

TRUST

INTEGRITY

TRANSPARENCY

# Nexans Code of Ethics and Business Conduct

COMMITMENT

LOYALTY

CONFIDENTIALITY

RESPECT

COMPLIANCE

DIALOGUE

<u>Foreword</u>	<u>01</u>
<u>Nexans signs up to the Global Compact</u>	<u>02</u>
<u>An everyday guide</u>	<u>03</u>
<u>Our commercial partners</u>	<u>04</u>
• Customer relations	
• Agents, consultants and distributors	
• Supplier and subcontractor relations	
• Gifts and invitations	
• Competition	
• Export controls	
• Money laundering prevention	
<u>Our shareholders and financial partners</u>	<u>06</u>
• Accuracy and completeness of financial data	
• Insider trading	
<u>Environment and Product responsibility</u>	<u>08</u>
• Protection of the environment	
• Product responsibility	
<u>Employees</u>	<u>10</u>
• Diversity and fairness	
• Training and development	
• Labour relations	
• Health and safety	
<u>Governments and Communities</u>	<u>12</u>
• Anti-corruption measures	
• Political activities	
• Community relations	
• Investigations of regulatory or governmental authorities	
<u>Business conduct</u>	<u>14</u>
• Conflicts of interest	
• Protection of company resources	
• Compliance with confidentiality rules	
• Intellectual property	
<u>Implementation of business conduct principles</u>	<u>16</u>

# Foreword

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Our Group's future above all relies on the trust of our customers, shareholders, employees, partners and, more broadly, the communities to which we belong.

Trust is gained through acting with integrity, professionalism and fairness. We are judged not only on what we do but also on how we do it. Customer orientation, operational excellence, transversality and commitment: these are the values that are most important to us and should be reflected in our ethics and behavior. I attach the utmost importance to them: the creation of a CSR Committee, that I chair, responsible for sustainable development and its deployment in Nexans, is testament to that.

Our Group is investing in new markets, establishing operations in new countries and welcoming new employees. This diversity is a source of wealth and strength. It will be all the more so if we share common principles and rules of conduct. By observing demanding ethical standards, we will reinforce the trust and respect of all those who are involved in our activities. We will make them want to work with and for Nexans. We will then be able to continue to grow successfully by contributing usefully to the society in which we live.

Nothing can replace common sense and a focus on personal ethical conduct that is based on respect and personal responsibility. The clear and precise principles, and the references to specific situations set out in the Nexans Code of Ethics and Business Conduct will help you act in the Group's name in a manner that is beyond reproach. If you have any doubts or questions about what constitutes appropriate conduct, promptly discuss the issue with your manager or one of the contacts made available to you within the Group.

The desire to improve financial performance and the existence of demanding business conduct standards are perfectly compatible. Compliance with this Code is everyone's responsibility and a way to progress as a Group. I am personally counting on you to make this Code your own, to consult it whenever necessary and to implement its principles in your day-to-day work.

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**Frédéric Vincent**  
Chairman & Chief Executive Officer

TRUST // Ethical conduct promotes trust

# Nexans signs up to the Global Compact

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Nexans signed the United Nations Global Compact in December 2008. By joining this initiative, our Group has made a commitment to support and implement **ten fundamental principles** in the areas of human rights, labour standards, the environment and anti-corruption, within its sphere of influence.

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## Human Rights

**Principle 1:** Businesses should support and respect the protection of internationally proclaimed human rights; and

**Principle 2:** make sure that they are not complicit in human rights abuses.

## Labour Standards

**Principle 3:** Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining;

**Principle 4:** the elimination of all forms of forced and compulsory labour;

**Principle 5:** the effective abolition of child labour; and

**Principle 6:** the elimination of discrimination in respect of employment and occupation.

## Environment

**Principle 7:** Businesses should support a precautionary approach to environmental challenges;

**Principle 8:** undertake initiatives to promote greater environmental responsibility; and

**Principle 9:** encourage the development and diffusion of environmentally friendly technologies.

## Anti-corruption

**Principle 10:** Businesses should work against corruption in all its forms, including extortion and bribery.

⇒ For more information: [www.unglobalcompact.org](http://www.unglobalcompact.org)

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# An everyday guide

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The Nexans Group Code of Ethics and Business Conduct establishes the principles that the Group's employees must adhere to in their professional activities. It supplements the rules, procedures and standards defined in your countries which remain applicable. It can be updated at any time at the initiative of the Group's Senior Management. It is applicable to **all employees**, members of the executive and management committees, and corporate officers of Nexans and its subsidiaries throughout the world.

