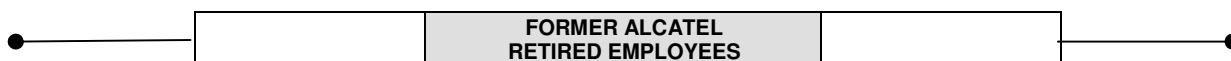




600 Mountain Avenue
Room 2B-410
Murray Hill, NJ 07974



Summary Annual Report

FOR PLAN YEAR JANUARY 1, 2012 THROUGH DECEMBER 31, 2012

ALCATEL-LUCENT SUMMARY ANNUAL REPORT

The following is a summary of the Annual Report of an employee benefit plan of Alcatel-Lucent USA Inc. (“Alcatel-Lucent”) and certain of its affiliates covering eligible retired employees of Alcatel USA, Inc. (now known as Alcatel-Lucent Holdings Inc.) and its participating affiliates for which distribution of summary annual reports is required under federal law. This summary, and the Annual Report it summarizes, is for the plan year January 1, 2012 through December 31, 2012. The Annual Report has been filed with the U.S. Department of Labor’s Employee Benefits Security Administration, as required under the Employee Retirement Income Security Act of 1974 (ERISA).

As a participant in this Plan during this period, you have the right to receive a copy of a full Annual Report, or any part thereof, on request. See the end of this report for information on your rights under ERISA and where to write for a copy of the full Annual Report and/or where to examine it.

I – HEALTH AND WELFARE PLAN

Alcatel-Lucent Retiree Welfare Benefits Plan — PN 504

Basic Financial Statement

Alcatel-Lucent pays the costs associated with providing benefits under the Plan through a Trust Fund and 401(h) account. A total of 99,715 persons were participants in the Plan at the end of the plan year.

The value of Plan assets, after subtracting liabilities of the Plan, was \$508,565,000 as of December 31, 2012, compared to \$486,512,000 as of January 1, 2012. During the plan year, the Plan experienced an increase in its net assets of \$22,053,000. This increase includes unrealized appreciation and depreciation in the value of Plan assets; that is, the difference between the value of Plan assets at the end of the year and the value of the assets at the beginning of the year or the cost of assets acquired during the year.

Plan income was \$222,287,000, including employer contributions of \$29,338,000, employee contributions of \$150,412,000, earnings from investments of \$6,156,000 and other income of \$36,381,000.

Plan expenses were \$200,234,000. These expenses included \$110,617,000 in benefits paid to participants, \$74,996,000 in premiums paid to insurance carriers and \$14,621,000 in administrative expenses.

Contributions towards the funding of the Lucent Supplemental Healthcare Benefits Trust for Formerly Represented Retirees totaled \$195,000,000.

Claims Administration

Alcatel-Lucent has committed itself to pay certain medical claims incurred under the terms of the Plan.

During the plan year, the Plan had contracts with UnitedHealthcare and Express Scripts, among others, which administered retiree medical claims incurred under the terms of the Plan.

Insurance Information

An approved Health Maintenance Organization (HMO) may be selected as an alternate choice under the Medical Expense Plan.

During the plan year, the Plan had contracts with 25 HMOs (including Medicare HMOs) that provided medical coverage to those retirees who elected to participate in an HMO. The total premiums paid to the HMOs for the plan year ending December 31, 2012 were \$27,571,000.

The Plan also has a contract with a Medicare Advantage Preferred Provider Organization (PPO) that provided medical coverage to those Medicare-eligible retirees who elected to participate in the PPO. The total premiums paid to the PPO for the plan year ending December 31, 2012 were \$34,158,000.

The Plan has a contract with MetLife to pay all life insurance claims incurred under the terms of the Plan. Total premiums paid for the plan year ending December 31, 2012 were \$4,122,000.

Because this is a so-called “experience-rated” contract, the premium costs were affected by, among other things, the number and size of claims. All insurance premiums paid during the plan year were paid under this “experience-

rated” contract. The total of all benefit claims paid under this contract during the plan year was \$81,862,000.

In addition, the Plan offers a Dental Maintenance Organization[®] (DMO[®]) and a Dental Preferred Provider Organization (Dental PPO) feature for those retirees who elect to participate in them. The DMO[®] and Dental PPO offer services through a network of dental providers and are administered by Aetna Inc. Total premiums for the plan year ending December 31, 2012 were \$2,864,000 in the DMO[®] and \$10,403,000 in the Dental PPO.

YOUR RIGHTS TO ADDITIONAL INFORMATION

You have the right to receive a copy of any of the full Annual Reports, or any part thereof, on request (where applicable). Insurance information, including sales commissions or fees, if any, is included in Schedule A of those reports. The following items are included in reports where the assets of a Plan are held in a Trust Fund:

- an accountant’s report;
- financial information and information on payments to service providers;
- assets held for investment;
- fiduciary information, including non-exempt transactions between the Plan and parties-in-interest (that is, persons who have certain relationships with the Plan);
- transactions in excess of 5% of Plan assets; and
- information regarding any common or collective trusts, pooled separate accounts, master trusts or 103-12 investment entities in which a Plan participates.

Note: For these Plans, all financial results have been rounded to the nearest \$1,000.

To obtain a copy of any one of the full Annual Reports or any part thereof, write to:

Alcatel-Lucent
Plan Administrator
600 Mountain Avenue
Room 2B-410
Murray Hill, NJ 07974

You also have the right to receive from the Plan Administrator, at the above address, on request and at no charge, a Statement of Net Assets Available for Benefits of the Plan and accompanying notes, or a Statement of Changes in Net Assets Available for Benefits of the Plan and accompanying notes, or both. If you request a copy of the full Annual Report from the Plan Administrator, these statements and accompanying notes will be included as part of that report. Note: These statements are only available for the Plans with a Trust Fund.

You also have the legally protected right to examine the Annual Reports at the principal office of the Plan Administrator:

Alcatel-Lucent
Benefits Administration
600 Mountain Avenue
Murray Hill, NJ 07974

You may also examine the Annual Reports at the U.S. Department of Labor in Washington, D.C., or obtain a copy from the U.S. Department of Labor upon payment of copying costs. Requests to the Department of Labor should be addressed to:

Public Disclosure Room, Room N1513
Employee Benefits Security Administration
U.S. Department of Labor
200 Constitution Avenue, N.W.
Washington, DC 20210