

## **Summary of Material Modifications Lucent Technologies Inc. Retirement Plan**

This notice, called a Summary of Material Modifications (“SMM”), advises you of changes in the information presented in your Summary Plan Description (sometimes called an “SPD”) for the Lucent Technologies Inc. Retirement Plan (the “Plan”) or any predecessor plan in which you might have participated that was merged into the Plan.

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. PLAN MERGERS**

Effective on December 1, 2015, the Plan was amended to transfer to it certain surviving spouses of deceased participants (former employees) covered under the Lucent Technologies Inc. Pension Plan (the “LTPP”). In particular, the Plan was amended to merge with and into it that portion of the LTPP attributable to all surviving spouses in payment status as of September 1, 2015 except surviving spouses of participants who died on or after January 1, 2015.

Effective on December 31, 2015, the Plan was amended to transfer to it certain surviving beneficiaries of deceased participants (former employees) covered under the LTPP. In particular, the Plan was amended to merge with and into it that portion of the LTPP attributable to all surviving beneficiaries in deferred status as of December 2, 2015 except surviving beneficiaries of participants who died on or after January 1, 2015.

### **2. 2014 ENHANCED SPECIAL VOLUNTARY TERMINATION PROGRAM— COMMUNICATIONS WORKERS OF AMERICA**

The Plan was amended to reflect benefits provided to eligible employees whose employment terminated during 2015 pursuant to the increased 2013 Special Voluntary Termination Program—Communications Workers of America (the “2014 Enhanced SVTP”). The 2014 Enhanced SVTP makes “Affected Participants” eligible for additional pension benefits under the Plan. Generally, an Affected Participant is a Plan Participant who:

- (a) is represented for collective bargaining purposes by the Communications Workers of America (“CWA”) and is covered by Installation Contract CWA-25, but excluding Communications Services Installers (“CSIs”);
- (b) is actively employed by Alcatel-Lucent USA Inc. (the “Company”) (or is on an approved leave of absence from active employment with the Company with a guaranteed right of reinstatement and who returns to work at the expiration of such leave);
- (c) has completed a Term of Employment of one (1) or more years;
- (d) voluntarily accepts, in writing, during a prescribed period (the “SVTP Election Period”) the Company’s offer to participate in the 2014 Enhanced SVTP; and
- (e) terminates employment during 2015 pursuant to the 2014 Enhanced SVTP.

If you do not meet the specific eligibility criteria, you are not eligible for the program. The bargaining units, locations, and election periods of the offers occurring during 2015 are set forth in the attached appendix.

All claims concerning the 2014 Enhanced SVTP must be brought within one year of the date on which the claim arises. This includes (but is not limited to) claims regarding eligibility for the program. If you believe you were eligible for the 2014 Enhanced SVTP offered as a result of your termination of employment during 2015 but were not offered the opportunity to participate, you must file a claim within one year of the date on which your claim arose. All claims must be in writing, include must pertinent and supporting documentation, and must be sent to:

Pension Plan Administrator  
Nokia  
600 Mountain Avenue  
Room 6C-402A  
Murray Hill, NJ 07974

**APPENDIX: 2014 ENHANCED SPECIAL VOLUNTARY TERMINATION PROGRAM—COMMUNICATIONS WORKERS OF AMERICA**

This appendix describes the bargaining units, locations, and election periods for terminations of employment during 2015 under the increased 2013 Special Voluntary Termination Program—Communications Workers of America.

