



# **ETHICS** **COMPLIANCE**

HONESTY • FAIRNESS • TEAM SPIRIT • SUCCESS

TRUST

INTEGRITY

TRANSPARENCY

COMMITMENT

LOYALTY

CONFIDENTIALITY

## **Nexans Code of Ethics and Business Conduct**

RESPECT

COMPLIANCE

DIALOGUE

# SUMMARY

<b>Nexans signs up to the Global Compact .....</b>	<b>4</b>
<b>An everyday guide .....</b>	<b>5</b>
<b>People and Safety.....</b>	<b>6</b>
<b>Fight Corrupt Practices.....</b>	<b>8</b>
<b>Business Conduct.....</b>	<b>9</b>
<b>Our commercial partners .....</b>	<b>11</b>
<b>Our shareholders and financial partners .....</b>	<b>12</b>
<b>Environment and Product responsibility.....</b>	<b>13</b>
<b>Safeguarding information and assets .....</b>	<b>14</b>
<b>REPORT OF INCIDENTS.....</b>	<b>15</b>

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*The companies in which the Company Nexans directly or indirectly owns investments are separate entities. In this publication, the expressions 'Nexans', 'Group' and 'Nexans Group' are sometimes used for convenience where references are made to Nexans companies in general. Likewise the words 'we', 'us' and 'our' are also used to refer to Nexans companies in general or those who work for them. These expressions are also used where there is no purpose in identifying specific companies*

## CEO STATEMENT ON NEXANS' CODE OF ETHICS AND BUSINESS CONDUCT

While operating in many different countries, Nexans Group shares and upholds the same core values in the way it conducts its businesses around the world, with the highest levels and standards of safety, integrity, respect and value of the environment and of the people, customers, business partners and all our stakeholders.

Over the past years, in an ever more complex, fast-changing and highly regulated global business we operate in, we have reinforced our policies and processes in governance, ethics and compliance. Our commitment to excellence and integrity in the way we conduct our businesses is indispensable to secure Nexans' success and sustainable growth. Irrespective of our activity or our position in the Group, it is not only what we do – but how we do it – that wins the trust of our colleagues, customers, partners and all our stakeholders.

Nexans Code of Ethics and Business Conduct must be our guide and reference for applying our ethical standards and core values. This guide and its proper and effective implementation is also a reference for our client's choice.

Compliance with the Nexans Code of Ethics is everyone's responsibility and interest and there will be no tolerance for any violation. If you have any doubt 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 prior to acting.

You can count on me and the Management Board as we count on each of you to comply with this Code, to share and communicate our ethical rules and commitments which underpin Nexans' reputation and success.



Christopher GUERIN

CHIEF EXECUTIVE OFFICER

# Nexans signs up to the Global Compact



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.

## 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)

# An everyday guide

The Nexans Code of Ethics and Business Conduct establishes the business principles applicable to all Group's employees. The rules and guidelines it contains are the boundaries within which every Nexans employee must adhere and operate every day. It supplements the rules, procedures and standards defined in your countries which remain applicable. This Code is not legalistic but more a set of rules to be viewed as essential guide.

**Compliance with laws: an absolute obligation**

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

The Nexans Code of Ethics and Business Conduct is designed to help us resolve the issues and dilemmas which we can face in our work. How should certain customer or supplier requests be handled? How should we behave with our colleagues? The Code of Ethics and Business Conduct provides practical assistance on these and many other topics.

As employee of Nexans you also have a responsibility to accept personal invitations to training on topics highlighted in this Code.

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 Nexans' Code of Ethics and Business Conduct?
- 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 15).

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

You set the tone, 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.

Any breach of the Code may trigger disciplinary sanctions up to and including dismissal, and in some cases legal consequences such as fines and imprisonment.

# People and Safety

Nexans is committed to respect human rights as set out in the UN Universal Declaration of Human Rights and in accordance with the International Labour Organization core conventions.

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

## Health and Safety

Nexans is committed to guarantee the safety of any person on site. 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, service providers, or any person on site 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.

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

## Diversity and fairness

Diversity is an asset that must be valued and developed.

We ensure that we base recruitment, compensation, evaluation promotions, training, development, discipline and termination decisions on skills, aptitudes, merits, performance and business considerations. There must be **no discrimination** on the basis of skin color, religion, sex, age, national origin, sexual orientation, marital status, disability, medical conditions, political or philosophical opinions, social background or union membership.

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

## Harassment

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.

Nexans seeks to provide its employees with a work environment free of harassment of any kind whatsoever. Nexans does not tolerate any action, conduct or behavior which is humiliating, intimidating or hostile. You should be particularly sensitive to actions or behaviors that may be acceptable in one culture but not in another. We treat others with respect and avoid situations that may be perceived as inappropriate.

