



**Notice of Meeting of Holders
of the 3.125 % 2010 OCEANE Bonds**

*to propose an amendment to the early redemption clause
at the option of the issuer*

Paris – April 26, 2006 - To clarify its balance sheet structure and eliminate further financial charges related to its 3.125 % 2010 Convertible Bond (OCEANE), the meeting of the Board of Directors of Nexans held on 29th March 2006, which decided the cancellation of 2,221,199 treasury shares held by the Company on such date (representing approximately 9.4 % of the share capital), also decided to call a meeting of the holders of convertible bonds (OCEANE) on:

Monday, 15th May , at 10 am, at the head office of the Company, 16, rue de Monceau 75008 Paris,

to propose the amendment of the early redemption clause at the option of the issuer.

Proposed Amendment

Nexans is proposing to the holders of its OCEANE 3.125% 15th July 2004 / 1st January 2010 bonds with a global par value of 135 000 016 euro, convertible into and/or exchangeable for new or existing shares, to amend the early redemption clause at Nexans' option (Issuer's call).

The proposed amendment would give Nexans the right to redeem the bonds before maturity at any time from the approval of the resolution to be voted on by the bondholders' meeting to permit early conversion of the bonds which are substantially in the money.

In consideration for approving this amendment, the OCEANE bondholders will be offered a payment in an amount of 1.80 Euro per bond, which will be paid three business days after the resolution is approved. Furthermore, should Nexans decide to redeem all the bonds, all the bondholders, including those who decide to exercise their right to convert their bonds into shares, will receive interest due from the last interest payment date preceding the early redemption until the date of early redemption.

Nexans will therefore propose the following resolution to the OCEANE bondholders for their approval to authorise the Company to:

- exercise its right to redeem early the outstanding bonds at any time and no longer only as from January 1st 2008;
- delete the clause making the right to redeem the bonds early conditional on the prevailing conversion ratio multiplied by the average opening price of Nexans' shares on the Eurolist of Euronext Paris SA over 20 consecutive trading days during which the shares are listed, as selected by Nexans among the 40 consecutive trading days preceding the date of publication of the notice relating to such early redemption, exceeding 130% of the par value of the bonds.
- decide that should the Company exercise its right to early redemption, the OCEANE bondholders including bondholders who exercise their right to convert their bonds into shares, will be entitled to interest over the period from the last interest payment date preceding the early redemption until the date of early redemption.

If the resolution is approved, Nexans may immediately decide to redeem the OCEANE bonds. Nexans must publish a financial notice confirming this decision to be published at the latest 30 calendar days prior to the actual date of redemption. Nexans advises that it wishes to exercise this right rapidly.

Approval of the bondholders

The amendment of the clause relating to early redemption of the OCEANE bonds is subject to the prior approval of the OCEANE bondholders being obtained in accordance with Article L.228-103 of the French Code de Commerce. This approval requires a quorum of one quarter of the outstanding bonds and a majority of two thirds of the bondholders that are present or represented at the meeting.

OCEANE bondholders may send their "*attestations d'immobilisation*" (declarations from the authorized financial intermediary where their bond account is maintained (bank, stock broker) that their bonds cannot be transferred prior to the conclusion of the bondholders' meeting) and their proxies up until 12th May in accordance with the procedure described in the Notice of the bondholders' Meeting published today in the "Bulletin des Annonces Légales Obligatoires" and the "Petites Affiches".

This Notice of the bondholders' Meeting, as well as the proposed resolutions and the report of the Chairman of the Board of Directors to the bondholders' Meeting, may be consulted on the internet site of the Company at www.nexans.com

Indicative Schedule*

Publication of the notice for the bondholders' Meeting	April 26, 2006
Deadline for receipt by BNP Paribas Securities Services of proxies and non transfer declaration issued by financial intermediary ("attestations d'immobilisations")	May 12, 2006 (before 6 p.m.)
Bondholders' Meeting	May 15, 2006
In case of approval of the resolutions, cash payment of 1.80 euro per OCEANE bond**	May 18, 2006

* based on bondholders' Meeting being held on first convocation

** paid to bondholders registered on this date

Disclaimer

This press release does not constitute a public offer for the purchase or exchange of securities whether in France, the United States of America or in any other jurisdiction.

About Nexans

Nexans is the worldwide leader in the cable industry. The Group brings an extensive range of advanced copper and optical fibre cable solutions to the infrastructure, industry and building markets. Nexans cables and cabling systems can be found in every area of people's lives, from telecommunications and energy networks, to aeronautics, aerospace, automobile, railways, building, petrochemical, medical applications, etc. With an industrial presence in 29 countries and commercial activities throughout the world, Nexans employs 20,000 people and had sales in 2005 of 5.4 billion euros. Nexans is listed on the Paris stock exchange. More information available on www.nexans.com

Contacts :

Press

Céline Révillon

Tél. : +33 (0)1 56 69 84 12

celine.revillon@nexans.com

Investors Relations :

Michel Gédéon

Tél. : + 33 (0)1 56 69 85 31

michel.gedeon@nexans.com