



## Update of 2008 Reference Document



This update of the 2008 *document de référence* (the “**2008 Reference Document**”) was filed with the *Autorité des marchés financiers* (AMF) on June 12, 2009, pursuant to Article 212-13, IV of its general regulations. It supplements the 2008 Reference Document of Nexans filed with the AMF on April 16, 2009, under number D 09-0255. The reference document and its update may be used in connection with a financial transaction if supplemented by a transaction notice (*note d’opération*) approved by the AMF.

## TABLE OF CONTENTS

1.	EXECUTIVE COMMITTEE, MANAGEMENT COMMITTEE AND BOARD OF DIRECTORS	3
1.1	Frédéric Vincent takes office as Nexans' new Chairman and CEO	3
1.2	Compensation and management's benefits	3
1.3	Reorganization	3
2.	LEGAL AND FINANCIAL ELEMENTS	5
2.1	2009 first-quarter financial information (unaudited) and forecasts	5
	Press release of April 22, 2009	5
2.2	Outlook and forecasts for the first-half-year 2009 and full-year 2009	9
2.2.1	Assumptions	10
2.2.2	Report of Statutory Auditors on forecasts	10
2.3	Allocation of 2008 income - Dividend	10
2.4	General Information	11
2.4.1	General information relating to the Company	11
2.4.2	Information relating to the share capital	11
2.4.3	Authorizations given to the Board of Directors	13
2.4.4	Audit of accounts	13
2.5	Other Information	13
3.	PRESS RELEASES	15
4.	PERSON IN CHARGE OF THE UPDATES OF THE 2008 REFERENCE DOCUMENT	16
5.	CROSS-REFERENCE TABLE	17

## **1. EXECUTIVE COMMITTEE, MANAGEMENT COMMITTEE AND BOARD OF DIRECTORS**

### **1.1 Frédéric Vincent takes office as Nexans' new Chairman and CEO**

As announced by the Company in the press release dated May 26, 2009, Frédéric Vincent took office as Chairman and CEO following the Combined Annual Shareholders' Meeting of Nexans that took place on May 26, 2009.

Frédéric Vincent succeeds Gérard Hauser, the Group's former CEO, who will remain a member of the Board of Directors until May 2010. This completes the transition initiated in 2006 when Frédéric Vincent was appointed as Chief Operating Officer (*Directeur Général Délégué*).

As a member of Nexans' Executive Committee since the creation of the company in 2000, Frédéric Vincent has played an active part in Nexans' development since that time. He was one of the architects of the company's IPO in 2001. He had a key role in Nexans' major external growth transactions during the last few years, such as the acquisition of Olex in Australia and Madeco's cable business in South America. In addition, he has been involved in designing the various strategic plans that have enabled Nexans to strengthen its worldwide leadership position in the cable industry.

Frédéric Vincent started his career with the audit firm Arthur Andersen in 1978 before joining in 1986 the Alcatel Group, where he held different operational positions within the Finance Department. In 2000, he became Nexans' Chief Financial Officer. Frédéric Vincent is a graduate of the Ecole des Hautes Etudes Commerciales and of the Institut d'Etudes Politiques of Paris.

### **1.2 Compensation and management's benefits**

The Combined General Shareholders' Meeting of Nexans of May 26, 2009 approved the related party agreements concluded with Frédéric Vincent (end of office indemnity and non-competition indemnity, as described on pages 316 and 617 of the 2008 Reference Document (*indemnité de fin de mandat et indemnité de non-concurrence*)).

The General Meeting of May 26, 2009 also decided to raise the amount of the attendance fees allocated to the Board of Directors to €600 000 per fiscal year, effective for the fiscal year beginning on January 1, 2009.

Each year, the Board of Directors allocates stock options, along with a long-term cash incentive plan, to a group of managers. On November 25, 2008, the Board of Directors decided to adopt stock option plan number 8 and grant 45,000 options to Frédéric Vincent. The grant of stock options pursuant to plan number 8 was accompanied by a long-term incentive plan (the "**2010 LTIP**") with a duration of two years conditioned on reaching 2010 quantitative objectives to be fixed in early 2009. Based on the recommendations of the Nominating and Compensation Committee, the Board of Directors of May 26, 2009, defined the payment terms of the LTIP, by providing that no payment will be made under the 2010 LTIP if less than 60% of the objectives are attained. Above this level, the incentive under the 2010 LTIP will be paid up to the average rate of the realization of the objectives, capped at 100%. Frédéric Vincent is a beneficiary of this LTIP and is therefore affected by this provision.

