



## Press Release

### **6<sup>th</sup> international share offering reserved for Nexans Group employees**

**Paris, on October 14, 2014** – Nexans announced on May 15, 2014 the implementation of new employee shareholding plan.

In accordance with applicable regulations, this press release details certain features of the capital increase reserved for Nexans Group Employees.

This transaction will result in a share capital increase of Nexans company of a maximum 400,000 shares. The issuance of new shares is scheduled for January 21, 2015.

The main terms and conditions of this employee shareholding plan are described hereinafter.

#### **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:

#### **Contacts :**

##### **Press**

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## **ISSUER**

Nexans (hereinafter the « **Company** »)

Registered Office : 8 rue du Général Foy, 75008 Paris

Share Capital: € 42,043,145 divided into 42,043,145 shares as of December 31, 2013

RCS Paris 393 525 852

Compartiment A – NYSE Euronext Paris (France)

Common share ISIN: FR0000044448

## **PURPOSE OF THE TRANSACTION**

This shareholding plan, which is in line with the policy of developing the employee shareholding within the Group will cover 23 countries. Nexans wishes to associate closely its employees in France and abroad with the Group's development.

This transaction, called "Act 2014", will consist in a unique offer including a leverage effect and an investment guarantee which could be adjusted according to the country in the form of a similar offer complying with the main offer's objectives, while taking into account local tax and legal requirements.

## **FRAMEWORK OF THE TRANSACTION – OFFERED SECURITIES**

The Nexans' shareholders, at the May 15, 2014 General Shareholders Meeting, authorized the Board of Directors to increase the share capital of the Company in one or more occasions to a maximal amount of € 400,000 through the issuance of new shares reserved for employees of the Company and the French and foreign companies linked pursuant to Articles L.225-180 of the Commercial Code and L.3344-1 of the French Labor Code, and who are members of the Group Savings Plan.

In accordance with this delegation, the Board of Directors decided on May 15, 2014 of the principle of an issuance of ordinary shares to the employees members of the Group's Savings Plan to a subscription price which will be determined in accordance with the provisions of Article L.3332-19 of the French Labor Code, which can be subject to a discount. The Board decided about the main features of the transaction and granted the powers required to implement this transaction.

The CEO, acting on delegation of the Board of Directors, will decide the final terms and conditions of the transaction by a decision expected to occur on December 17, 2014; at this date, notably, he will set the subscription price of the newly-issued shares, which is equal to the Reference Price less the 20 % discount.

The Reference Price will be acknowledged by the CEO on December 17, 2014 ; in accordance with the provisions of Articles L.3332-19 of the French Labor Code, it will be equal to the average of the opening price of the Nexans' share on Euronext Paris during 20 days preceding this date.

The maximum number of Nexans new shares that can be issued within the framework of this offer is 400,000 shares (corresponding to a share capital increase of a maximum nominal amount of € 400,000).

## CONDITIONS OF THE SUBSCRIPTION

- *Beneficiaries of the share offering reserved for the employees:* the beneficiaries of the offering are (i) the employees, and the corporate officers under the conditions provided for by Article L.3332-2 of the French Labor Code, the companies in the offering perimeter that are regardless of the nature of their employment contract (fixed or indefinite term length, full or part time employment) and that are able to justify a three-months seniority within the Group by the end of the withdrawal period and (ii) the early retirees and retirees of the French companies of the Group who have maintained assets within the Group Savings Plan France since leaving the Group.
- *Companies in the offering perimeter:*
  - Nexans, with a share capital of € 42,043,145, with its registered office located at 8, rue du General Foy -75008 Paris, and
  - Companies of Nexans' Group having their registered office in France or abroad (i) in which Nexans holds directly or indirectly more than 50% of the share capital, (ii) that joined the Nexans' Group Savings Plan France or the Nexans' Group Savings Plan International and (iii) which are situated in one of the 23 following countries: Germany, Belgium, Brazil, Canada, Chili, China, Colombia, South Korea, Spain, United States, France, Greece, Italy, Lebanon, Morocco, Norway, Peru, Czech Republic, United Kingdom, Singapore, Sweden, Switzerland and Turkey.
- *Terms and conditions of subscription:* The shares will either be subscribed as registered shares, or through the FCPE, in accordance with the applicable regulation and/or applicable tax legislation in the various countries of residence of the beneficiaries of the capital share increase.
- *Subscription formula:* the employees will be able to subscribe some Nexans' shares through a FCPE (except local particular restrictions) within the scope of the unique subscription formula including a secured leverage effect allowing employees to benefit from a guarantee for their initial investment. In some countries, employees will receive a Stock Appreciation Right in which the amount will be indexed by applying a comparable formula to of the one offered in the leveraged plan.
- *Subscription Threshold :* The beneficiaries' annual investments made in the offering in the Group Savings Plan (after consideration of the additional bank amount under the leveraged formula) shall not exceed in accordance with Article L.3332-10 of the French Labor Code, one-fourth of their estimated gross annual compensation for 2014, subject to other constraints resulting from local regulations.
- *Lock-up period applicable to Nexans' shares or to the corresponding FCPE units:* the subscribers of the offering shall hold the shares and the corresponding FCPE units during the time period of five years, i.e. until January 21, 2020, except in the case of an early release event.
- *Exercise of the voting rights attached to the shares:* when the shares will be subscribed and held through a FCPE, the voting rights attached to these shares will be exercised by the Supervisory Board of the FCPE concerned; when the voting rights will be held as registered item, the voting rights will be exercised individually by employees involved.

## **SCHEDULE**

- Reservation period: from November 6, 2014 (inclusive) to November 18, 2014 (inclusive)
- Determination and communication of the subscription price: December 17, 2014
- Revocation period: from December 18, 2014 (inclusive) to December 23, 2014 (inclusive)
- Issuance of the new shares: scheduled for January 21, 2015

## **HEDGING TRANSACTIONS**

With respect to the implementation of the guaranteed leveraged formula, the financial institution structuring the offering (Société Générale) is likely to enter into hedging transactions, particularly as from the date on which the period of determination of the Reference Price will start, i.e. on November 6, 2014, and during the entire time period of the transaction.

## **LISTING**

The listing of the newly-issued shares to be traded on Euronext Paris (ISIN: FR0000044448), such as the listing of existing shares will be requested as soon as possible following the completion of the capital increase scheduled to occur on January 21, 2015.

## **SPECIFIC NOTIFICATION REGARDING INTERNATIONAL OFFERING**

This press release does not constitute an offer to sell or a solicitation to subscribe to Nexans' shares. The offering of Nexans' shares reserved for employees will be conducted only in the countries where such an offering has been registered with competent local authorities and/or following the approval of a prospectus by the competent local authorities or in consideration of an exemption of the requirement to prepare a prospectus or register the offering.

More generally, the offering will only be conducted in countries where all required filing procedures and/or notification have been completed and the required authorizations have been obtained.

## **EMPLOYEE CONTACT**

The beneficiaries may address all questions regarding this offering to their Human Resources contact person and/or to any other person specified in the documentation delivered to employees.

*This press release constitutes the information document required by Article 212-4 5° of the AMF general regulations and Article 14 of AMF instruction n°2005-11 of December 13, 2005.*