## Training and development

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**.

## Labor relations

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

We respect the right of employees to freely express themselves, 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.

# Fight Corrupt Practices

Nexans wishes to make a positive contribution to the countries and communities in which it operates by creating wealth and jobs and developing skills. Nexans does therefore not tolerate corruption and is committed to showing transparency in its transactions and lobbying practices.

## Bribery and Corruption

Bribery and 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 or offer to make payments to government officials or customers to obtain contracts or other advantages. This includes indirect payment through intermediaries such as agent freight forwarders, agents and others. It includes facilitation payments even though in some countries facilitation payments are legal, especially since they may still be illegal in the country of origin. In some legal systems, simply turning a blind eye to your suspicions of bribery and corruption can result in liability for Nexans and for you personally.

## Gifts and invitations

When we offer gifts or invitations, we must remain within the **reasonable limits** fixed by applicable laws and customary commercial practices. In any case, we must not offer or make gifts or favor in return for favorable treatment or to gain any business advantage. We do not accept any gifts that could influence (or be considered as intended to influence) our judgment or which may undermine our **duty of loyalty** to Nexans. Nexans discourages its employees from accepting gifts and invitations from business partners. 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.

## Money laundering prevention

Money laundering occurs when the illicit origin or nature of money or assets is covered up by legitimate business dealings or when legitimate funds are used to support illicit activities, including the financing of terrorism.

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.

## 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 supports a **dialogue** with communities and representatives of civil society. **Support for local initiatives** in favor 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.

# Business Conduct

## Competition

Nexans is committed to competition in strict compliance with antitrust laws. These laws apply to every level of business. Nexans does not tolerate violation of antitrust laws. 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 have the object or the effect of restricting 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**, even informal. 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” (GMP6) as well as in the Guidelines for when your distributors are your competitors.

When in doubt, the Legal Department should be consulted early enough and prior to acting to avoid any risk of non-compliance.

## Export and import controls and trade sanctions

It is Nexans policy to ensure that its trade operations worldwide comply with export and import control laws and also with regulations establishing sanctioned and embargoed countries (hereafter "**Trade Regulations**").

Before exporting or importing a product, software or technology, or any related documents its category and classification must be verified in order to determine whether special authorization is necessary. Accordingly, it is the responsibility of all Nexans employees to know and follow the applicable Trade Regulations. Please also consult the *Export Control Guidelines* for more details.

Failure to **observe** export and import control laws may result in restrictions or prohibitions on the way Nexans conduct business.

Noncompliance with Trade Regulations can result for Nexans in charges, fines and impact on operating our business: difficulties in obtaining licenses, risk of being blacklisted by governments, disruption or termination of relations with banks and suppliers, restrictions on travel. For Nexans employees such failure can result in serious consequences including fines and/or imprisonment.

## 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 Nexans.

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

You must avoid conflicts of interest as your decisions at Nexans shall not be influenced by personal or private considerations;

But if you find yourself in such a situation you must pre-declare it and inform your line manager in writing regarding any situation that could represent a conflict of interest or give the impression of influencing your judgment and actions, and withdraw from decision-making that creates or could be perceived to create a conflict of interest so as to remain impartial, professional and competitive in your dealings with contractors and suppliers.

# Our commercial partners

To build solid, long-lasting relationships Nexans is committed to 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

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, distributors and Business Partners

Contracts establishing commercial relationships between the Group's entities and agents, representatives, consultants and distributors are signed exclusively by two authorized Senior Officers of the Nexans contracting Company.

Contracts are only signed once **all required integrity due diligence** has been completed and all required approvals have been obtained. The same integrity due diligence is required from consortium, joint-venture partner, subcontractor or prime contractor ("Business Partners").

Details are provided in the General Management Procedure "*Preventing corruption when dealing with Agents, Consultants, Distributors and Business Partners*" (GMP4).

We require our agents, consultants, distributors and Business Partners to commit to comply with business and ethics rules, particularly with regard to anti-bribery laws, comply with competition laws and import and export control regulations.

## Supplier and subcontractor relations

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 request our suppliers to **share our commitments**, particularly with regard to labor conditions, respect for human rights and respect for the environment.

# Our shareholders and financial partners

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

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.

## 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.

## Insider trading

Using inside information to buy or sell **securities listed on the stock exchange** or sharing inside information with someone else who then trades **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**.

A General Management Procedure deals with the "Prevention of Insider trading" and sets forth the procedure for maintaining the "List of insiders", both permanent and occasional (GMP2).

**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.

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.

# Environment and Product responsibility

Nexans is committed to minimizing the impact on the environment of its activities and its products and offering solutions contributing positively to the global environmental and energy issues (rise of energy demand, increase in mobility needs, climate change, urbanization, resources scarcity, ...). 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 managing our pollution risks. 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, and managing pollution risks (prevention and control).

