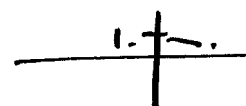


Person responsible for the reference document

Paris – May 16, 2002

“To my knowledge, the information provided in this reference document is true ; and gives all elements necessary for investors to evaluate the assets, the business, the financial situation, the revenue and the outlook of the company. No information has been omitted which is likely to affect the reliability of this reference document.”



The Chairman of the Board,

Gérard Hauser

Auditors' Report

on the information presented in the "Reference Document"

(Free translation of a French language original for convenience purpose only. Accounting principles and auditing standards and their application in practice vary among nations. The accompanying financial statements are not intended to present the financial position, results of operations and cash flows in accordance with accounting principles and practices generally accepted in countries other than France. In addition, the procedures and practices utilized by the statutory auditors in France with respect to such financial statements included in a prospectus may differ from those generally accepted and applied by auditors in other countries. Accordingly, the French financial statements and the auditors' report of which a translation for convenience purpose only is presented in this document are for use by those knowledgeable about French accounting procedures, auditing standards and their application in practice.)

As statutory auditors of Nexans and in accordance with Rule 98-01 of the *Commission des Opérations de Bourse* and professional standards applicable in France, we have performed certain procedures on the information contained in this "Reference Document" relating to the historical financial statements of the company.

The company's Chairman and Chief Executive Officer is responsible for the preparation of the "Reference Document". Our responsibility is to report on the fairness of the information presented in the "Reference Document" relating to the financial situation and the financial statements.

We have conducted our work in accordance with professional standards applicable in France. Those standards require that we assess the fairness of the information presented relating to the financial situation and the financial statements and its consistency with the financial statements on which we have issued a report. Our procedures also include reading the other information contained in the "Reference Document" in order to identify material inconsistencies with the information relating to the financial situation and the financial statements and to report any apparent material misstatement of facts that we may have found in reading the other information based on our general knowledge of the company obtained during the course of our engagement. With respect to the selected prospective data resulting from an organized process, our procedures consisted of a reading of management's assumptions and the resulting figures.

Barbier Frinault & Autres has audited in accordance with professional standards applicable in France the individual financial statements for the fiscal year 1999, approved by the Board of Directors. Barbier Frinault & Autres and Ernst & Young have audited in accordance with professional standards applicable in France the individual financial statements for the fiscal years 2000 and 2001, approved by the Board of Directors.

We expressed an unqualified opinion on such financial statements.

We have examined in accordance with professional standards applicable in France the pro forma combined financial statements for the fiscal years 1999 and 2000, approved by the Board of Directors and presented in the *“Reference Document”*. Based on this limited review, we concluded that the assumptions used in the pro forma combined financial statements of Nexans provided a reasonable basis for presenting the effects of Nexans’ creation as if Nexans had been created as of January 1, 1999. We also concluded that their translation to figures was appropriate and that the accounting methods used was in accordance with those used for the preparation of the historical combined financial statements. The pro forma combined financial statements were prepared on the basis of the historical combined financial statements.

Barbier Frinault & Autres has audited in accordance with professional standards applicable in France the historical combined financial statements for the fiscal year 1999. Barbier Frinault & Autres and Ernst & Young have audited in accordance with professional standards applicable in France the historical combined financial statements for the fiscal year 2000.

Except for the fact that no notes were prepared for the historical combined financial statements for the two years in the period ended December 31, 2000, on the ground discussed under note 28, in our opinion, the historical combined financial statements give a true and fair view of the group’s financial position and of its assets and liabilities, and of the results of the operation of the companies included in the combination.

In our report on unaudited pro forma combined financial statements for the fiscal year 1999 and 2000, without calling into question our opinion on the historical combined financial statements, we have drawn the attention of the shareholders to the following points:

- note 1.k to the pro forma combined financial statements specifying the changes in the valuation method and the presentation of reserves for pensions and retirement benefit that were implemented in 1999,
- note 1 to the pro forma combined financial statements specifying the accounting changes resulting from the initial application of the new rules and methods relating to consolidated financial statements that were implemented in 1999.

Barbier Frinault & Autres and Ernst & Young have audited in accordance with professional standards applicable in France the consolidated financial statements for the fiscal year 2001, approved by the Board of Directors. We expressed an unqualified opinion on such financial statements.

Based on the procedures performed, we have no matters to report regarding the fairness of the information relating to the financial situation and the financial statements presented in the *“Reference Document”*.

Neuilly-sur-Seine and Paris-La-Défense, May 16, 2002

The Statutory Auditors

BARBIER FRINAULT & AUTRES

Alain Gouverneyre

ERNST & YOUNG AUDIT

Jean-Claude Lomberget