

# Act2022

## ELECTRIFY OUR SHARES!

Dear Nexans colleagues,

Since 2002, Nexans has regularly offered employee share ownership plans. Act 2020 closed on November 13, 2020 with nearly half a million new shares issued!

Act 2022 will be the 10<sup>th</sup> plan for Nexans employees. This new offer is based on a structure close to what has been proposed in previous editions, with the invested amount guaranteed in euros.

Act employee shareholding plans reflect Group's management's desire to involve you in Nexans' capital and success.

In February 2021, Nexans announced a new strategy called "Winds of Change". By 2024, the Group will simplify its model to amplify its impact and become the first "pure player" in electrification. Nexans will therefore need to redouble its efforts in CSR, by setting clear objectives connected to the 3Es: Economy, Environment and Engagement. The Group wishes to strengthen its involvement in the fight against climate change, with the objective of contributing to carbon neutrality by 2030.

To strengthen this new strategy, we have chosen to involve employees in the financing of projects for energy efficiency, for the reduction of greenhouse gas emissions or in the circular economy, and up to a minimum of 25% of the subscriptions to Act 2022. Throughout the period of your investment, we will report progress on these commitments and keep you informed about these projects which you will have helped to finance as well as their environmental benefits.

Great successes have already marked the first year of our new strategy and incredible challenges lie ahead. We are therefore particularly happy to offer you the opportunity to participate in this new employee shareholding plan which is an important step in the life of our company. By taking a stake in Nexans' capital, you reinforce your commitment and you express your confidence in the Group.

A 10<sup>th</sup> anniversary is a celebration, so we hope many of you will take part in this event!



Christopher Guérin,  
Chief Executive Officer



David Dragone,  
Chief Human Resources Officer

May 9-24,  
2022

Become a shareholder or take the opportunity to increase your investment in Nexans, through an FCPE (a French employee shareholding vehicle), by taking advantage of the new employee shareholding plan.



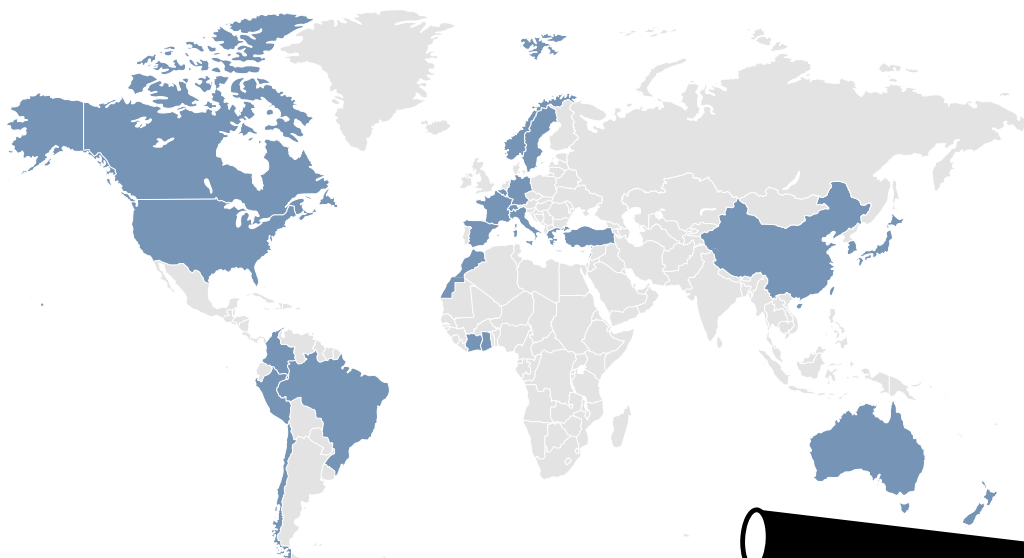
25  
COUNTRIES

13,500  
EMPLOYEES

# ACT, A RECURRING OFFER TO EMPLOYEES IN 25 COUNTRIES

**A GUARANTEED IN EUROS, PROTECTED AND DYNAMIC FORMULA**

Canada  
USA  
Brazil  
Chile  
Colombia  
Peru  
Germany  
Belgium  
Spain  
France  
Ivory Coast  
Ghana  
Morocco