### **1.3 Reorganization**

As announced by the Company in its press release dated May 26, 2009, as the new CEO, Frédéric Vincent has reorganized the top management of the Group with a view towards increased reactivity to new challenges in the cable industry and in the worldwide economic environment.

A new Management Committee was created, chaired by Frédéric Vincent, bringing together:

- Frédéric Michelland, appointed CFO, Senior Corporate Executive Vice President;
- Pascal Portevin, Senior Corporate Executive Vice President, in charge of definition and implementation of marketing and innovation strategy. In addition, the MERA (Middle-East, Russia and Africa), Asia-Pacific, North America, and South America Areas report to him;
- Yvon Raak, Senior Corporate Executive Vice President, in charge of definition and implementation of industrial and logistics strategy. He remains responsible for the Europe area.

The Executive Committee of Nexans is composed of 11 members:

- The members of the Management Committee, as well as:
- Nicholas Ballas, appointed effective June 1, 2009 as Executive Vice President Asia-Pacific Area, replacing Michel Lemaire who is retiring. Originally from St. Paul, Minnesota (United States), Nicholas Ballas holds an MBA from the Thunderbird School of Global Management. He has been with the Cabot Group since 1987 and has held various positions in the financial and business development sectors in the United States, Japan, and Indonesia;
- Wolfgang Bedorf, Executive Vice-President Middle East, Russia, Africa Areas;
- Jean-Claude Nicolas, Senior Corporate Vice President Communications, who ensures the Committee secretariat;
- Patrick Noonan, General Counsel, Senior Corporate Vice-President, appointed as Secretary General;
- Jorge Tagle, Executive Vice-President South America Area;
- Gordon Thursfield, Executive Vice-President North America Area; and
- Jacques Villemur, Senior Corporate Vice-President Human Resources.

## 2. LEGAL AND FINANCIAL ELEMENTS

### 2.1 2009 first-quarter financial information (unaudited) and forecasts

#### Press release of April 22, 2009

- Cable business sales down 8.3% in the first quarter of 2009 despite the positive impact of the Group's geographic redeployment into high growth areas.
- Group's net debt reduced by one third, i.e. 175 million euros, compared with December 31, 2008 levels.

**Paris, April 22, 2009** — Nexans today announced 2009 first-quarter sales of 1,245 million euros. At constant non-ferrous metal prices\* and consolidation scope, the quarter's sales stood at 1,043 million euros, down 8.3% for Cable business compared with the good first quarter 2008 (down 9.9% when including electrical wires).

In a difficult global economic climate, the Group benefited from the good performance of its new activities in South America following the acquisition in September 2008 of the Madeco group's cable business.

At a comparable scope and exchange rate, cable business sales were down 14.6%\*\* because of the sharp fall in economic activity (and particularly in January) both in Europe and North America. This contraction is in line with the trend observed in the fourth quarter of 2008.

As expected, Energy Infrastructures withstood the current conditions better than the other segments in the first quarter of 2009.

The areas where the Group has invested heavily in the past three years are evolving more favorably with sales holding steady in the Asia-Pacific and MERA (Middle East-Russia-Africa) areas.

The difference between the current scope (-8.3%) and the constant scope (-14.6%) confirms the Group's acquisitions policy which aims at establishing positions in growth areas.

Confronted with a worse than expected deterioration in its historical scope, the Group considerably stepped up its restructuring actions, one of which is now complete in Canada (low and medium voltage), as well as in Romania and the Czech Republic (cables and harnesses for the automotive industry). In this respect, nearly 900 employees are expected to leave the Group. Furthermore, a project to close the Building Cable business in Germany has been announced, affecting 160 employees. Finally, projects for additional reorganizations, mostly in Europe, and site specialization are being examined.

The Group has continued to focus on generating cash flow and as a result is able to report a further sharp reduction in its net financial debt down from 536 million euros at December 31, 2008 to 362 million euros at March 31, 2009.

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\* To neutralize the effect of variations in the purchase price of non-ferrous metals and thus measure the underlying sales trend, Nexans also calculates its sales using a constant price for copper and aluminum.

\*\* 2008 sales on the basis of comparable data correspond to constant metal sales, recalculated after adjustments for comparable scope and exchange rates. The exchange effect on sales at constant non-ferrous metal prices amounts to a negative 34 million euros, while the comparable scope effect amounts to a negative 15 million euros.

