BY CANCELLING TREASURY SHARES

In the **eleventh resolution,** and in relation to the tenth resolution authorizing the Board of Directors to purchase or cause the purchase of Company shares, in particular for the purpose of cancelling all or part of the shares so bought-back, the Board of Directors requests, for a term expiring on the day of the Shareholders' Meeting called to approve the financial statements for the fiscal year ending on December 31, 2008, the authorization to cancel all or part of the shares that the Company may acquire by virtue of any authorization given by the Ordinary Shareholders' Meeting under the conditions set in article L. 225-209 of the French Commercial Code (*Code de commerce*) and up to a maximum amount equal to 10% of the shares comprising the Company capital.

AUTHORIZATIONS TO BE GIVEN TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL

The Board of Directors wishes to retain its flexibility in the choices of issuances and to retain a quick and flexible access to the financial resources necessary for the development of the Nexans Group.

Consequently, in light of the the soon-to-expire delegations of authority currently in force, the Board of Directors requests that you renew these delegations under the conditions and limits presented in the summary table and explanations below.

<table>
<tr><th>Resolutions 12 to 19 (1)</th><th>Maximum amounts per resolution (2)</th><th>Maximum amounts applicable to resolutions (2)</th><th>Overall maximum amount</th></tr>
<tr><td>Issuance of ordinary shares with preferential subscription right (R12) with a possible over-allotment option in case of success (R14)</td><td>€10,000,000</td><td rowspan="3">€10,000,000</td><td rowspan="7">€20,900,000</td></tr>
<tr><td>Issuance of securities convertible into capital (valeurs mobilières représentatives de créances donnant accès au capital) (OC, ORA, OBSA, OCEANE…) without preferential subscription right (R13) with a possible over-allotment option in case of success (R14)</td><td>Shares = €3,800,000 (< 15 % of the capital)

Debt securities = €400,000,000</td></tr>
<tr><td>Issuance of shares as payment for contributed securities (R15)</td><td>10 % of the share capital</td></tr>
<tr><td>Issuance of shares by way of incorporation of premiums, reserves or benefits (R16)</td><td colspan="2">€10,000,000</td></tr>
<tr><td>Issuance of securities convertible into or exchangeable for shares (actions ou valeurs mobilières donnant accès au capital) for participants in employee savings plans (R17)(3)</td><td colspan="2">€400,000</td></tr>
<tr><td>Allocation of stock options (R18)</td><td>€400,000</td><td rowspan="2">€500,000 (approximately 2 % of the capital)</td></tr>
<tr><td>Allocation of existing or newly issued free shares (R19)</td><td>€250,000</td></tr>
</table>

(1) The abbreviation « R… » indicates the number of the resolution proposed to the Shareholders' Meeting of April 22, 2008.

(2) The maximum nominal amount of capital increases that may be realized corresponds to the maximum number of shares that may be issued since the nominal value of a Company share is equal to one euro.

(3) Unlike all other authorizations that will expire at the end of the Shareholders' Meeting called to approve the financial statements for the 2008 fiscal year, this authorization will expire at the end of the Shareholders' Meeting called to approve the financial statements for the 2009 fiscal year.

The Board of Directors requests that the Shareholders' Meeting delegate to it the authority, for a term expiring at the end of the Shareholders' Meeting called to approve the financial statements for the fiscal year 2008 (except for the delegation set forth in the seventeenth resolution that will expire at the end of the Shareholders' Meeting called to approve the financial statements for the fiscal year 2009), to do the following:

- decide a capital increase, up to a maximum amount of €10 million, by issuance of ordinary shares with preferential subscription right (**twelfth resolution**) ;
- decide a capital increase, up to a maximum amount of €3.8 million (*i.e.*, for information purposes, less than 15% of the capital) by way of issuance -

without preferential subscription right – so as to be in a position to carry out such a capital increase as quickly as possible – of securities convertible or exchangeable for shares (*valeurs mobilières representatives de créances donnant accès au capital)*, such as convertible bonds and/or bonds exchangeable into and/or redeemable for shares and/or bonds with a share subscription option (**thirteenth resolution**) ; in addition, the total nominal amount of such issuances of securities is limited to €400 million;