Greece  
Italy  
Norway  
Sweden  
Switzerland  
Lebanon  
Turkey  
Australia  
China  
South Korea  
Japan  
New Zealand

**ACT IS A LONG-LASTING, SUSTAINABLE PROGRAM SINCE 2002 AND A PROPOSAL OFFERED ON A REGULAR BASIS**

Act 2022, Nexans' 10<sup>th</sup> employee share ownership plan, illustrated the Group's long-term commitment to recurrent employee share ownership, with one plan every 2 years since 2002..



## ELIGIBILITY CRITERIA

If...

- ... you are employed by a company of the Nexans Group on June 28, 2022 and if
- ... you have at least 3 months' service as of that date (acquired in a consecutive way or not since January 1, 2021)

...then Act 2022 is for you!

## HOW TO SUBSCRIBE?

Please read carefully the subscription kit available on the dedicated website (<https://act.nexans.com>), then

- Subscribe online on the secured online subscription site available from the website above mentioned with your identifier and password which have been communicated to you.

## ACT 2022, OUR 10<sup>TH</sup> EDITION AROUND FOUR MAIN DATES:

May 9-24, 2022

### Reservation period

You reserve your subscription amount without knowing the subscription price of a Nexans share.

The reference price, the subscription price and the exchange rate to convert your personal contribution into euros are communicated.

June 22, 2022

### The reference price =

the average of the Nexans share opening prices recorded on each of the 20 trading days prior to June 22, 2022.

### The subscription price = 80% of the reference price.

Please note: you do not directly benefit from the discount, your potential gain is calculated from the reference price and not from the subscription price.

## ACT 2022, IS...

- A partial allocation of the funds raised by Nexans in Act 2022 to environmental projects
- A guaranteed in euros, protected and dynamic formula, complemented by a Nexans matching contribution
- The possibility to subscribe from a minimum amount of €10 in local currency
- The multiplication of your profits if the Nexans share price increases
- 400,000 shares available for beneficiaries
- An investment blocked for five years with the possibility to leave the plan before that date in certain cases (described in the "Local Supplement" specific to your country)
- The maintenance and management fees of your account borne by your employer
- An investment made within the rules of the Nexans International Group Savings Plan

Nexans shares are listed on the regulated market of Euronext Paris in euros. Your personal contribution in local currency will be converted in euros at the exchange rate applicable on June 21, 2022 (unless otherwise specified in Local Supplement) to allow you to subscribe to Nexans shares. Your investment is subject to movements in exchange rates between the euro and your local currency during the investment period. If your local currency appreciates against the euro, the value of your investment in local currency will therefore decrease. Vice versa, if the euro appreciates against your local currency, the value of your investment in local currency will increase proportionately.

## IN 2022 AS IN 2020: A NEXANS MATCHING CONTRIBUTION IN THE FCPE "ACTIONNARIAT NEXANS"

A Nexans matching contribution, equal to 60% of your personal contribution in Act 2022 and capped at €150 will be automatically granted.

This matching contribution will be automatically deposited in the FCPE Actionnariat Nexans (employee shareholding fund) which is exclusively invested in Nexans shares. Its performance is linked to the Nexans stock price evolution, upward or downward. Potential dividends paid for each Nexans stock held in the FCPE Actionnariat Nexans will be automatically reinvested in the FCPE and will increase the value of your assets.

Units of the FCPE Actionnariat Nexans received as Nexans matching contribution are locked-up for 5 years (except early release cases, see your Local Supplement).

Nexans matching contribution may be subject to local social contributions and taxes, which may be deducted from your salary (see your Local Supplement).

