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Amendment to the performance share plan No. 21 of March 18th, 2021

Upon proposal of the Compensation Committee, the Board of Directors of October 24th, 2023 resolved to amend the performance share plan n°21 rules in order to reflect the neutralization of the employee engagement criteria initially included in the CSR performance conditions to be assessed by the Compensation Committee in March 2024.

This follows the decision of the Company management to postpone the Nexans 2023 annual engagement survey (used to assess this employee engagement criteria) by one quarter, beginning of 2024, in order to ensure a higher impact of the Nexans engagement strategy and better align with the Group business cycle.

Therefore, the 2023 employee engagement criteria under the performance share plan n°21 will not be assessed as it should have been by the Compensation Committee in 2024. This sub-criteria of the CSR scorecard has been neutralized, and the CSR criteria are as follows:

			2023
PEOPLE	Safety	Workplace safety rate	0.9
		Severity rate	<0.10
	Human capital	Graded positions	60%
		Women in Management positions	26%
		Women in Top Management positions	18%-20%
CSR Awareness	Employees eligible to LTI with CSR criteria	100%	
ENVIRONMENT	Environmental management	Industrial sites certified ISO 14 001	93%
	Circular Economy	Total production waste recycled	95%
		Sales generated from products and services that contribute to energy transition	70%-80%
		Proportion of Nexans cable drums worldwide connected to digital platforms and recyclable	80%
	Climate	Reduction of GHG emissions (Base year 2019 – Marked based)	-16.8%
		Proportion of renewable or decarbonized energy	72%
ECOSYSTEM	Business Ethics	Managers having completed the yearly compliance awareness course	100%
		Number of high CSR risk and high spend suppliers with a CSR valid scorecard issued by EcoVadis (or equivalent CSR expert) and a CSR score = or >35%	500
	Nexans Foundations	Amount allocated by the Nexans foundation	300,000 €















Amendment to the performance share plan No. 23 of March 16th, 2023


In accordance with the Group long-term compensation policy and with the authorization given by the Shareholders' Meeting of May 11th, 2022 in its 15th resolution, upon proposal of the Compensation Committee, the Board of Directors of March 16th, 2023 adopted the performance share plan No. 23, in particular to the benefit of the Chief Executive Officer.

The internal and external performance conditions under the performance share plan were adopted by the Board of Directors and the CSR performance conditions remained to be determined by the Board of Directors before the end of 2023.

Upon proposal of the Compensation Committee, the Board of Directors of October 24th, 2023 resolved to set the CSR performance conditions of the performance share plan no. 23 and to amend the share performance plan rules accordingly.

The CSR performance condition applied to 20% of the performance shares consists of measuring the achievement of the group's CSR ambitions as follows:

			2025 Targets
ENGAGEMENT       	Safety	Workplace safety rate ⁽¹⁾	0.8
	Human capital	Women in Management positions ⁽²⁾	30%
		Women in Top Management positions ⁽³⁾	22%
	Employees Engagement	Employee engagement index ⁽⁴⁾	80%
ENVIRONMENT       	Focus on decarbonization	Reduction of GHG emissions (scopes 1, 2) (base year 2019) SBTi commitment ⁽⁵⁾	35%
		Reduction of GHG emissions (scope 3) (base year 2019) SBTi ⁽⁶⁾	29%
		RE100 committed ⁽⁷⁾	55%
	Promoting circular economy	Recycled copper scrap used in our product ⁽⁸⁾	6%
	Driving energy transition	Sales generated from products & services that contribute to energy transition and efficiency ⁽⁹⁾	≥80%

ECOSYSTEMS 	Deliver a respectful and ethical business	Completion rate of Compliance trainings ⁽¹⁰⁾	100%
	Third Party Management Process	Enable Suppliers Risk Scoring (% of in-scope suppliers risk scoring performed) ⁽¹¹⁾	100%
	Nexans Foundations	Amount allocated by the Nexans foundation ⁽¹²⁾	≥400,000 €

(1) Overall workplace accident frequency rate. Total number of workplace accidents with more than 24 hours of lost time / total number of worked hours

(2) Gender parity in management positions. Number of women in graded positions / Total number of graded positions .

(3) Top management: category of employees defined by the Group's Executive Committee based on the Nexans Grading. Number of active women in grade G , H and Excom / Total number of active managers in grade G, H, Excom

(4) Questions in NLV related to the Engagement category

(5) Greenhouse Gas (GHG) emissions for scopes 1 and 2 , as defined by the GHG protocol – ghgprotocol.org. The targets are based on the reduction of emissions of 2019, the base year.

(6) Greenhouse Gas (GHG) emissions for part of scope 3 relating to Cradle-to-shelf, as defined by the GHG protocol – ghgprotocol.org. The targets are based on the reduction of emissions of 2019, the base year.

(7) NEXANS commitment to achieve 100% renewable electricity by 2030 (RE100)

(8) Percentage of total quantity of copper scrap introduced in our casting facilities vs total group copper needs.

(9) Offshore wind, interconnection projects, utilities, smart grids (energy transition), energy efficiency (building), accessories, solar energy, wind energy, eco-mobility and asset management

(10) Completion rate of target population, as yearly defined in the Compliance Training Strategy of the Group approved by the Board, having covered yearly e-learning training courses related to topics that can include, for example: anti-corruption, conflict of interest, competition law, harassment and discrimination or internal alerts systems.

(11) Graduate scoring of newly scoped-in suppliers to meet European corporate sustainability reporting requirements, in order to conduct adequate due diligence process for suppliers, taking into consideration their risk level.

(12) Amount dedicated to the Nexans Foundation to financially support sustainable electrification projects aiming at reducing energy insecurity and poverty, promoting training and education for populations and preserving the environment.

The number of definitively vested shares will be determined based on the following scale:

Level of CSR index reached	Performance level / Percentage of the number of Granted Shares that have vested
≥ 90%	100%
≥ 70% and < 90%	70%
Below 70%	0%

Each of the criteria constituting the CSR performance condition is retained for the same weight in the level of the CSR Index reached at the end of the applicable performance period.