- in case of successful issuances realized with or without preferential subscription right, increase the number of shares to be issued at the same price as the one set for the initial issuance (and necessarily without preferential subscription right if the initial issuance was realized without preferential subscription right) but always within the limits set for such issuances in the twelfth and thirteenth resolutions, as well as within the time frame and limits provided for by applicable regulations in force on the date of the issuance, (i.e., currently, within thirty days of the closing of the subscription period and up to an amount equal to 15% of the initial issuance) (**fourteenth resolution**) ;
- issue shares or securities exchangeable for or convertible into shares (*valeurs mobilières donnant accès au capital*), up to 10% of the share capital, as payment for contributions in kind to the Company of shares or securities exchangeable for or convertible into shares (*valeurs mobilières donnant accès au capital*) (**fifteenth resolution**) ;
- decide a capital increase, for an amount up to €10 million, by way of incorporation of premiums, reserves or benefits (**sixteenth resolution**) ;
- decide a capital increase, for an amount up to €400,000, by way of issuance of shares or securities convertible into or exchangeable for shares (*actions ou valeurs mobilières donnant accès au capital*) reserved for participants in employee savings plans (**seventeenth resolution**) ;
- grant stock options (**eighteenth resolution**), provided that such options may not give right to a total number of shares representing a total nominal amount greater than €400,000;
- distribute existing or newly issued free shares to some or all employees or officers (*mandataires sociaux*) of the Group (**nineteenth resolution**); provided that the free shares so allocated do not represent a total nominal amount greater than €250,000, and that their acquisition be subject to performance requirements set by the Board of Directors.

It should be noted that the nominal amount of the capital increases that could be carried out by virtue of the delegations of authority sought in resolutions 12 to 15 would be subject to an overall limit of €10 million. In addition, the nominal amount of the capital increases that may be carried out by virtue of delegations of authority sought in resolutions 18 and 19 is set at €500,000 (*i.e.*, for information, approximately 2% of the capital). Finally, the total maximum nominal amount of all capital increases that may be carried out by virtue of the delegations of authority sought in resolutions 12 to 19 is limited to €20.9 million.

Issuance of shares or securities as payment for contributions in kind (***fifteenth resolution***)

The Board of Directors intends to use the authorization that would be granted to it by the fifteenth resolution with a view to issuing shares representing up to 10% of the Company's capital, as payment for the contribution by Madeco of shares held in some of its foreign subsidiaries dedicated to the cable business. These contributions would be made in connection with the acquisition by the Nexans group of the cable business of the Madeco group, a transaction that was the subject of a final agreement dated February 21, 2008. This acquisition is structured:

- in part as an acquisition of securities of certain Madeco subsidiaries dedicated to the cable business, the transfer price being determined on the basis of US$422 million cash/assumption of debt (approximately €275 million as of March 11, 2008). The debt is currently estimated at 75 million US$.

- for the remainder, by the contribution by Madeco to Nexans of shares held by Madeco in other subsidiaries dedicated to the cable business. This contribution would be paid for through the issuance of 2.5 million new Nexans shares for the benefit of Madeco, which undertakes not to transfer these shares for 12 months after the completion of the transaction and would then hold approximately 9% of Nexans' capital (based on 28.1 million of shares).

A the date of this report, the completion of the transaction remains subject in particular to the agreement of Madeco's shareholders as well as regulatory approval.

The valuation of this contribution will be the subject of a special report of the Court-appointed Contribution Appraisers.

Employee shareholding (***seventeenth resolution***)

Subject to your approval, this resolution aims at enabling the Board of Directors to offer to the Group's employees in France and abroad the possibility to subscribe to shares or securities convertible into or exchangeable for shares (*valeurs mobilières donnant accès au capital*), in order to associate employees more closely with the performance of the Group. The capital increases that may be carried out by virtue of this resolution will entail a suppression of the shareholders' preferential right of subscription.

This resolution would satisfy the requirements of article L.225-129-6 of the French Commercial Code (*Code de commerce*), pursuant to which the Shareholders' Meeting must vote on a draft resolution providing for a capital increase reserved for members of an employee savings plan when the agenda of such Shareholders' Meeting includes the adoption of resolutions deciding on a capital increase to be subscribed to in cash, except if such capital increase results from a prior issuance of securities convertible into or exchangeable for shares (*valeurs mobilières donnant accès au capital*).