Your personal contribution in euros	Nexans matching contribution 60% of your personal contribution, capped at €150
€100	100 x 60% = €60
€250	250 x 60% = €150
€600	600 x 60% = €360 → capped at €150

## ACT 2022, IS AN OPPORTUNITY TO CONTRIBUTE TO NEXANS' ENVIRONMENTAL STRATEGY



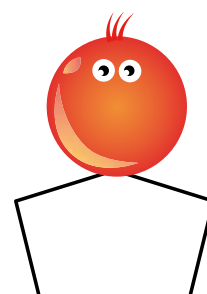
At least 25% of the fund raised thanks to Act 2022(\*) and at least 10 million euros (up to the total amount subscribed if lower) will be allocated for financing internal environmental projects (reduction of greenhouse gas emissions, improvement of energy efficiency, circular economy). These projects and the allocation of the funds will meet the eligibility criteria, reporting commitments and governance framework defined by Nexans.

For example, the amounts could be invested in projects that improve the energy efficiency of plants.

Important: The Nexans Plus 2022 FCPE does not implement any ESG approach and is not willing to meet any extra-financial or sustainability criteria in its investment process. This is an additional commitment by the Group, under its own responsibility, to highlight its CSR approach and strengthen related investments.

Nexans will communicate on an annual basis until 2027, on the dedicated website, the list and a brief description of the projects in which the sums collected will have been invested and their environmental impacts.

(\*) i.e. 6 times the total personal contribution of the subscribers.



June 23-28, 2022

### Revocation period

Once the subscription price is announced, if you change your mind, you can cancel your reservation, only in full.

If you have not reserved but have finally decided to subscribe, you can do so but only for a reduced amount compared to what you could have subscribed for during the reservation period.

July 26, 2022

### Delivery of the shares to the FCPEs

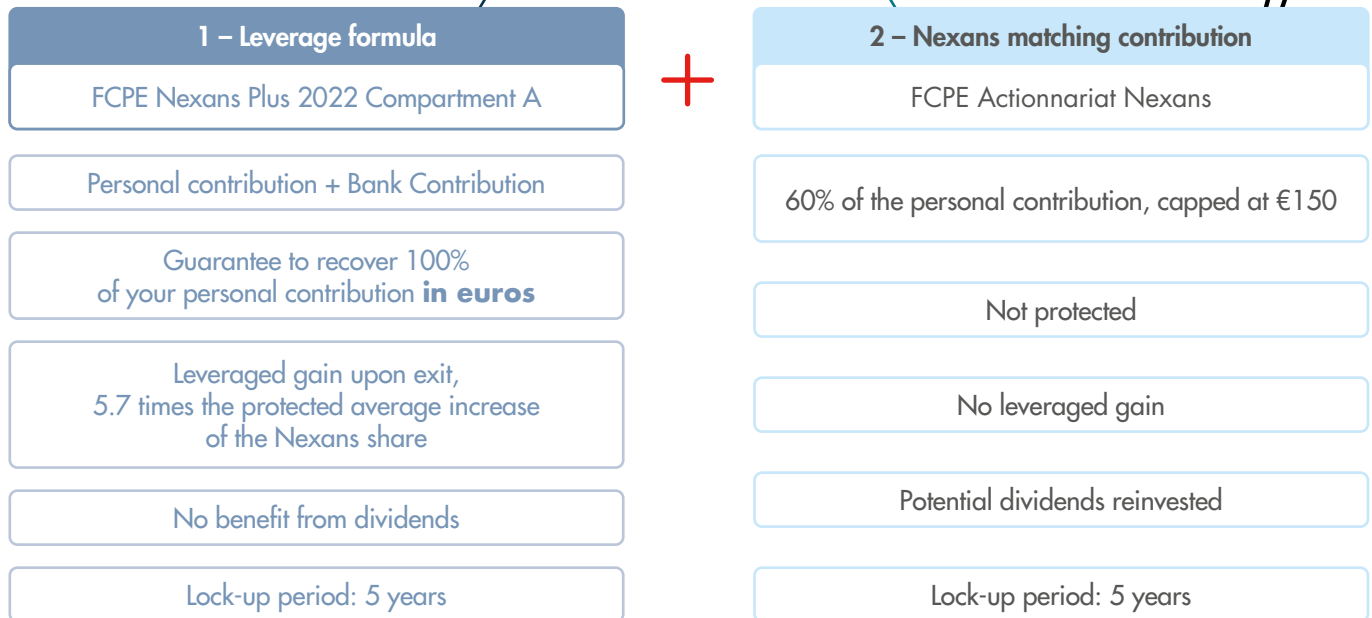
Shares acquired pursuant to the capital increase reserved for employees are delivered to the FCPEs and will be available at the end of the 5-year lock-up period (except early release cases, see your Local Supplement).