**CONSOLIDATED SALES BY BUSINESS SEGMENT (unaudited)**

	<b>Q1 2008</b>	<b>Q1 2009</b>	<b>Absolute growth at constant exchange</b>	<b>Organic growth</b>
<b>(in €millions)</b>	<b>At constant metal prices*</b>	<b>At constant metal prices*</b>		
Energy Business				
- Energy Infrastructures	441	444	+4.8%	-4.9%
- Industry <i>(excluding automotive cables and harnesses***)</i>	237	196	-16.1%	-25.1%
- Buildings	294	238	-1.2%	-14.7%
Telecom Business				
- Telecom Infrastructures	58	48	-14.3%	+2.9%
- Private Telecom Networks (LAN)	72	55	-26.6%	-24.8%
Other	4	5	N/S	N/S
<b>Sub-total : Cable Business</b>	<b>1,106</b>	<b>986</b>	<b>-8.3%</b>	<b>-14.6%</b>
Electrical Wires	86	57	-30.1%	-45.9%
<b>Group Total</b>	<b>1,192</b>	<b>1,043</b>	<b>-9.9%</b>	<b>-17.0%</b>

\*\* Estimated growth for Industry excluding automotive cables and harnesses

- **Energy infrastructures: Standing up to the crisis**

Sales at a constant exchange rate were up by 4.8% as a result of the contribution of the newly acquired Cable business from Madeco in South America. At a constant scope, the 4.9% drop is only due to a temporary delay in High Voltage invoicing.

At a constant scope and exchange rate, low and medium voltage cables and accessories sales are steady despite the unfavorable climatic conditions in the first quarter, particularly in Northern Europe.

The surge in activity reported for some countries, such as Germany, Brazil, South Korea, Lebanon, Australia and Vietnam, offset the decrease in certain other markets, such as Italy and North America, where the Group is gradually redeploying production from its Quebec, Canada, site (closed at the start of the year) to other plants in the area.

- **Industry: High impact of the slowdown in certain industrial segments**

At a constant exchange rate, industry cable sales were down by 16.1% compared with the first quarter 2008.

Automotive cables and harnesses business were particularly affected by the negative economic climate in this sector. Automotive cables and harnesses were down by 44.9% in line with the trends observed in the final quarter of 2008. Cost-cutting measures were immediately taken to tackle this sudden sharp contraction in activity (employee numbers down by 13% in the quarter, and by 22% compared with the end of March 2008).

The other industry cable business fared better in the first quarter, falling only by 1.2% at constant exchange rates (and -14.7% at a constant scope). This drop is largely attributable to Europe, especially the German market, where cables for the machine tool and mining sectors contracted sharply, as well as France where Oil & Gas projects have been set back. On the other hand, railways, aeronautics and shipbuilding industries have remained strong.

- **Building: Sharp decline confirmed**

In the first quarter of 2009, Building business fell 16.5% at a constant exchange rate, compared with the same quarter a year earlier.

In Europe, the general drop in volumes, about 25% year-on-year, can be traced to the Spanish, British and German markets. It has necessitated continuing in 2009 the rationalization actions initiated in 2008. Nexans has therefore, announced its proposal to close its Vacha (Germany) site, after already closing that of Athlone (Ireland) in 2008.

In North America, the decline was less steep, with sales falling approximately 13%, which led Nexans to speed up measures to cut fixed costs to limit the impact on its profitability.

In the other areas, in particular the emerging countries, business was satisfactory.

Overall, the Group did not suffer any price reductions in this business.

- **Telecom infrastructures: Steady activity at a comparable scope**

Sales decreased from 58 to 48 million euros at constant metal prices. This drop is solely attributable to the sale of the copper telecom cable business in Santander (Spain). At a constant scope and exchange rate, this business was actually up by 2.9%.

- **Telecom networks (LAN): Sharp reduction in customer investments**

LAN cable business was down by a sharp 25% or so in the first quarter of 2009. This drop affected Europe and North America in similar proportion and reflects the direct reduction in investment by the financial sector in data networks as well as the sharp drop in new real estate development that would otherwise require the installation of new cabling systems. This decline is compounded by distributors' efforts to bring down their own inventory levels.

- **Electrical wires: Ongoing attrition**

Down by 45.9%, electrical wires business almost halved (at constant metal prices, consolidation scope and exchange rates) due to the Group's policy of refocusing on its own needs.

