

Alcatel-Lucent Retirement Income Plan Summary of Material Modifications

This notice, called a Summary of Material Modifications (“SMM”) with an effective date as of June 22, 2012, advises you of changes in the information presented in your Summary Plan Description (sometimes called an “SPD”) for the Alcatel-Lucent Retirement Income Plan (the “Pension Plan” or the “ALRIP”) or any predecessor plan in which you might have participated that was merged into the ALRIP. Please do two things:

1. Read this notice, and
2. Retain a copy of this notice for your records.

The changes are as follows:

1. **In sections describing forms of payment for a Deferred Vested Pension, add a new section entitled “Special Election Window for Certain Eligible Participants who Terminated Employment Prior to January 1, 1998.” The description is as follows:**

Special Election Window for Certain Participants who Terminated Employment Prior to January 1, 1998. During specified periods of time commencing no earlier than June 22, 2012 and ending no later than December 31, 2012, the Pension Plan Administrator will offer a “Special Election Window” to certain eligible Participants and surviving Lawful Spouses, which provides a onetime election to elect to immediately commence their deferred vested pension in a reduced amount in the form of a lump sum payment or any other listed form of payment applicable to a Deferred Vested Pension. The time period during which such eligible Participants and surviving Lawful Spouses can make this one-time election is referred to as the Special Election Window.

Participants Who are Eligible to Participate in the Special Election Window.

You will be a participant eligible to participate in the Special Election Window if all of the following apply:

- (a) You terminated employment with the Company prior to January 1, 1998 with the right to a Deferred Vested Pension, and
- (b) You do not have a fully vested right to payment under the Lucent Technologies Inc. Excess Benefit and Compensation Plan, the Lucent Technologies Inc. Mid-Career Pension Plan, the Lucent Technologies Inc. Non-Qualified Pension Plan or that portion of the Lucent Technologies Inc. Officers Long Term Disability and Survivor Protection Plan which provides for a minimum retirement and surviving spouse benefit prior to January 1, 2005, and
- (c) The Company has not received an irrevocable election from you to commence payment of your deferred vested benefit pension prior to the date that a Special Election Window offer letter is mailed to you.

Lawful Spouses Who are Eligible to Participate in the Special Election Window. A Lawful Spouse will be eligible to participate in the Special Election Window if both of the following apply:

- (a) The deceased Participant would have been entitled to participate in the Special Election Window, and
- (b) The death of the deceased Participant is reported to the Company before 5 P.M. E.D.T. on September 28, 2012

The Pension Plan Administrator will determine the applicable window period for each Participant or Lawful Spouse eligible to participate in the Special Election Window. The Pension Plan Administrator will notify you if you are eligible to participate in the Special Election Window. The notification from the Pension Plan Administrator will contain the specific dates during which you may request a pension benefit commencement package (the “Window Period”) under the Special Election Window. In order to have your request for pension benefit commencement package processed, the request must be made within your applicable Window Period.

You have 45 Days from the Date that a Pension Commencement Package is Generated to Make an Election. If you are a Participant or Lawful Spouse eligible to participate in the Special Election Window, then, as noted above, during your applicable window period you can request a pension benefit commencement package. The pension benefit commencement package will offer you the ability to either elect a lump sum payment, subject to spousal consent rules, or any other available form of distribution for a Deferred Vested Pension. In order to make a valid election under the Special Election Window, your election must be made within 45 days from the date the pension commencement package is generated.

Pension Benefit Commencement Package Requests for Deferred Vested Pension Amounts less than \$5,000. Under the Special Election Window, if you make a request for a benefit commencement package and the value of your Deferred Vested Pension amount is less than \$5,000, you will receive a lump sum distribution in the amount of your deferred vested pension. If this distribution is made to you prior to your Normal Retirement Age then you can either elect to receive such distribution directly in the form of a lump sum payment or direct a rollover of the distribution to an eligible retirement plan. If you fail to make an election regarding the distribution amount, the Pension Plan Administrator will pay the distribution in the form of a direct rollover to an individual retirement account or an individual retirement annuity designated by the Pension Plan Administrator.

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