<b><i>Bargaining Unit</i></b>	<b><i>Locations</i></b>	<b><i>Election Period</i></b>
Installation	The following Installation Base Locations: <ul style="list-style-type: none"> <li>• Fort Lauderdale, FL</li> <li>• Orlando, FL</li> <li>• Panama City, FL</li> <li>• Pensacola, FL</li> <li>• Atlanta, GA</li> <li>• Macon, GA</li> <li>• Savannah, GA</li> </ul>	12/01/2014 – 01/05/2015
Installation	The following Installation Base Locations: <ul style="list-style-type: none"> <li>• Birmingham, AL</li> <li>• Decatur, AL</li> <li>• Huntsville, AL</li> <li>• Mobile, AL</li> <li>• Montgomery, AL</li> <li>• Bloomington, IN</li> <li>• Indianapolis, IN</li> <li>• South Bend, IN</li> <li>• Danville, KY</li> <li>• Frankfort, KY</li> <li>• Louisville, KY</li> <li>• Baton Rouge, LA</li> <li>• Minden, LA</li> <li>• New Orleans, LA</li> <li>• Shreveport, LA</li> <li>• Abilene, TX</li> <li>• Austin, TX</li> <li>• San Antonio, TX</li> </ul>	01/05/2015 – 02/04/2015
Installation	The following Installation Base Locations: <ul style="list-style-type: none"> <li>• Charlotte, NC</li> <li>• Greensboro, NC</li> <li>• Raleigh, NC</li> <li>• Winston-Salem, NC</li> <li>• Fort Myers, FL</li> <li>• Jacksonville, FL</li> <li>• Tampa, FL</li> <li>• San Jose, CA</li> <li>• Dan Diego, CA</li> <li>• San Luis Obispo, CA</li> <li>• Santa Rosa, CA</li> <li>• Sacramento, CA</li> <li>• Ventura, CA</li> <li>• Reno, NV</li> <li>• Las Vegas, NV</li> </ul>	02/02/2015 – 03/04/2015

<b><i>Bargaining Unit</i></b>	<b><i>Locations</i></b>	<b><i>Election Period</i></b>
	<ul style="list-style-type: none"> <li>• Florence, SC</li> <li>• Charleston, SC</li> <li>• Columbia, SC</li> </ul>	
Installation	The following Installation Base Locations: <ul style="list-style-type: none"> <li>• Little Rock, AR</li> <li>• Fresno, CA</li> <li>• San Francisco, CA</li> <li>• Hattiesburg, MS</li> <li>• Jackson, MS</li> <li>• Meridian, MS</li> <li>• Tupelo, MS</li> <li>• Oklahoma City, OK</li> </ul>	03/02/2015 – 04/01/2015
Installation	The following Installation Base Locations: <ul style="list-style-type: none"> <li>• Boise, ID</li> <li>• Idaho Falls, ID</li> <li>• Eugene, OR</li> <li>• Portland, OR</li> <li>• Knoxville, TN</li> <li>• Memphis, TN</li> <li>• Nashville, TN</li> </ul>	04/06/2015 – 05/06/2015
Installation	The following Installation Base Locations: <ul style="list-style-type: none"> <li>• Pittsburgh, PA</li> <li>• Lynchburg, VA</li> <li>• Norfolk, VA</li> <li>• Richmond, VA</li> <li>• Roanoke, VA</li> <li>• Charleston, WV</li> </ul>	05/04/2015 – 06/03/2015
Installation	The following Installation Base Locations: <ul style="list-style-type: none"> <li>• Aurora, IL</li> <li>• Chicago, IL</li> <li>• Columbus, OH</li> <li>• Decatur, IL</li> <li>• Framingham, MA</li> <li>• New York, NY</li> <li>• Ottawa, IL</li> <li>• Seattle, WA</li> <li>• Spokane, WA</li> <li>• Washington, DC</li> </ul>	06/01/2015 – 07/08/2015
Installation	The following Installation Base Locations: <ul style="list-style-type: none"> <li>• Appleton, WI</li> <li>• Atlantic City, NJ</li> <li>• Bridgeport, CT</li> <li>• St. Paul, MN</li> <li>• Des Moines, IA</li> <li>• Detroit, MI</li> <li>• Fargo, ND</li> <li>• Framingham, MA</li> <li>• Grand Rapids, MI</li> <li>• Madison, WI</li> <li>• Manchester, NH</li> </ul>	07/06/2015 – 08/05/2015

<b><i>Bargaining Unit</i></b>	<b><i>Locations</i></b>	<b><i>Election Period</i></b>
	<ul style="list-style-type: none"> <li>• Milwaukee, WI</li> <li>• New York, NY</li> <li>• Omaha, NE</li> <li>• Rochester, NY</li> <li>• Sioux Falls, SD</li> <li>• Washington, DC</li> </ul>	
Installation	The following Installation Base Locations: <ul style="list-style-type: none"> <li>• Albuquerque, NM</li> <li>• Dallas, TX</li> <li>• Philadelphia, PA</li> <li>• Phoenix, AZ</li> </ul>	08/31/2015 – 10/07/2015
Installation	All Installation Base Locations nationwide	10/05/2015 – 11/04/2015