

Board of Directors and committees

The Board of Directors comprises nine members including eight independent members. There were four Board Meetings in 2001 with virtually all members attending on each occasion. On July 4, 2001, the Board of Directors created two specialized committees and set their conditions and responsibilities: the Accounts Committee and the Compensation Committee.

MEMBERS OF THE BOARD

Gérard Hauser	<i>Chairman of the Board</i>
Gianpaolo Caccini	<i>Director</i>
Georges Chodron de Courcel	<i>Director</i>
Bertrand Durrande	<i>Director</i>
Jacques Garaïalde	<i>Director</i>
Robert Mahler	<i>Director</i>
Patrick Puy	<i>Director</i>
Ervin Rosenberg	<i>Director</i>
Jean-Louis Vinciguerra	<i>Director</i>

Gérard Hauser

Nexans Chairman.

Elected on October 17, 2000.
Term expires at the Ordinary Annual Shareholders' Meeting, 2006.

60 years old – Address: 16, rue de Monceau, 75008 Paris, France
Number of Nexans shares held: 1,173

- Member of the Board of Directors of Electro-Banque, Fondation Hélène Azaria, Aplix, Liban Cables Holding SAL (a member of the Nexans Group).
- Member of the Supervisory Board of Nexans Deutschland AG.

Gianpaolo Caccini

General Director of the Saint-Gobain group and Director of Saint-Gobain Corporation (United States).

Elected on June 15, 2001.
Term expires at the Ordinary Annual Shareholders' Meeting, 2006.

63 years old – Address: Les Miroirs, 18, avenue d'Alsace, 92096 La Défense Cedex, France
Number of Nexans shares held: 25

- Member of the Board of Directors of J.M. Huber Corporation (United States).

Georges Chodron de Courcel

Member of the Executive Committee of BNP Paribas.
Head of the Banque de Financement et d'Investissement.

Elected on June 15, 2001.
Term expires at the Ordinary Annual Shareholders' Meeting, 2006.

51 years old – Address: 3, rue d'Antin, 75002 Paris, France
Number of Nexans shares held: 29

- Member of the Board of Directors of Bouygues, Scor.
- Member of the Supervisory Board of Lagardère SA.
- Permanent representative of CIP (Compagnie d'Investissement de Paris) on the FFP Board of Directors (Société Foncière, Financière et de Participations Peugeot).

Bertrand Durrande

Chairman of the Management Board of Métaleurop SA, until May 2002.

Elected on June 15, 2001.
Term expires at the Ordinary Annual Shareholders' Meeting, 2006.

51 years old – Address: 69, rue de Monceau, 75008 Paris, France
Number of Nexans shares held: 22

- Vice-Chairman of the Supervisory Board of Penarroya Oxide SA.

Jacques Garaïalde

Managing Director of the Carlyle Group, responsible for European venture capital operations.

Elected on June 15, 2001.
Term expires at the Ordinary Annual Shareholders' Meeting, 2006.

45 years old – Address: Lansdowne House, 57 Berkeley Square, London W1X 5DH, United Kingdom
Number of Nexans shares held: 10

- Chairman of the Supervisory Board of Solsoft, Egencia.

Robert Mahler

President of Alstom France.

Elected on June 15, 2001.

Term expires at the Ordinary Annual Shareholders' Meeting, 2006.

55 years old – Address: 60, rue du 19 janvier, 92500 Rueil-Malmaison, France
Number of Nexans shares held: 567

- Member of the Board of Directors of Alstom Holdings, Alstom India Ltd, Alstom Signalling Ltd, Alstom T & D Systems Ltd, Alstom UK Ltd.
- Member of the Supervisory Board of Alstom GmbH, Alstom Ballard GmbH.

Patrick Puy

Chairman and CEO of Moulinex.

Elected on June 15, 2001.

Term expires at the Ordinary Annual Shareholders' Meeting, 2006.