# ACT 2022 HOW DOES IT WORK?



**ACT 2022: A UNIQUE FORMULA** complemented by a Nexans matching contribution

## YOUR PARTICIPATION IN ACT 2022



## PRINCIPLE

### 1 – Protected and leveraged investment

- Your personal contribution, converted in euros, allows you to subscribe for units of the “Compartiment A of the FCPE Nexans Plus 2022”, which is exclusively invested in Nexans shares.
- On the day of subscription, the initial value of each unit of the “Compartiment A of the FCPE Nexans Plus 2022” will be equal to the subscription price of one Nexans share.
- A contribution from the bank equal to 5 times your personal contribution is put in place by the banking partner. The FCPE therefore invests for you a total of 6 times your personal contribution. You do not keep the bank contribution neither the discount. At the end of the plan it is returned to the banking partner: it is used to guarantee your personal contribution and to make you benefit from the multiple of 5.7 times of the protected average increase.
- The total (personal contribution and bank contribution) is invested in the “Compartiment A of the FCPE Nexans Plus 2022” on July 26, 2022 for 5 years, except early release cases (see your Local supplement).

The value of your “Compartiment A units of the FCPE Nexans Plus 2022” depends on the evolution of the Nexans share prices recorded during the investment period. At the end of the plan, an average of the monthly share price readings during the plan period is calculated. The average is called “protected” because it only considers share price readings that are equal to, or higher than, the reference price. The initial reference share price substitutes itself to any lower share prices. The protected average can never be lower than the reference price.

### 2 – Nexans matching contribution

Every personal contribution in Act 2022 will automatically generate a matching contribution granted by Nexans.

- This Nexans matching contribution is equal to 60% of the personal contribution and is capped at €150.
- The matching contribution takes the form of additional Nexans shares delivered to you for free through the FCPE Actionnariat Nexans on July 26, 2022. You will receive units in this FCPE representing the matching contribution, whose value will decrease or increase in accordance with the Nexans share price on the stock market.
- The FCPE Actionnariat Nexans units held in consideration for the matching contribution are subject to the 5-year-lock-up period (except early release cases, see your Local Supplement).

## A SIMULATOR TO HELP YOU

A simulator is at your disposal on the Act 2022 website (<https://act.nexans.com>), to help you to calculate the maximum authorized personal contribution (in relation with your annual gross compensation) and the amount of your potential gains, by using several assumptions. You also have the possibility to contact your Local Correspondent Act 2022.



## EXAMPLE OF INVESTMENT AND YIELD IN ACT 2022<sup>(1)</sup>

Let's take as an example a personal contribution of €600.

### 1 - Part invested in the "Compartment A of the FCPE Nexans Plus 2022"

The personal contribution of €600 will determine the number of "Compartment A units of the FCPE Nexans Plus 2022" subscribed by dividing this amount by the subscription discounted price (the subscription price being equal to 80% of the reference price). The calculation of the potential gain will be based on the reference price (price before the discount ie €750).

At the end of the plan, you will obtain 5.7 times the potential average protected increase of the Nexans share.