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## **Compliance with laws: an absolute obligation**

**Compliance with the laws and regulations of the countries in which the Group operates is an obligation with no exception.**

When the rules of our Code of Ethics are more demanding than national legislation, they must be applied unless they result in an illegal action.

Nexans is a French company listed on the Paris Stock Exchange. In certain cases, the laws of France or the European Union extend to the international activities of Nexans, its subsidiaries, as well as the professional activities of the Group's employees.

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The Code of Ethics is designed to help us resolve the issues and dilemmas that we can be faced with in our work. How should certain customer or supplier requests be handled? How should we behave with our colleagues? The Code of Ethics provides practical

assistance on these and many other topics. The table of contents provides a quick way to find the subjects which are covered.

However, it is not possible to address every single situation that could occur. If you are confronted with an issue of ethical or business conduct, ask yourself the following questions:

- Is it legal?
- Does it comply with the Group's Code of Ethics?
- Am I certain of the appropriate conduct to be taken?
- Do I feel like I am making the right decision?
- What might people think if this became public?

When in doubt, each individual must express his or her concerns and can seek advice. Several contact people are available to help you (see page 16).

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## **If you are a manager, you have more responsibilities, because:**

- You set the example and promote ethical conduct.
  - You are a decision-maker and are therefore confronted with matters that can be complex.
  - Your team will come to you for assistance and advice, and you must be able to respond accordingly.
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COMPLIANCE //

Respect for the law guides our actions

# Our commercial partners

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Nexans would like to build solid, long-lasting relationships based on honesty, trust and mutual interest with its customers, suppliers and subcontractors. Commitments to third parties are made by duly authorized employees.

We respect the tangible and intangible **property rights** of our commercial partners in respect of any items that they entrust to us.

We preserve the **confidentiality** of information entrusted to us.

We manage the personal data of our commercial partners responsibly and in compliance with the laws governing **privacy protection**.

## Customer relations

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Nexans treats its customers with integrity and fairness whatever their size.

We are committed to promoting our products and services in a manner that is **honest** and **fair**. We ensure that any statements, communications and presentations that we make are accurate and reliable.

## Agents, consultants and distributors

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Contracts establishing commercial relationships between the Group's entities and agents, representatives, consultants and distributors are signed exclusively by authorized individuals, generally the country manager.

Contracts are only signed once **all checks** that have to be made have been completed and all required approvals have been obtained.

Details are provided in the General Management Procedure "Dealing with agents, consultants and international distributors" (GMP4).

## Supplier and subcontractor relations

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We are judged on the quality of the relationships that we maintain with our suppliers. In particular, our customers and rating agencies evaluate us on the basis of our **selection criteria** as well as the commitment of our suppliers to conduct their business responsibly.

We select suppliers through **open and competitive invitations to tender**. We must ensure that all tenders are given equal consideration.

We encourage suppliers to **share our commitments**, particularly with regard to labour conditions, respect for human rights and respect for the environment.

## Gifts and invitations

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When we offer gifts or invitations, we must remain within the **reasonable limits** fixed by applicable laws and customary commercial practices.

We do not accept any gifts that could influence (or be considered as intended to influence) our judgement or which may undermine our **duty of loyalty** to Nexans.

Any gifts offered or received must comply with the above principles and we never accept gifts in **cash**.

When in doubt, speak with your manager about it.