46 years old – Address: 5, rue de Monceau, 75008 Paris, France
Number of Nexans shares held: 61

- Member of the Board of Directors of Souvigel SA.

Ervin Rosenberg

Chairman and CEO of Société Financière Savoisiennne.

Elected on June 15, 2001.

Term expires at the Ordinary Annual Shareholders' Meeting, 2006.

66 years old – Address: 47, rue du Faubourg Saint-Honoré, 75008 Paris, France
Number of Nexans shares held: 23

- Member of the Board of Directors of Thomson SA.
- Member of the Supervisory Board of Compagnie Financière Edmond de Rothschild Banque, Ifrah Finance.

Jean-Louis Vinciguerra

Managing Director of the Resources Branch of France Télécom.

Elected on June 15, 2001.

Term expires at the Ordinary Annual Shareholders' Meeting, 2006.

58 years old – Address: 6, place d'Alleray, 75505 Paris Cedex 15, France
Number of Nexans shares held: 50

COMMITTEES SET UP BY THE BOARD OF DIRECTORS**The Accounts Committee**

This committee comprises two independent members, Mr Georges Chodron de Courcel and Mr Jean-Louis Vinciguerra. Its functions include ensuring the relevance and consistency of the accounting methods used to draw up the parent company financial statements and consolidated financial statements of the Group, verifying that the internal collection and control procedures guarantee information integrity. The committee also gives the Board of Directors its opinion on important missions entrusted to the Auditors by the Group companies, and fees paid to the Auditors.

The Compensation Committee

This committee comprises two independent members, Mr Patrick Puy and Mr Ervin Rosenberg. It gives proposals to the Board of Directors regarding the remuneration of the company officers, including that of the Chairman, and gives its opinion on share subscription or share purchase plans proposed by the Chairman.

DIRECTORS' INTERESTS AND COMPENSATION**Directors' fees**

The Combined General Shareholder's Meeting of October 17, 2000 set at 200,000 euros per financial year the annual amount of fees allocated to Directors. This amount will remain valid until amended by a future decision.

The way in which Directors' fees are set and allocated was laid down by a Board of Directors' Meeting of July 4, 2001 and includes a fixed portion and a variable portion based on meeting attendance.

Total Directors' fees allocated for financial year 2001 amount to 182,000 euros.

Compensation of the Chairman

In 2001, total gross compensation of the Chairman before tax and including benefits in kind amounted to 819,277.98 euros; in addition, he received 55,000 stocks options.

No stock option was allocated by Alcatel to Mr Gérard Hauser, Chairman of Nexans, for financial year 2001.

AUDITING OF THE ACCOUNTS**Auditors****Barbier Frinault et Autres**

41, rue Ybry, 92200 Neuilly-sur-Seine, France

Represented by Mr Alain Gouverneyre.

Date of first appointment: Ordinary General Shareholders' Meeting of February 21, 2000.

Date of current appointment: Ordinary General Shareholders' Meeting of May 9, 2000.

Current term expires at the Ordinary General Shareholders' Meeting, 2006.

Ernst & Young Audit

4, rue Auber, 75009 Paris, France

Represented by Mr Jean-Claude Lomberget.

Date of first appointment and current appointment: Combined General Shareholders' Meeting of October 17, 2000.

Current term expires at the Ordinary General Shareholders' Meeting, 2006.

Deputy Auditors**Pascal Macioce**

41, rue Ybry, 92200 Neuilly-sur-Seine, France

Date of first appointment: Ordinary General Shareholders' Meeting of February 21, 2000.

Date of current appointment: Ordinary General Shareholders' Meeting of May 9, 2000.

Current term expires at the Ordinary General Shareholders' Meeting, 2006.

Jacques Rigo

4, rue Auber, 75009 Paris, France

Date of first appointment and current appointment: Combined General Shareholders' Meeting of October 17, 2000.

Current term expires at the Ordinary General Shareholders' Meeting, 2006.