

Special Auditors' report

on certain related parties transactions, year ended December 31, 2001

(Free translation from the original French report)

In our capacity as Statutory Auditors of your Company, we are required to report on certain contractual agreements with certain related parties.

In accordance with Article L. 225-40 of French Company Law (*Code de Commerce*), we have been advised of a contractual agreement approved by your Board of Directors.

We are not required to ascertain whether any other contractual agreements exist but to inform you, on the basis of information provided to us, of the terms and conditions of the agreement indicated to us. It is not our role to comment as to whether this agreement is beneficial or appropriate. It is your responsibility, under the terms of Article 92 of the decree of March 23, 1967, to evaluate the benefits resulting from this agreement prior to its approval.

We conducted our work in accordance with professional standards. These standards require that we perform the necessary procedures to verify that the information provided to us is consistent with the documentation from which it has been extracted.

With Alcatel S.A.

Terms and object

On June 12, 2001, your Board of Directors authorized the conclusion of an underwriting agreement with Alcatel, a company holding more than 5% of the share capital of Nexans.

Conditions

Under the terms of this agreement, Alcatel undertook, within the context of an Initial Public Offer, to sell its shares in Nexans while the bank syndicate undertook to place and guarantee the placing of the Nexans shares on the basis of certain representations and guarantees given by Alcatel and Nexans, and in return for a fee paid by Alcatel. This "lock-up" clause was valid for a period of 270 days.



In addition, in application of the decree of March 23, 1967, we have been informed that the execution of the following agreement, which was approved during the previous fiscal year, remained in force during the year ending December 31, 2001.

With Nexans Deutschland AG

Terms

On March 16, 2001, the Board of Directors of your company approved the conclusion of an agreement, called a "General Relations Agreement", with Nexans Deutschland A.G. This agreement governs the sharing of research and development facilities, the sharing of income issuing from research programs, and the administrative services rendered by Nexans to its subsidiaries.

Conditions

Under the terms of this agreement Nexans Deutschland shall pay to Nexans a percentage of its sales, varying according to the business sector involved, and Nexans shall contribute to the cost of the research and development programs.

Nexans shall be paid a percentage of the company's sales in respect of administrative services rendered.

Under this agreement, Nexans received a payment of 7,474,500 euros and paid 5,309,250 euros for fiscal year 2001.

April 19, 2002

The Statutory Auditors

BARBIER FRINAULT & AUTRES

Alain Gouverneyre

ERNST & YOUNG AUDIT

Jean-Claude Lomberget