Hypothesis of protected average increase rate over the period	0%	10%	20%	30%	40%
Protected average increase €750 x rate of protected average increase	€0	€75	€150	€225	€300
Calculation of the gain Protected average increase x Multiple of 5,7	€0	€428	€855	€1,283	€1,710
Amount received at the end of the Plan Personal contribution + Gain	€600	€1,028	€1,455	€1,883	€2,310
Annual performance at the end of the Plan	0.0%	11.4%	19.4%	25.7%	30.9%

### 2 – Nexans matching contribution invested in the FCPE Actionnariat Nexans

The €600 personal contribution gives right to a Nexans matching contribution of €150, which determines the number of Nexans shares granted (and the corresponding number of FCPE Actionnariat Nexans units) by dividing this amount by the subscription price (equal to 80% of the reference price). At the end of the plan, your assets value in the FCPE Actionnariat Nexans will depend on the Nexans share price at that time and on the potential dividends received by the FCPE during the length of the plan.

Evolution of Nexans share price over the period	-40%	-20%	-10%	0%	+10%	+20%	+40%
Nexans matching contribution paid: €150							
Amount available after 5 years (excepted potential dividends)	€112.5	€150	€168.75	€187.5	€206.25	€225	€262.5

### 3 – At the maturity of the plan

For example, if the protected average increase of the Nexans share price is equal to 20% and if the Nexans share price has decreased by 10% at the end of the plan compared to the reference price, your assets will be €1,455.0 in the "Compartment A of the FCPE Nexans Plus 2022" and €168.75 in the FCPE Actionnariat Nexans, corresponding to a global amount of €1,623.75.

## WITH ACT 2022, YOU BENEFIT FROM

- The guarantee to recover 100% of your personal contribution in euros, regardless of the evolution of the Nexans share price during the 5-year lock-up period<sup>(2)</sup>.  
In Act 2022, your personal contribution is converted into euros to subscribe to Nexans shares. Only this amount in euros is guaranteed.  
Your personal contribution is submitted to exchange rate fluctuations between the euro and your local currency.  
If your local currency appreciates against euro, the value of your personal contribution, guaranteed in euros, converted in local currency will therefore decrease. Vice versa, if euro appreciates against your local currency, the value of your personal contribution, converted in local currency will increase proportionately.
- At the exit of the Plan, **5.7 times the potential protected average increase of the Nexans share**<sup>(2)</sup>. The protected average is equal to the average of the closing prices of the share recorded once a month during 60 months. The average is "protected" because it only takes into account share price readings that are equal to, or higher than, the reference price. If the share price at the date of a reading is below the reference price, it is automatically replaced by the reference price in the calculation of the average.  
The protected average increase is equal to the difference between the "protected" average and the reference price communicated on June 22, 2022.

- An automatic Nexans matching contribution deposited in the FCPE Actionnariat Nexans, subject to the 5-year lock-up period (except early release cases, see your Local Supplement).

## IN RETURN FOR THESE ADVANTAGES, YOU GIVE UP

- The 20% discount for shares subscribed under the "Compartment A of the FCPE Nexans Plus 2022", since the protected average is calculated from the reference price and not from the subscription price.
- Potential dividends and other financial rights attached to the Nexans shares held in the "Compartment A of the FCPE Nexans Plus 2022".
- A portion of the potential increase of the Nexans shares subscribed on your behalf under the "Compartment A of the FCPE Nexans Plus 2022". Indeed, your gain is calculated with the protected average of Nexans stock price over plan's life, and not with the final stock price at the expiry of the plan.

## TAX

Taxation applicable in your country on the benefits of Act 2022 (on discount, on Nexans matching contribution...), on capital gains & losses and potential social contributions are summed up in your Local Supplement.

(1) Figures are rounded. (2) Except in certain cases, including termination of the swap contract (See the Key Investor Information Document – KIID) of the "Compartment A of the FCPE Nexans Plus 2022".