## **OUTLOOK**

Despite a difficult economic context aggravated by seasonal effects attributable to climate conditions and the deferred billing due to delays in certain high voltage projects, the Group remains focused on its internal year-end objective of 6% operating margin, factoring in the measures already committed and the satisfactory performance of its South American business.

	<b>First Quarter</b>	
<i>(unaudited, in millions of euros)</i>	<b>2008</b>	<b>2009</b>
<b>At actual metal prices</b>	<b>1,743</b>	<b>1,245</b>
<b>At constant metal prices</b>	<b>1,192</b>	<b>1,043</b>

<b>Sales at actual metal prices by business segment</b>		
<b>Energy</b>	<b>1,335</b>	<b>1,036</b>
- Energy Infrastructures	535	508
- Industry	315	230
- Building	485	298
<b>Telecom</b>	<b>155</b>	<b>110</b>
- Telecom Infrastructures	68	50
- Telecom Networks (LAN)	87	60
<b>Other</b>	<b>3</b>	<b>5</b>
<b>Electrical Wires</b>	<b>250</b>	<b>94</b>
<b>Group Total</b>	<b>1,743</b>	<b>1,245</b>

<b>Sales at constant metal prices by business segment</b>		
<b>Energy</b>	<b>972</b>	<b>878</b>
- Energy Infrastructures	441	444
- Industry	237	196
- Building	294	238
<b>Telecom</b>	<b>130</b>	<b>103</b>
- Telecom Infrastructures	58	48
- Telecom Networks (LAN)	72	55
<b>Other</b>	<b>4</b>	<b>5</b>
<b>Electrical Wires</b>	<b>86</b>	<b>57</b>
<b>Group Total</b>	<b>1,192</b>	<b>1,043</b>

<b>Sales at actual metal prices by geographical area of activity</b>		
Europe	1,122	731
North America	284	141
Asia Pacific	193	140
Middle-East, Russia, Africa	110	89
South America	34	147
Corporate		-3
<b>Group Total</b>	<b>1,743</b>	<b>1,245</b>

<b>Sales at constant metal prices by geographical area of activity</b>		
Europe	825	644
North America	141	110
Asia Pacific	129	110
Middle-East, Russia, Africa	72	71
South America	25	111
Corporate		-3
<b>Group Total</b>	<b>1,192</b>	<b>1,043</b>

## **2.2 Outlook and forecasts for the first-half-year 2009 and full-year 2009**

Nexans indicated in its press release dated April 22, 2009 relating to financial information for the first quarter of 2009 reproduced in paragraph 2.1 “2009 first-quarter financial information (unaudited) and forecasts” that the Group remained focused on its internal year-end objective of a 6% operating margin<sup>1</sup>.

In its press release dated May 26, 2009 relating to the Combined Shareholders’ Meeting of May 26, 2009, to the taking of office of Frédéric Vincent, new Chairman and CEO of Nexans, and to the outlook for the first-half-year 2009 and full-year 2009, the Company indicated:

“Nexans takes the opportunity of this Annual Shareholders' Meeting to indicate that as the current worldwide economic context is still difficult, particularly in Europe and in North America, in the building market and in certain industrial segments such as the automotive industry, second-quarter 2009 sales are not expected to improve compared with the first quarter 2009.

In this context, the Group remains focused on its internal year-end objective of a 6% operating margin, following the organic decrease of cable sales of 15% for the first half of the year. A favorable seasonal pickup in energy infrastructures, the end of the destocking phenomenon as well as the first effects of the cost reduction measures already undertaken by the Group should positively contribute to the performance of the second-half of the year, in an uncertain price environment, particularly in cable for the construction market.

<sup>1</sup> The operating margin measures the operating performance of the Group and includes the gross margin (which comprises indirect production charges), administrative and commercial charges and research and development costs.

Taking all these elements into account, operating margin at June 30, 2009 is expected to be in the order of 4.5% to 5%.”

### 2.2.1 Assumptions

Nexans has assembled these objectives and preliminary data based on the following assumptions:

- The stability of the market for energy infrastructure given a more favorable effect of seasonality in the second half-year;
- The continuation of relatively stable price levels in the cable business in the second half of 2007 which could nevertheless be affected by a more uncertain pricing context;
- The first favorable effects of the cost reduction plans implemented by the Group;
- Stable exchange rates (euros versus other currencies) during this period.
- The use of a standard price for non-ferrous metals, mainly copper and aluminum, of €1,500 and €1,200 per ton, respectively.