The issuance price of the new shares or securities convertible into or exchangeable for shares (*valeurs mobilières donnant accès au capital*) would be determined under the conditions set by article L.443-5 of the French Labor Code (*Code du travail*) and would be equal to at least 80 % of the average opening price of the Company's shares on Eurolist by Euronext over the twenty trading days preceding the day of the decision setting the date of opening of the subscription reserved for members of a company savings plan (the « Reference Price »).

In this resolution, the Board of Directors would also be authorized to allocate to members of an employees savings plan, free of charge, in addition to shares or securities convertible into or exchangeable for shares to be subscribed to in cash (*valeurs mobilières donnant accès au capital à souscrire en numéraire*), shares or securities convertible into or exchangeable for shares (*actions ou valeurs mobilières donnant accès au capital*) to be issued or already issued, in lieu of all or part of the discount with regard to the Reference Price and/or the employer's contribution, provided that the benefits resulting from this allocation may not exceed the legal or regulatory limits applicable pursuant to the provisions of articles L.443-5 and L.443-7 of the French Labor Code (*Code du travail*). Finally, the Board of Directors would be authorized to transfer shares to members of an employee savings plan as provided for by last paragraph of article L.443-5 of the French Labor Code (*Code du travail*), provided that in the case where such transfers would be carried out with a discount, the nominal value of the shares so transferred would be deducted from the €400,000 limit applicable to transactions carried out pursuant to the seventeenth resolution.

Stock options (eighteenth resolution)

With a view to associating a more significant number of key executives with the performances of the Group and to introduce further conditions to be met as regards the variable part of their compensation, the Board has decided to modify the 2007 stock option allocation policy of the Group and, going forward, to allocate options annually along with a long term incentive scheme directed at an enlarged executive pool. This combination of cash elements and options along with the implementation of an annual allocation rate enables us to reduce the number of shares allocated each year and therefore to limit share dilution.

Pursuant to articles L.225-177 to L.225-185 of the French Commercial Code (*Code de commerce*), the Board of Directors request that the Shareholders' Meeting delegate to the Board of Directors its authority to grant to individuals of its choice among the company's employees and possibly officers of the Company and of companies or groups linked to the Company, under the conditions set forth in article L.225-180 of the French Commercial Code (*Code de commerce*), options granting the right to subscribe to new Company shares to be issued by way of a capital increase or to purchase existing treasury shares, purchased by the Company under the conditions provided for by law.

The term of these options will not exceed ten years as from their date of allocation.

The unit price payable upon the exercise of options to subscribe to or acquire shares will not be less than 100% of the average opening price of the shares quoted on Eurolist by Euronext over the twenty trading days preceding the day on which the options are granted and, in the case of options to purchase shares, to a minimum unit price equal to 80% of the average purchase price of the treasury shares held by the Company pursuant to articles L.225-208 and L.225-209 of the French Commercial Code (*Code de commerce*).

Allocation of free shares (nineteenth resolution)

In connection with the provisions of articles L.225-197-1 *et seq.* of the French Commercial Code (*Code de commerce*), a resolution aiming at granting to the Board of Directors the power to allocate existing or newly issued shares free of charge to all or some of employees and officers of the Group is submitted for your approval.

The allocation of these shares to their beneficiaries would become final if the performance conditions set by the Board are realized and either (i) at the end of a vesting period, the length of which may not be less than the legal minimum on the date of allocation (currently two years), the beneficiaries then being required to hold these shares for a minimal duration no shorter than the duration provided for by law on the date of the Board of Directors' decision (currently two years), or (ii) for beneficiaries who are not French residents on the date of allocation who accordingly may not benefit from the preferential treatment provided for in articles 80 *quaterdecies* and 6*bis* of article 200A of the French Tax Code (*Code général des impôts*) and for which the taxable event (*le fait générateur de l'imposition*) corresponds to the end of the vesting period, after a minimum vesting period of four years, the beneficiaries then being bound by no obligation to hold such shares any longer.

<u>Finally, the Board proposes the adoption of the following resolution that is within the purview of the Ordinary Shareholders' Meeting:</u>

FORMALITIES

The **twentieth resolution** is a customary resolution relating to the granting of the powers required for the purpose of accomplishing any formalities relating to the resolutions taken by this Meeting.

February 22, 2008.

The Board of Directors