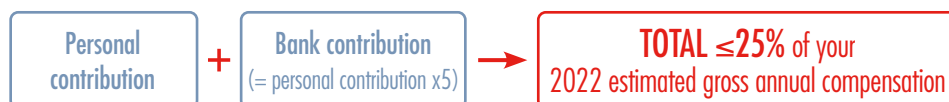
# ACT 2022 IN PRACTICE

## HOW MUCH TO INVEST?

- a minimum personal contribution equivalent to €10 in your local
- a maximum (including bank supplement) of 25% of your 2022 annual gross compensation

The bank's contribution has to be included even if it is not returned to you. Nexans matching contribution should not be taken into account to calculate this limit.

Zoom on the maximum limit



Note that in case of reservation during the revocation period, your Act 2022 investment will be limited to 2.5% of your estimated gross annual compensation for 2022.

## PRACTICAL EXAMPLE

For a gross annual compensation in 2022 of the equivalent in your local currency of **€30,000**

Your investment limit for 2022 is  $25\% \times €30,000 =$  ..... **€7,500**  
Your personal contribution to Act 2022 is ..... **€600**  
Add to that the bank's contribution ..... **+**  
of  $5 \times €600 =$  ..... **€3,000**  
= ..... **€3,600**  
The total amount of your investment is: ..... **€3,600**

The investment limit of **€7,500** is therefore respected in this example.

It is your responsibility to ensure that you keep within the 25% limit.

If your actual gross annual compensation for 2022 is lower than your estimate for reasons that you were unable to predict at the time of subscription, your investment into Act 2022 will not be revised.

Your personal contribution will be converted into euros at the exchange rate communicated to you by Nexans on June 22, 2022, unless otherwise specified in the Local Supplement.

The subscription price of the Nexans share will be indicated in euros and in your currency based on the above-mentioned exchange rate

## HOW DO I PAY FOR MY PERSONAL CONTRIBUTION?

Please refer to the Local Supplement and/or the reservation/subscription forms which describe, in particular, the payment methods that are available.

## NEXANS ON THE STOCK EXCHANGE

The stock market is a way of investing in companies. It allows them to raise capital for their investments and hence to develop.

The Nexans share is one of the components of the SBF 120 Stock index.

As with all stock market valuations, past performance is not an indication of future performance.

Because you benefit from the guarantee and the multiple of the protected average increase, the evolution of the value of your assets held through units of the "Compartment A of the FCPE Nexans Plus 2022" may not be identical to the evolution of the Nexans share price.

Evolution of the Nexans share price over 6 years (from January 4, 2016 to March 31, 2022)



## WHAT HAPPENS IN THE EVENT OF OVER SUBSCRIPTION?



A maximum of 400,000 shares will be created for the capital increase reserved to the Nexans employees. If the total subscription requests exceed this number (over subscription), Nexans will calculate the theoretical average number of subscribed shares by dividing 400,000 shares by the number of subscribers.

The number of shares corresponding to your personal contribution  $\times 6$  + Nexans matching contribution  $\leq$  theoretical average subscription



You will receive your **full** subscription.

The number of shares corresponding to your personal contribution  $\times 6$  + Nexans matching contribution  $>$  theoretical average subscription



You will obtain units of the FCPE up to that **theoretical average number**; above this number, your investment will be reduced proportionally within the 400,000 shares limit. In this case, your personal contribution and potentially Nexans matching contribution will be adjusted accordingly.

## WHAT ARE THE EARLY RELEASE CASES?

Please refer to your Local Supplement

## HOW IS THE PROTECTED AVERAGE INCREASE CALCULATED IN THE EVENT OF EARLY RELEASE FROM "COMPARTMENT A OF THE FCPE NEXANS PLUS 2022"?

The "protected" average increase takes into account the readings until the date of early release. For the missing readings until the maturity date, the closing price of the Nexans share on the early release date (or the reference price if the latter is higher than the closing price) will be repeated as many times as necessary. The average will therefore take into account 60 values.