### 2.2.2 Report of Statutory Auditors on forecasts

“To the Chairman and Chief Executive Officer of Nexans,

In our capacity as Statutory Auditors and in compliance with EU Regulation N° 809/2004, we hereby report on the profit forecasts of Nexans S.A., which is included in section 2.2 of its update of the 2008 “document de référence” forming part of this prospectus.

These forecasts and underlying significant assumptions were prepared under your responsibility, in accordance with the EU Regulation N° 809/2004 and the relevant CESR guidance.

It is our responsibility to express our conclusion, pursuant to Appendix 1, paragraph 13.2 of the EU Regulation N° 809/2004, as to the proper compilation of forecasts.

We have performed those procedures which we considered necessary in accordance with professional guidance issued by the national auditing body (*Compagnie nationale des commissaires aux comptes*). Our work consisted in an assessment of the preparation process for the forecasts, as well as the procedures implemented to ensure that the accounting methods applied are consistent with those used for the preparation of the historical financial information of Nexans S.A. We also gathered all the relevant information and explanations that we deemed necessary to obtain reasonable assurance that the forecasts have been properly compiled on the basis stated.

It should be noted that, given the uncertain nature of forecasts, the actual figures are likely to be significantly different from those forecast and that we do not express a conclusion on the achievability of these figures.

We conclude that:

- The forecasts have been properly compiled on the basis stated;
- The accounting methods applied in the preparation of these forecasts are consistent with the accounting principles adopted by Nexans S.A.

This report is issued for the sole purpose of the update of the 2008 “document de référence” and, if applicable, of a public offering, in France and any other EU country realized on the basis of a

prospectus including the “document de référence” and its update, registered with the French Stock Exchange regulatory body (AMF). It may not be used in any other context.

Neuilly-sur-Seine and Paris-La-Défense.

The Statutory Auditors

**PricewaterhouseCoopers Audit**

**KPMG Audit  
Member of KPMG S.A.**

Dominique Ménard  
Partner

Valérie Besson  
Partner

### **2.3 Allocation of 2008 income - Dividend**

The Combined Shareholders’ Meeting of Nexans of May 26, 2009 approved the distribution of a dividend of €2 per share, as in 2008. The ex-dividend date was May 29, 2009 at the opening of trading on Euronext and the dividend was paid on June 3, 2009.

In a notice published in the *Bulletin des Annonces Légales Obligatoires* on June 10, 2009, holders of the OCEANE 1.5% due 2013 were informed of the distribution of the abovementioned dividend. In accordance with the agreement under which the OCEANE 1.5% due 2013 were issued, the Board of Directors, in a decision taken at its meeting of May 26, 2009, as finalized by a decision of the CEO, acting pursuant to delegated power on June 3, 2009, adjusted the conversion/exchange ratio of the OCEANE 1.5% due 2013. The new conversion/exchange ratio will allow holders of the OCEANE 1.5% due 2013 to obtain 1.02 shares of the Company for every OCEANE 1.5% due 2013. This adjustment is applicable to conversions and exchanges completed on or after June 3, 2009.

### **2.4 General Information**

#### **2.4.1 General information relating to the Company**

The Board of Directors of the Company, during its meeting of April 3, 2009, decided to transfer the registered office of the Company from 16, rue de Monceau (75008 Paris) to 8, rue du Général Foy (75008 Paris), effective on June 1, 2009. This decision was approved by the Combined Shareholders’ Meeting that was held on May 26, 2009, in its seventh resolution.

#### **2.4.2 Information relating to the share capital**

As at May 31, 2009, the share capital amounted to €27,970,803 divided into 27,970,803 shares with a par value of €1 each.

Evolution of share capital certified by the Board of Directors since January 1, 2009:

Date	Transaction	Number of shares issued / cancelled	Nominal amount of the capital increase / reduction	Cumulative amount of capital	Cumulative amount of shares
February 11, 2009	Capital increase relating to the exercise of stock options	36,250	€36,250	€27,936,953	27,936,953
June 12, 2009	Capital increase linked to the exercise of options to subscribe for shares	33,850	€33,850	€27,970,803	27,970,803

As at May 31, 2009, the estimated number of shares with double voting rights amounted to 365,025.