## Competition

Nexans acts in accordance with the principles of **fair competition**, in compliance with applicable laws. It is in the direct interest of Nexans to promote fair and open competition. Anti-trust laws and competition laws prohibit competitors from entering into any form of agreement, from concerted action, from express or tacit understanding or collusive action that may restrict free competition. These laws are complex and can give rise to severe civil and criminal penalties, which can apply to private individuals in addition to legal entities.

No one should have relations with competitors, which can be qualified as an **illegal agreement or arrangement**. In particular, Nexans must not participate in:

- price-fixing arrangements,
- market or customer allocation or sharing,
- production or sales quota agreements,
- bid-rigging with other companies replying to a tender,
- unfair practices,
- arrangements or agreements to exclude a competitor from the market or to restrict market access for new competitors through unlawful means.

Details are provided in the General Management Procedure “Nexans Antitrust Guidelines” (GMP9).

When in doubt, the Legal Department should be consulted early enough to avoid the risks of non-compliance.

## Export controls

Nexans respects statutory and legal embargos on exports. Before exporting a product, software or technology, its category and classification must be verified in order to determine whether special authorization is necessary.

## Money laundering prevention

Nexans undertakes to comply with all international laws on money laundering and terrorism. The Group only deals with customers whose commercial activities and source of funding are legal.

Each company of the Group implements customer **identification** procedures.

Each of us must be vigilant with regard to orders or **unusual payments**, particularly **complex** exchange structures and fund transfers to or from countries unrelated to the transaction.

# LOYALTY //

Loyalty builds long-lasting relationships  
of trust

# Our shareholders and financial partners

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Nexans ensures **equal treatment** for all its shareholders. We communicate regularly, **openly** and **transparently** with our shareholders and our financial partners.

Nexans complies with strict standards in respect of **corporate governance, internal control** and **risk management**.

## Accuracy and completeness of financial data

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It is essential that all financial, legal, economic, industrial, commercial, social and environmental information provided is accurate and not misleading to ensure compliance with our legal obligations, particularly towards our shareholders, our partners and the authorities, to justify decisions we make and to preserve the credibility and reputation of our Group.

All obligations, procedures and guidelines laid down by your legal entity with respect to **internal**

**reporting** and the recording, **safeguarding** and **archiving of information**, must be complied with.

We must ensure that all transactions and operations are recorded accurately and in full detail and we must cooperate fully with the internal and external **auditors** responsible for verifying them.

When in doubt, you should share your questions, seek advice, and, if necessary, immediately report any irregularity or violation of these rules to your manager or the Group's Legal Department.

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## Falsifying a document or creating misleading information constitutes fraud.

Nexans does not tolerate fraud of any kind. All our data must accurately reflect the relevant situation, operation and transaction.

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## Insider trading

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Using inside information to buy or sell **securities listed on the stock exchange** is subject to sanctions for “insider trading”. These sanctions can include significant fines and prison sentences.

**Inside information** is information that is not publicly available and that could have an influence on the price of a listed security. This is particularly the case of strategic plans, trends and forecasts for sales and earnings, planned dividends, significant financial or legal commitments, pending or future mergers, acquisitions and transfers, and changes among top executives. An individual who has inside information is considered to be an **insider**.

Special procedures from General Management address “Insider trading” (GMP2) and specify the “List of insiders”, both permanent and occasional (GMP5).

**Only authorized individuals may disclose confidential information outside the Group.**

The Legal Procedure “Public Disclosure of significant information” (LP 3) sets out the appropriate methods.

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Anyone having inside information about Nexans or its commercial partners must refrain from buying or selling shares or other securities in Nexans or the partner.

No inside information must be disclosed to any person whatsoever.

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TRANSPARENCY //

Everyone must communicate  
reliable, accurate information

# Environment and Product responsibility

Nexans is committed to minimizing the impact on the environment of its activities and its products and developing cabling solutions that contribute to **preserving the environment** and **saving energy**.

The Group is committed to ensuring the safety of installers, operators and users of infrastructures, buildings, means of transport, equipment and machines equipped with its cables and cabling systems.