The Group's environmental policy is available on the Industrial Management intranet website.

## 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 the strict application of all regulatory obligations as well as Group obligations regarding the environment,
- 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 sustainable cabling solutions to transport energies and data efficiently and safely. Nexans aims to improve the quality of life of all the final users.

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 solutions for handling and recycling their end-of-life cables.

# Safeguarding information and assets

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

## 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, wasted, lost, damaged, misused, theft or infringed. 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.

## 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.

## Third party's 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.

# REPORT OF INCIDENTS

Incident reports by third parties may be made directly to the Group Ethics Correspondent at [ethics.correspondent@nexans.com](mailto:ethics.correspondent@nexans.com).

Incident reports by employees can be made either through the Group Ethics Correspondent at [ethics.correspondent@nexans.com](mailto:ethics.correspondent@nexans.com) or through the existing hierarchical reporting channels in the Group.

Incident reporting may be made for the following matters covered by the Code of Ethics and Business Conduct:

1. accounting;
2. finance and banking;
3. corruption;
4. violation of competition law;
5. harassment and discrimination at work;
6. violation of health, safety and hygiene regulations at work;
7. disregard for the environment;
8. child labor;
9. infringement of the right of employees to form or join the unions of their choice and to participate in collective negotiations;
10. violation of human rights;
11. violation of confidential information and Group's intellectual property; and **conflicts of interest**

The Group Ethics Correspondent will treat each report with the necessary degree of confidentiality and will guarantee the confidentiality of the person making the report as well as all personal confidential data.

No anonymous reports will be taken into account save for exceptional circumstances.

Nexans guarantees that the good-faith use of this procedure in compliance with local applicable law will not expose the reporting individual to any sanction even if the facts are not conclusive or do not lead to any investigation or sanction. However, abuse of this procedure may result in disciplinary sanctions and/or even prosecution.

Further information on the "Management of Incident Reports under Nexans' Code of Ethics and Business Conduct" is detailed in the Appendix hereto.

In case of any uncertainty or doubt regarding the interpretation of any clauses of this Code, Nexans' employees may consult their **direct manager**, the **Human Resources Department** or the **Legal Department** or the **Ethics Correspondent**. Third Parties may consult the **Ethics Correspondent**. They will advise you about the best way to proceed.

## **Appendix to Nexans' Code of Ethics and Business Conduct**

### **Management of incident reports under the Nexans' Code of Ethics and Business Conduct**

**Anonymous incident reports** will not be taken into consideration except in exceptional circumstances such as when the incident is sufficiently detailed to warrant investigation.

**Complementary to local reporting:** The reporting process to the Group Ethics Correspondent is complementary to any other local hotlines put in place.

The Group Ethics Correspondent will treat each incident report with the highest degree of confidentiality and will guarantee the confidentiality of the person making the incident report as well as all personal confidential data as they are collected, communicated and preserved.

### **Notification of Group Ethics Correspondent**

Any incident report which has been made either through regular hierarchal reporting channels existing in the Group or hereunder must be transferred immediately to the Group Ethics Correspondent, who in turn, in strict compliance with the law and depending on the subject of the incident report, on a need to know basis, must inform the General Management, the Secretary General & General Counsel, the Human Resources Director, and the Audit Director.

### **Protection of individual rights**

**Author of an incident report:** Individuals who make incident reports are assured that precautions will be taken to protect them and guarantee confidential treatment by those who receive their personal information. The good-faith use of this incident report process, even if the facts are not conclusive or do not lead to any discovery, will not expose the reporting individual to any sanction. However, any abusive use of this incident report process may expose its author to disciplinary sanctions or even prosecution.

### **Information about the individuals named in a report**

Any person who is the object of an incident report and who is subject to the verification process hereunder report will be presumed innocent. The person will be informed by the management, heard in the frame of the verification process unless the process is abandoned.

When conservatory measures are necessary, in particular to prevent the destruction of evidence, the person who is the object of a report will be informed after the adoption of these measures.

**The Group Ethics Correspondent:** he is contractually bound by an enhanced obligation of confidentiality. The Group Ethics Correspondent will recall this obligation of confidentiality to any person of the concerned Departments or Business Divisions who, in accordance herewith, may receive personal data when necessary for the handling of the report at certain stages.

### **Data Security and Data Rectification**

The Group Ethics Correspondent will take every necessary precaution to preserve **the security of the data** as it is collected, communicated and preserved.

In accordance with French data protection law, any individual identified hereunder will have a right of access and of rectification of any personal information related to him/her by contacting the Group Ethics Correspondent: [ethics.correspondent@nexans.com](mailto:ethics.correspondent@nexans.com).