Estimated distribution of the capital and voting rights as May 31, 2009\*:

	CAPITAL		VOTING RIGHTS <sup>(1)</sup>	
	Number of shares	Percentage	Number of voting rights	Percentage
Madeco Group (Chile)	2,568,726	9.2%	2,568,726	9.1%
Morgan Stanley	1,671,415	5.9%	1,671,415	5.9%
Barclays Global Investors	1,396,300	5.0%	1,396,300	4.9%
Other institutional investors	17,782,232	63.6%	17,843,689	63.0%
Employees	395,680	1.4%	620,548	2.2%
Other individual shareholders	3,959,334	14.2%	4,038,034	14.2%
Unidentified shareholders	197,116	0.7%	197,116	0.7%
<b>TOTAL</b>	<b>27,970,803</b>	<b>100.0%</b>	<b>28,335,828</b>	<b>100.0%</b>

(1) Shares registered in the name of the same holder for at least two years carry double voting rights. In accordance with the Company's articles of incorporation, a shareholder's voting rights are limited to 8% (in the case of single voting rights) and 16% (in the case of double voting rights) of the voting rights attached to shares held by shareholders present or represented when voting on resolutions at a Shareholders' Meeting.

\*Given the frequent changes in the Company's shareholding structure, the distribution table above may not be an accurate representation of the Nexans' current shareholding.

To the best of the Company's knowledge, no event requiring the reporting of an ownership change (*franchissement des seuils légaux*) has taken place since the publication of the 2008 Reference Document.

### **2.4.3 Authorizations given to the Board of Directors**

The Shareholders' Meeting of May 26, 2009 voted in favor of all of the financial resolutions proposed by the Board of Directors set forth in the table on page 307 of the 2008 Reference Document.

The same Meeting authorized the Company to trade its own shares and established the applicable terms. This authorization cancels, as of May 26, 2009, any prior delegation given to the Board of Directors for the purpose of trading the Company's shares. As of the date hereof, the Board of Directors has not used this delegation.

### **2.4.4 Audit of accounts**

The Shareholders' Meeting of May 26, 2009, acknowledging the expiration of the term of Salustro Reydel, a member of KPMG International, the Statutory Auditor, and the expiration of the term of Mr. François Chevreux, Alternate Statutory Auditor, appointed KPMG, 3, cours du Triangle, 92939 Paris La Défense Cedex, as Statutory Auditor, and Mr. Denis Marangé as Alternate Statutory Auditor, for the legal term of six years expiring at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the fiscal year ending on December 31, 2014.

The persons in charge of auditing Nexans' financial statements as of the date hereof are:

#### **Appointed Statutory Auditors**

KPMG S.A.

PricewaterhouseCoopers Audit

3, Cours du Triangle, 92939 Paris-La Défense cedex

63, rue de Villiers, 92208 Neuilly-sur-Seine Cedex

Represented by Valérie Besson

Represented by Dominique Ménard

Date of first term and of current term:

Date of first term and of current term:

Mixed Shareholders' Meeting of May 26, 2009

Ordinary Shareholders' Meeting of May 15, 2006

Date of expiration of current term: at the end of the Shareholders' Meeting called to approve the financial statements for the fiscal year ending on December 31, 2014

Date of expiration of current term: at the end of the Shareholders' Meeting called to approve the financial statements for the fiscal year ending on December 31, 2011

#### **Alternate Statutory Auditors**

Denis Marangé

Etienne Boris

1, Cours Valmy, 92923 Paris-La Défense cedex

63, rue de Villiers, 92208 Neuilly-sur-Seine

Date of first term and of current term:

Date of first term and of current term:

Mixed Shareholders' Meeting of May 26, 2009

Ordinary Shareholders' Meeting of May 15, 2006

Date of expiration of current term: at the end of the Shareholders' Meeting called to approve the financial statements for the fiscal year ending on December 31, 2014

Date of expiration of current term: at the end of the Shareholders' Meeting called to approve the financial statements for the fiscal year ending on December 31, 2011

## **2.5 Other Information**

**Legal Proceedings** – There are no governmental, judicial or arbitration proceedings, pending or threatened, that may have, or have had during the past 12 months, a material effect on the financial condition or profitability of the Company and the Group, other than the matters described in the Reference Document for 2008.



