

CERTIFIED TO BE A TRUE AND COMPLETE
COPY OF THE ORIGINAL
DATED THIS 29th DAY OF November 2011

Pinsent Masons LLP

Pinsent Masons LLP

THE COMPANIES ACT 2006

Company No 02091890

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

NORTEL NETWORKS UK PENSION TRUST LIMITED (the "Company")

21 November 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect as a special resolution (the "Resolution")

SPECIAL RESOLUTION

1 THAT the Articles of Association of the Company be hereby altered as follows

1.1 By deleting Article 62 and replacing it with the following

"62 The board of directors shall consist of at least one independent director. The number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than three."

1.2 By deleting Article 67B and replacing it with the following

"67B In relation to any period during which the principal employer is the subject of (i) any insolvency proceedings under the Insolvency Act 1986, and/or (ii) a scheme of arrangement under section 899 of the Companies Act 2006

- (a) the requirements contained in Articles 67(1) and (3) that directors shall be appointed and removed by the principal employer shall be suspended. Instead, any directors shall be appointed and removed by the other directors,
- (b) the requirement contained in Article 67A that member nominees, employer representatives and independent directors must vacate the office of director after a period of three years shall be suspended. Instead, any director may instead remain in office for as long as the directors decide, unless he resigns or is removed under Article 68,
- (c) the requirement contained in Article 68 that any removal of a director shall be effected by written notice by the principal employer to the secretary of the company shall be suspended. Instead, any removal of a director shall be recorded in writing by the other directors,
- (d) the requirement contained in Article 77(d) that the quorum shall comprise one of each of directors nominated by members of pension plans, independent directors and directors nominated by the principal employer shall be suspended. Instead, the quorum shall comprise of at least one independent director, and
- (e) the requirements in Articles 79(1) and (2) that the principal employer shall

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appoint one of the directors to be chairman and may remove that person from the office of chairman shall be suspended. Instead, the chairman shall be appointed and may be removed by the other directors "

13 By replacing the reference to "four" in Article 77 with "three"

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

We, the undersigned, were at the time the Resolution was circulated entitled to vote on, and hereby irrevocably agree to, the Resolution -



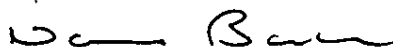
21 NOVEMBER 2011
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David Davies



21 NOVEMBER 2011
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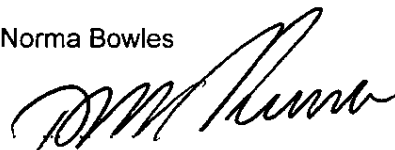
For and on behalf of BESTrustees plc



21 NOVEMBER 2011

[Date]

Norma Bowles



21 NOVEMBER 2011

[Date]

Timothy Rossiter

NOTES

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- **By Hand** delivering the signed copy to Pinsent Masons LLP, 30 Crown Place, London EC2A 4ES (marked "For the attention of Raj Sharma"),
- **Post** returning the signed copy by post to Pinsent Masons LLP, 30 Crown Place, London EC2A 4ES (marked "For the attention of Raj Sharma"),
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to raj.sharma@pinsentmasons.com. Please enter "Written resolution dated 21 November 2011" in the e-mail subject box

If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless, by 19 December 2011, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date