THE INSOLVENCY ACT, 1986 and THE COMPANIES ACT, 1985

COMPANY UNLIMITED BY SHARES

Special Resolution

(Pursuant to Section 378(2) of the Companies Act 1985 and 84(1)(b) of the Insolvency Act 1986) and

Ordinary Resolution

of

Lucent Technologies Capital Ireland

Passed 20 October 2010

At an Extraordinary General Meeting of the members of the above-named Company, duly convened, and held at the Alcatel Lucent Offices on the Blanchardstown Business & Technology Park, Snugborough Road, Blanchardstown, Dublin 15, Ireland on the 20 October 2010 the subjoined Special and Ordinary Resolutions were duly passed, viz

SPECIAL RESOLUTION

THAT the Company be wound up voluntarily

ORDINARY RESOLUTION

THAT William O'Riordan of PricewaterhouseCoopers, One Spencer Dock, North Wall Quay, Dublin 1, Ireland, be and is hereby appointed as Liquidator for the purposes of such winding up.

Kevin O'Callaghan - Chairman

TUESDAY

AIP7COYM

A06 09/11/2010

COMPANIES HOUSE

MVL 107e