



Press release

Governance – Evolution of the composition of the Board of Directors

Paris, April 1st, 2014 – The Board of Directors, chaired by Frédéric Vincent, met on March 31, 2014 to approve the resolutions to be submitted to the shareholders at the annual shareholders' meeting of May 15, 2014.

The Board took note of the decision of Mr. François Polge de Combret, independent director since May 2006, to not seek renewal of his mandate for personal reasons, which will therefore end on May 15, 2014. Also, Mr. Nicolas de Tavernost, independent director, has decided to resign from the Board in order to comply with the recommendations of the AFEP-MEDEF Code of corporate governance relating to the number of mandates that can be held by an executive director.

The renewal of the mandate of Mrs. Véronique Guillot-Pelpel, an independent director, will be proposed to the shareholders in order to capitalize on her excellent knowledge of the Group.

The Board, upon recommendation of the Appointments, Compensation and Corporate Governance Committee, has decided to propose to the shareholders the appointment of Mr. Philippe Joubert as independent director to strengthen the Board's competencies in the fields of industry and energy-related matters.

In addition, Bpifrance, a primary shareholder of the Group since 2009 currently holding approximately 7.8% of the share capital and a long term strategic partner of Nexans, has proposed Mrs. Fanny Letier to be appointed as director related to it, in lieu of Jérôme Gallot who remains an independent director. The Board, upon recommendation of the Appointments, Compensation and Corporate Governance Committee, considered the proposed candidate and has decided to submit her nomination to the shareholders' meeting of May 15, 2014.

A presentation of these two candidates is provided below.

Frédéric Vincent, Chairman and Chief Executive Officer, has declared: « *These proposals reflect the Board's policy for its composition as adopted by the Board of Directors on January 13, 2014. If the shareholders' meeting approves these proposals, the Board will remain composed of 14 directors. It will increase the number of women directors to 38% and strengthen the Board's industrial and energy-related expertise. The rate of independence would be in excess of 53%, in strict compliance with the recommendations of the AFEP-MEDEF Code¹. The proposed candidates have been unanimously approved by the Board of Directors.*

¹ Independence rate computed without counting the director representing employee shareholders, in accordance with the recommendations of the AFEP-MEDEF Code.

In the name of the Board, I want to thank Mr. François Polge de Combret and Mr. Nicolas de Tavernost for their involvement in the Board as well as their active contribution in the development of the Company. »

* **Fanny Letier**, is a Director since September 2013 of *France Investissements Régions* funds within Bpifrance and is in charge of an investment program in equity or quasi equity in the amount of 1.2 billion euros including 320 active participations. Mrs. Letier previously held several positions within the French Administration, including as Deputy Director of the Cabinet of the *Ministère du redressement productif* (Industrial recovery Ministry) in 2012-2013, Secretary General of the *Comité interministériel de restructuration industrielle* in 2010-2012 and various positions within the French Ministry of Finance, including as Chief of staff « Financing and development of companies » and in connection with European coordination and strategy. She has been a financial advisor to the French delegation at the European Union between 2008 and 2010. Mrs Letier is a French national, and a graduate from the French National School of Administration (*Ecole Nationale d'Administration*), the John Hopkins University and the *Institut d'Etudes Politiques*.

* **Philippe Joubert**, has a wide industrial experience, in particular in the energy and infrastructure sectors, notably in emerging markets. He is an expert in sustainable development matters applied to energy. Mr. Joubert is Executive Chairman of the Global Electricity Initiative (GEI) of the World Energy Council, Senior Advisor to WBCSD - World Business Council for Sustainable Development et Chairman of "HRH The Prince of Wales' European Union Corporate Leaders Groupe on Climate Change". He is a member of the Advisory Board and lectures within the Sustainability Leadership program of Cambridge University. Mr. Joubert was formerly Deputy CEO of the Alstom group in charge of strategy and development from 2011 to 2012. He was a member of the Alstom Executive Committee between 2000 and 2012, President of the Alstom's Transmission and Distribution Division until its sale in 2004, and from 2004 to 2011 President of Alstom's Power activities. He previously occupied various management positions with Alstom group beginning in 1986. Mr. Joubert is a French and Brazilian national, and a graduate of the ESSEC business school..

The notice of the shareholders' meeting is scheduled to be published at the Bulletin des Annonces Légales et Obligatoires (BALO) on April 7, 2014. The Company will publish another press release in connection with the May 15, 2014 shareholder's meeting.

A full presentation of the Board of Directors as of today is available on Nexans website at www.nexans.com (*About / Organization / Board of Directors*).

About Nexans

Nexans brings energy to life through an extensive range of cables and cabling solutions that deliver increased performance for our customers worldwide. Nexans' teams are committed to a partnership approach that supports customers in four main business areas: Power transmission and distribution (submarine and land), Energy resources (Oil & Gas, Mining and Renewables), Transportation (Road, Rail, Air, Sea) and Building (Commercial, Residential and Data Centers). Nexans' strategy is founded on continuous innovation in products, solutions and services, employee development, customer training and the introduction of safe, low -environmental- impact industrial processes.

In 2013, Nexans became the first cable player to create a Foundation to introduce sustained initiatives for access to energy for disadvantaged communities worldwide.

We have an industrial presence in 40 countries and commercial activities worldwide, employing close to 26,000 people and generating sales in 2013 of nearly 6.7 billion euros. Nexans is listed on NYSE Euronext Paris, compartment A.

For more information, please consult: www.nexans.com

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