## Protection of the environment

Regardless of where we operate, we strive to reduce the impact of our activities on the environment through **risk and accident prevention** measures, by controlling our consumption and by decreasing, treating, and recycling our waste and what we discard. We must each make our own contribution according to our function by:

- the strict application of all regulatory obligations as well as Group obligations regarding the environment,
- taking all necessary measures to implement the Group's **environmental management system** (described in the Group Environmental Manual) and contributing to improving the results,
- participating in energy saving programs and **reducing consumption through raw materials** programs put in place by our own unit.

The Group's environmental policy is outlined in the Risk Management Charter available on the Corporate Intranet.

## Product responsibility

The trust of our customers is based primarily on the **quality** and **safety** of our products. We must all contribute to this. Each of us, depending on our responsibilities, must:

- ensure the compliance of our products with regulatory and internal standards, favouring the most demanding ones in terms of safety,
- ensure the strict application of quality controls at each stage of production; quickly report or react to any quality problem in order to correct it,
- ensure that the technical documentation and installation and safety instructions that accompany our products are perfectly clear to prevent any risk of accidents,
- take into account all safety or quality problems reported by installers and customers.

We work closely with our customers to develop cabling solutions that save energy and facilitate the production and transport of renewable energies.

We strive to satisfy our customers to the extent possible by providing them with **accurate information** about the composition of our products and their environmental impact throughout the **life cycle**. We provide them with sources for handling and recycling their end-of-life cables.

The protection  
of the environment  
and the safety  
of our products  
are our  
constant  
concern

COMMITMENT //

# Employees

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By joining the **United Nations Global Compact**, Nexans is confirming its commitment to respect international human rights law, eliminate all forms of forced or mandatory labour and reject child labour.

Nexans wishes to develop teams that reflect the **diversity** of the markets and communities within which it operates. Any person working in the Group contributes to its success. Everyone must be treated with fairness and respect. By working together, by taking full advantage of the diversity of our **talents** and by developing our **competencies**, we open ourselves up to new opportunities.

The Group deploys the necessary resources to ensure the **health** and **safety** of its employees in their workplace.

## **Diversity and fairness**

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Diversity is an asset that must be valued and developed. Nexans respects equal opportunities and seeks to provide its employees with a work environment free of discrimination or harassment of any kind whatsoever.

RESPECT //

We respect  
our differences

We ensure that decisions regarding recruitment, compensation, promotions, and job security are based on skills, aptitudes and results. There must be **no discrimination** on the basis of skin colour, religion, sex, age, national origin, sexual orientation, marital status, disability, political or philosophical opinions, or union membership.

We preserve the **confidentiality** of our employees' personal information.

We must all treat our colleagues and the individuals with whom we work as we would like to be treated: with respect, trust and courtesy.

### **Training and development**

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In order to develop the potential of each employee and to share best practices, Nexans wants to provide its employees with access throughout their career to the **training** necessary for them to be able to perform their job properly and to ensure their **employability**.

### **Labour relations**

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Nexans wishes to develop **constructive relations** with its employees and their representatives.

We respect the right of employees to form or join the unions and workers' organizations of their choice and to participate in collective negotiations.

We recognize the role and responsibilities of our social partners and we are committed to communicating and negotiating openly with them to address matters of collective interest.

When we have to restructure, we consider it of particular importance to look for alternative employment whether within the Group or externally and offer training and support when required.

### **Health and safety**

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Safety at work is based not only on the technical reliability of the facilities and equipment, but also on employee training and the strength of the Group's health and safety culture. Nexans wishes to provide a safe working environment that does not expose anybody to risk.

We must all comply with the hygiene, health and safety rules, and help our colleagues and service providers do the same.

We must be attentive to safety problems and ensure that our actions do not result in any risk for others or for ourselves.

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For Nexans, **safety is an absolute priority**. Whatever the degree of urgency, safety must come first.

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# DIALOGUE //

Support for communities  
contributes to their development

# Governments and Communities

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Nexans wishes to make a positive contribution to the countries and communities in which it operates by creating wealth and jobs and developing skills. We respect cultures and local issues.

