

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT

NO. 550 OF 2009

IN THE MATTER OF NORTEL NETWORKS N.V. (IN ADMINISTRATION) (the "Company")

AND

IN THE MATTER OF THE INSOLVENCY ACT 1986

NOTICE OF CREDITORS' MEETING AND MEMBERS' MEETING PURSUANT TO SECTION 3 OF THE INSOLVENCY ACT 1986

This is notice that a meeting of creditors of the Company is to be held at:

EY / HVG advocaten-avocats, De Kleetlaan 2, 1831, Diegem, Belgium at 11:00 a.m. Brussels time on 31 May 2017.

This is notice that a meeting of members of the Company is to be held at the address above at 2:00 p.m. Brussels time on 31 May 2017.

These meetings are being summoned pursuant to section 3 of the Insolvency Act 1986, for the purposes of considering the proposals of the administrators of the Company for a company voluntary arrangement under Part I of the Insolvency Act 1986 and voting on the following resolutions:

- (a) (in the case of the meeting of creditors) that the proposed company voluntary arrangement be approved;
- (b) Christopher John Wilkinson Hill shall cease to be a supervisor immediately and without any notice on the date on which the Chairman's report of the result of the meeting is made to the court pursuant to section 4(6) of the Insolvency Act 1986;
- (c) (in the case of the meeting of creditors and if resolution (a) is approved) that Joanne Hewitt-Schembri be appointed a supervisor of the arrangement;
- (d) (in the case of the meeting of creditors and if resolution (a) is approved) that any act to be done by the supervisors in connection with the company voluntary arrangement may be done by all or any one or more of them; and
- (e) (in the case of the meeting of members) that the proposed company voluntary arrangement be approved.

For creditors only

In order to expedite the procedure for voting at the creditors' meeting, please complete and submit a Voting Form online at <https://cva.emeanortel.com>, or alternatively by sending a scanned copy by email to cva@emeanortel.com, or alternatively by post to Nortel Networks, PO Box 4725, Maidenhead, SL60 1HN United Kingdom marked for the attention of "*Nortel Networks N.V. (in administration)*", so that it is received by no later than midday on 30 May 2017. However, persons wishing to vote at the meeting may instead bring their Voting Form with them to the meeting.

For creditors and members

If you cannot attend the relevant meeting and wish to be represented, please complete as appropriate:

- (a) the Creditor's Proxy Form in respect of the creditors' meeting online at <https://cva.emeanortel.com>, or alternatively by sending a scanned copy by email to cva@emeanortel.com, or by post to Nortel Networks, PO Box 4725, Maidenhead, SL60 1HN United Kingdom marked for the attention of "*Nortel Networks N.V. (in administration)*", so that it is received by midday on 30 May 2017; and/or
- (b) the Member's Proxy Form in respect of the members' meeting by sending a scanned copy by email to cva@emeanortel.com or by post to Nortel Networks, PO Box 4725, Maidenhead, SL60 1HN United Kingdom, in all cases marked for the attention of "*Nortel Networks N.V. (in administration)*" by no later than midday on 30 May 2017.

However, persons wishing to vote at the meeting(s) may instead bring the appropriate completed proxy to the relevant meeting.

Dated: 5 April 2017

Alan Bloom
Administrator
(acting as agent of the Company
and without personal liability)

Notes

- (a) The Proposal and a Voting Form (including a Creditor's Proxy Form) or a Member's Proxy Form (as applicable) accompany this notice of meetings. The Voting Form and the Member's Proxy Form contain details of how to complete them.
- (b) The Proposal has been prepared by the Administrators of the Company solely to inform creditors and members of the content of the Proposal for the company voluntary arrangement. Nothing in the Proposal should be relied upon for any other purpose.
- (c) **Members' meeting:** Any resolution is regarded as passed if voted for by more than one half in value of the members present in person or by proxy and voting on the resolution. The value of the members is determined by reference to the number of votes conferred on each member by the Company's articles.
- (d) **Creditors' meeting:** Creditors should note Rule 1.19 of the Insolvency Rules 1986, which, among other provisions of the Insolvency Act 1986 and the Insolvency Rules 1986, provides as follows:
- 1.19(1) [Resolution by majority in value]** Subject to paragraph (2), at the creditors' meeting, a resolution is passed when a majority (in value) of those present and voting in person or by proxy have voted in favour of it.
- 1.19(2) [Resolution to approve/modify proposal by three-quarters majority]** A resolution to approve the proposal or a modification is passed when a majority of three quarters or more (in value) of those present and voting in person or by proxy have voted in favour of it.
- 1.19(3) [Votes to be left out of account]** In the following cases there is to be left out of account a creditor's vote in respect of any claim or part of a claim:
- (a) where written notice of the claim was not given, either at the meeting or before it, to the chairman or nominee;
- (b) where the claim or part is secured;
- (c) where the claim is in respect of a debt wholly or partly on, or secured by, a current bill of exchange or promissory note, unless the creditor is willing:
- (i) to treat the liability to him on the bill or note of every person who is liable on it antecedently to the company, and against whom a bankruptcy order has not been made (or in the case of a company, which has not gone into liquidation), as a security in his hands; and
- (ii) to estimate the value of the security and (for the purpose of entitlement to vote, but not of any distribution under the arrangement) to deduct it from his claim.
- 1.19(4) [Voting rendering resolution invalid]** Any resolution is invalid if those voting against it include more than half in value of the creditors, counting in these latter only those:
- (a) to whom notice of the meeting was sent;
- (b) whose votes are not to be left out of account under paragraph (3); and
- (c) who are not, to the best of the chairman's belief, persons connected with the company.
- 1.19(5) [Chairman's powers]** It is for the chairman of the meeting to decide whether under this Rule:
- (a) a vote is to be left out of account in accordance with paragraph (3); or
- (b) a person is a connected person for the purposes of paragraph (4)(c);
- and in relation to the second of these two cases the chairman is entitled to rely on the information provided by the company's statement of affairs or otherwise in accordance with this Part of the Rules.
- 1.19(6) [Use of proxy contrary to r.1.15]** If the chairman uses a proxy contrary to Rule 1.15, his vote with that proxy does not count towards any majority under this Rule.
- 1.19(7) [Appeal from chairman's decision]** The chairman's decision on any matter under this Rule is subject to appeal to the court by any creditor or member and paragraphs (5) to (7) of Rule 1.17A apply as regards such an appeal.