## WHAT HAPPENS WITH THE NEXANS MATCHING CONTRIBUTION IN CASE OF EARLY RELEASE?

Nexans matching contribution is delivered in units of the FCPE Actionnariat Nexans. In case of early release, it's the value of the unit at the early release date, that will be used to calculate the amount you will get back.



## WHAT HAPPENS ON JULY 26, 2027?

1/ On this date, the "Compartment of the FCPE Nexans Plus 2022" matures and you may:

- Transfer that amount to the FCPE Actionnariat Nexans. It is important to note that the FCPE Actionnariat Nexans is invested in Nexans shares and that the value of its units varies upwards or downwards, depending on the Nexans share price. Your investment will no longer be guaranteed
- or request the redemption of your FCPE units

If you do not make any request, the value of your investment will be automatically transferred into the FCPE Actionnariat Nexans.

2/ Your Nexans matching contribution invested in FCPE Actionnariat Nexans units will become available and you will have the possibility to:

- keep your units in the FCPE
- or request the redemption of your FCPE units

You can request the redemption of your units kept in the FCPE Actionnariat Nexans at any time.

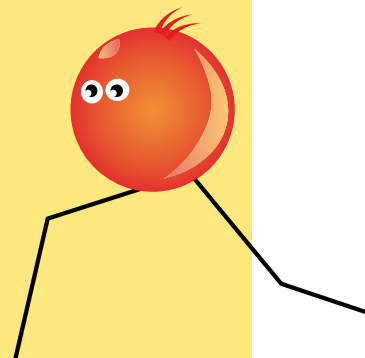
Payment and refund will be in your local currency at the prevailing exchange rate at the date of the payment.





## YOUR DECISION TO PARTICIPATE IN ACT 2022 IS STRICTLY VOLUNTARY.

Neither Nexans, nor your employer can give you investment or tax advice. They are also unable to advise you about the evolution of the Nexans share price.



### BEFORE SUBSCRIBING

Take time to read all the documents available:

- on the dedicated website site: <https://act.nexans.com>
- with your Local Correspondent for Act 2022

The subscription kit is composed of:

- this brochure
- a reservation and subscription form
- a revocation and subscription form
- The Local Supplement describing the tax treatment applicable to your investment
- The KIID (Key Investor Information Document) of the "Compartment A of the FCPE Nexans Plus 2022 and FCPE Actionnariat Nexans

### KEEPING TRACK OF YOUR ACCOUNT

- The Nexans shares are subscribed on your behalf through the "Compartment A of the FCPE Nexans Plus 2022 and the FCPE Actionnariat Nexans which are managed by BNP Paribas Asset Management France.
- BNP Paribas ERE will send you an annual account statement. This information will also be available on-line at the following website: [www.epargne-retraite-entreprises.bnpparibas.com](http://www.epargne-retraite-entreprises.bnpparibas.com)
- On July 26, 2027, your assets will become available.
- You can also unlock your assets before July 26, 2027 if you meet the criteria for an early release case.

*The Nexans 2021 Universal Registration Document as well as other informative documents regarding Nexans are available on the Group Internet site ([www.nexans.com](http://www.nexans.com) – section "Finance"). You are advised to look at these documents as they contain important information, in particular, about the Group's activity, its strategy and objectives, the Group's inherent risk and its financial results.*

*In your country this offer constitutes a private investment and is not subject to registration with or approval by a local authority.*

*Your decision to participate in this offer is strictly personal and will not have any positive or negative impact on your job or career within the Nexans Group. This brochure or any other document provided or made available to you in the context of this offer does not modify in any way the terms of your work contract or your situation within the Nexans Group. Participating in this offer is not a part of your work contract.*

*The contents of this document are provided to you for information purposes only, and neither Nexans nor any subsidiary nor any of their respective employees or agents, by way of this document or other documents or information provided to you in relation with Act 2022, is providing you with, nor intends to provide you with, any financial, investment or tax advice. You can consult your usual legal and/or tax advisors for assistance with respect to Act 2022.*



For more information, scan this QR code to access directly to the website

<https://act.nexans.com>