We are opposed to corruption and are committed to showing transparency in our transactions.

## Anti-corruption measures

Corruption is incompatible with the ethics of Nexans and its support for the Global Compact. The violation of anti-corruption laws is sanctioned by heavy fines for companies and prison sentences for individuals.

None of us should directly or indirectly make a **payment** or gift, or officially or secretly grant any other advantage in order to influence an agent of a public or governmental authority.

## Political activities

The general policy of Nexans is that we do not make contributions to political parties or organizations or committees. In any event, any payments made must comply with the law and have the prior written agreement of the Area Management.

The Group respects the right of its employees to participate in political activities **personally** as long as it is clear that they do not represent the company or act on its behalf. Employees must not engage in political activities during work hours or use the company's resources.

## Community relations

Nexans intends to establish a **dialogue** with communities and representatives of civil society.

**Support for local initiatives** in favour of solidarity, health, education, economic and social development, the environment, culture and sports is the responsibility of each entity after receiving approval from the Area's Management.

## Investigations by regulatory or governmental authorities

Representatives of governmental or regulatory authorities conducting an investigation must be treated courteously and with respect.

If any unusual requests are made, the Legal Department and your manager should be informed and their advice sought before responding to the request.

**If you have the slightest doubt about compliance** and how to handle a request, activity or initiative of a government, administration, association, NGO or media outlet, contact your manager, the Legal Department or the local team in charge of communication and external relations.

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# Business conduct

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Nexans respects the private life of its employees and does not interfere in their conduct outside the workplace.

## Conflicts of interest

A conflict of interest can arise when social, economic or political activities of employees, or those close to them, influence or could influence their **objectivity** and **loyalty** to the Group.

Working in a position or function or holding a financial interest in a competing organization, customer, supplier or commercial partner of the Group, when your duties within the Group allow you to have an influence over this relationship, constitutes a conflict of interest.

All employees must inform and obtain approval from their manager regarding any situation that could

represent a conflict of interest or give the impression of influencing their judgement and actions.

## Protection of company resources

We must all act with **integrity, vigilance** and **common sense** to ensure that the Group's resources and opportunities are not misappropriated or wasted. These resources include work time, intangible assets and confidential information.

All equipment, information, ideas and data that you use or to which you have access in your work belong to the Group or its partners. The Group's resources must be used solely for professional purposes. The same is true for opportunities identified as part of your duties.

# INTEGRITY //

The company's property  
is reserved for professional  
use only

# CONFIDENTIALITY //

Ensuring the confidentiality of the company's information protects its competitiveness and value

## Compliance with confidentiality rules

Intellectual property, industrial know-how, strategic analyses and plans, financial, technical and commercial information and all confidential information are **highly valuable assets** and the Group could suffer considerable damage if they were disclosed without authorization.

All confidential information, and particularly data regarding customers and suppliers, must be kept secure and returned upon departure from the Group.

We must avoid discussing or working on confidential information in public places where conversations can be overheard and the safety of the data can be compromised.

## Intellectual property

The Group respects the intellectual property and protected information of third parties.

Confidential information belonging to a third party can only be used under an agreement approved by the Legal Department.

The loading of unlicensed software on to the Group's computers is prohibited.

# Implementation of business conduct principles

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Compliance with and the application of the Code's principles apply to all employees of the Group, commensurate with their duties and responsibilities. Each employee must read them carefully and abide by them. Employees can refer to the General Management Procedures and the Legal Procedures put in place by the Group for a more detailed explanation of certain of the principles set forth in this document.

In the event of uncertainty or doubts regarding any clauses of this Code, you may consult your **direct manager**, the **Human Resources Department** or the **Legal Department**. They will advise you about the best way to proceed.

The specific procedure "Management of Reports relating to Nexans' Code of Ethics and Business Conduct" concerns all reports of unethical behaviors in the areas of accounting, finance and banking, anti-corruption and compliance with competition law.

The Code of Ethics & Business Conduct is also available on the General Management procedures section of the Corporate Intranet.