**3. PRESS RELEASES**

All press releases published by Nexans are available on the website [www.nexans.com](http://www.nexans.com). In particular, Nexans has published the following press releases since the date of the 2008 Reference Document:

- Press release dated April 17, 2009 relating to the Combined Shareholders' Meeting of May 26, 2009 and the 2008 Reference Document;
- Press release dated April 22, 2009 relating to 2009 first-quarter financial information;
- Press release dated May 26, 2009 relating to the Combined Shareholders' Meeting of May 26, 2009, the taking of office of Frédéric Vincent, new Chairman and CEO of Nexans and the outlook for the first half year 2009 and full-year 2009;
- Press release dated May 26, 2009 relating to the Combined Shareholders' Meeting of May 26, 2009 and the dividend of €2 per share; and
- Press release dated May 28, 2009 relating to the Board of Directors Meeting of May 26, 2009 and the elements of compensation of Frédéric Vincent as Chairman – CEO, published in application of the AFEP-MEDEF Corporate Governance Code and of the Rules of procedure of the Board of Directors.

#### **4. PERSON IN CHARGE OF THE UPDATES OF THE 2008 REFERENCE DOCUMENT**

Mr. Frédéric Vincent, Chairman and CEO of Nexans.

##### **Certification of the responsible person**

“I hereby declare, after taking all reasonable measures for this purpose, and to the best of my knowledge, that the information contained in the French Prospectus is in accordance with the facts and that it makes no omission likely to affect its import.

I have obtained a completion letter from the statutory auditors in which they state that they have verified the information relating to the financial condition and the financial statements presented in the French Prospectus and have read the French Prospectus in its entirety.

The consolidated financial statements for the fiscal year ended December 31, 2006, presented in the reference document filed with the AMF on March 30, 2007, under no. D 07-0251, have been discussed in the statutory auditor’s report found on page 124 and 125 of said document, which contains the following remark: “Without qualifying our opinion expressed above, we draw your attention to Section b, ‘Change relating to the recognition of non-ferrous metal inventories’ of note 1, ‘Summary of significant accounting policies’ to the consolidated financial statements, which describes the Company’s change in accounting for core exposure and its impact on consolidated equity and net income.”

The corporate financial statements for the fiscal year ended December 31, 2007, presented in the reference document filed with the AMF on March 5, 2008, under no. D 08-0090, have been discussed in the statutory auditor’s reports found on page 181 of said document, which contains the following remark: “Without qualifying the above opinion, we bring your attention to Note 2 ‘Summary of significant accounting policies: Share Acquisition Costs,’ which addresses the change in the tax option used by the Company when accounting for share acquisition costs.”

The corporate financial statements for the fiscal year ended December 31, 2008, presented in the reference document filed with the AMF on April 16, 2009, under no. D 09-0255, have been discussed in the statutory auditor’s report found on pages 298 to 299 of said document, which contains the following remark: “Without qualifying our opinion, we draw your attention to Note 30 ‘Events after the balance sheet date,’ which reports that investigations were launched against Nexans in late January 2009 in relation to alleged cartel behavior.”

The consolidated financial statements for the fiscal year ended December 31, 2008, presented in the reference document filed with the AMF on April 16, 2009 under no. D 09-0255, have been discussed in the statutory auditor’s report found on pages 271 and 272 of said document, which contains the following remark: “Without qualifying our opinion, we draw your attention to the section “Contingent liabilities relating to disputes and proceedings” of Note 31 ‘Contingent liabilities and disputes’ to the consolidated financial statements which reports that investigations were launched against Nexans in late January 2009 in relation to alleged cartel behavior.”

Mr. Frédéric Vincent  
Chairman and CEO

## 5. CROSS-REFERENCE TABLE

<b>Lines for Annex I of European regulation No. 809/2004</b>	<b>Corresponding pages of the 2008 Reference Document</b>	<b>Pages of this update of the 2008 Reference Document</b>
<b>1. PERSONS RESPONSIBLE</b>	332	15
<b>2. STATUTORY AUDITORS</b>	329	13
<b>3. SELECTED FINANCIAL INFORMATION</b>		
4.1 Historical financial information	12 to 15	
4.2 Intermediary financial information	N/A	5 to 9
<b>4. RISK FACTORS</b>	107 to 113 and 238 to 252	
<b>5. INFORMATION ON THE ISSUER</b>		
5.1 History and development of the Company	10 to 86 and 301	
5.2 Investments	10 and 11, 15, 69, 99 and 100, 105 and 106, 315 and 316	
<b>6. BUSINESS OVERVIEW</b>		
6.1 Principal activities	24 to 55, 74 to 77, 89 to 97, 193 to 196	
6.2 Principal markets	24 to 55, 89 to 97, 193, 197 and 198	
6.3 Exceptional events	N/A	
6.4 Dependencies	108 and 109	
6.5 Elements on which all issuer representations regarding its competitive position are based	24 to 55, 109 and 110	
<b>7. ORGANIZATION CHART</b>		
7.1 Summary description of the Group	1 to 5, 89, 114, 238, 267, 295	
7.2 List of significant subsidiaries	267 to 270	
<b>8. PROPERTY, PLANT AND EQUIPMENT</b>		
8.1 Significant existing or planned tangible fixed assets	216 and 217, 316	
8.2 Environmental issues that could influence the use of tangible fixed assets	66 to 69, 111 and 112, 132 to 135	
<b>9. REVIEW OF FINANCIAL POSITION AND EARNINGS</b>	12 to 15, 24 to 55, 89 to 101, 114	5 to 9
<b>10. CASH AND EQUITY</b>		
10.1 Issuer's equity	222 to 226	
10.2 Source and amount of cash flows	167 and 168	
10.3 Borrowing requirements and funding structure	233 to 237	
10.4 Restrictions on the use of capital that have or may have a significant influence the issuer's operations	238 to 240	
10.5 Sources of financing expected	238 to 240	
<b>11. RESEARCH AND DEVELOPMENT, PATENTS AND LICENSES</b>	58 and 61, 104 and 105, 110 and 111	
<b>12. INFORMATION ON TRENDS</b>	105 and 106, 314	
<b>13. PROFIT FORECASTS OR ESTIMATES</b>	N/A	9 to 11
<b>14. MANAGEMENT AND SUPERVISORY BODIES AND GENERAL MANAGEMENT</b>		
14.1 Management bodies	9, 19 to 23, 116 to 118, 125 to 127	3 and 4

14.2 Conflicts of interest among management bodies	118	
<b>15. COMPENSATION AND BENEFITS</b>		
15.1 Amount of compensation paid and in-kind benefits	119 to 125	3
15.2 Total amount of provisions funded or allocated or payment of pensions, retirement pensions or other benefits	123	
<b>16. METHOD OF OPERATION OF MANAGEMENT BODIES</b>		
16.1 Expiration of current terms	117	
16.2 Service contracts for members of management bodies	118	
16.3 Information on the audit and compensation committees	23, 119, 151 and 152	
16.4 Corporate governance applicable in the issuer's country of origin	116 to 125, 149 to 153	3 and 4
<b>17. EMPLOYEES</b>		
17.1 Headcount	1, 4, 135 and 136	
17.2 Shareholdings and stock options held by members of management bodies	304 and 305, 308 to 310	3
17.3 Arrangements for involving the employees in the capital of the issuer	65, 131 and 132	
<b>18. MAJOR SHAREHOLDERS</b>		
18.1 Shareholders holding more than 5% of the company's capital or voting rights	17, 130 and 131, 308 to 310	11 and 12
18.2 Existence of different voting rights	302, 312	
18.3 Issuer control	308 to 310	12
18.4 Agreements known to the issuer that if implemented could in the future trigger a change in the Company's control	304	
<b>19. TRANSACTIONS WITH RELATED PARTIES</b>		
	262 to 265	
<b>20. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS, FINANCIAL POSITION AND RESULTS</b>		
20.1 Historical financial data	334	
20.2 Pro-forma financial data	N/A	
20.3 Financial statements	163 to 299	
20.4 Verification of historic annual data	271 and 272, 298 and 299	
20.5 Date of the latest financial data	163, 273	
20.6 Interim and other financial data	N/A	5 to 9
20.7 Dividend distribution policy	7, 115	11
20.8 Legal and arbitration proceedings	107 to 113, 265 to 267	13
20.9 Significant change in the issuer's financial or market position	314	
<b>21. ADDITIONAL INFORMATION</b>		
21.1 Share capital	17, 130 and 131, 223 to 226, 302 to 307	11 and 12
21.2 Memorandum and Articles of Association	301, 311 and 312	11
<b>22. MAJOR CONTRACTS</b>		
	314	

<b>23. INFORMATION OBTAINED FROM THIRD PARTIES, EXPERT STATEMENTS AND DECLARATIONS OF INTEREST</b>	N/A
<b>24. DOCUMENTS AVAILABLE TO THE PUBLIC</b>	301
<b>25. INFORMATION ON SHAREHOLDINGS</b>	10 and 11, 99 to 101, 267 to 270