

NOTICE OF THE MEETINGS

IN THE HIGH COURT OF JUSTICE

NO. 539 OF 2009 / CR-2009-000048

CHANCERY DIVISION
COMPANIES COURT

NOTICE TO CREDITORS OF DECISION TO BE MADE AT A PHYSICAL MEETING AND OF A MEMBERS' MEETING PURSUANT TO SECTION 3 OF THE INSOLVENCY ACT 1986

In the matter of **NORTEL NETWORKS S.A. (IN ADMINISTRATION)**, a company incorporated in Versailles, France with registered number B389 516 741 and whose registered address is Centre d'Affaires Parc Lumiere, 46 Avenue des Freres Lumiere, F-78190 Trappes, France (the "**Company**")

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

The InterContinental Paris, 64 avenue Marceau, 75008 Paris, France at 11:00 a.m. Paris time on 5 October 2018.

This is notice that a meeting of members of the Company is to be held at the address above at 1:00 p.m. Paris time (or at the conclusion or adjournment of the physical meeting of creditors of the Company) on 5 October 2018.

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) (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;
- (c) (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
- (d) (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 S.A. (in administration)*", so that it is received by no later than midday on 4 October 2018. 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 S.A. (in administration)", so that it is received by midday on 4 October 2018; 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 S.A. (in administration)" by no later than midday on 4 October 2018.

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

Dated: 24 August 2018

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.

Members' meeting:

- (c) 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.

Creditors' meeting:

- (d) The creditors' meeting may be suspended or adjourned by the chair of the meeting and must be adjourned if it is so resolved at the meeting.
- (e) A creditor whose debt is less than £1,000 and as such is treated as a small debt in accordance with rule 14.31(1) must still deliver a Voting Form if that creditor wishes to vote.
- (f) The Administrators may permit a creditor to attend the physical creditors' meeting remotely if the Administrators receive a request to do so by midday on 4 October 2018.
- (g) As the decision relates to a proposed CVA, creditors' attention is drawn to the following rules:
- (i) rule 15.28 about creditors' voting rights;
 - (ii) rule 15.31 about the calculation of creditors' voting rights; and
 - (iii) rule 15.34 about the requisite majority of creditors for making decisions.
- Extracts of these rules are set out below which creditors should read to understand their effect.
- (h) A complaint may be made in accordance with rule 15.38 by a person who is or claims to be an excluded person or by a person who attends the meeting and claims to have been adversely affected by the actual, apparent or claimed exclusion of another person. Any such complaint must be made as soon as reasonably practicable and, in any event, no later than 4pm on the business day following the day on which the person was, appeared or claimed to be excluded. However, where the complainant has requested an indication of what occurred during that person's claimed exclusion in accordance with rule 15.37, the complaint must in any event be made no later than 4pm on the business day following the day on which the complainant received the indication.
- (i) An appeal of a decision in respect of a proposed CVA must be made within the period of 28 days from and including the day on which the report required by section 4(6) of the Insolvency Act 1986 was filed with the court.

Creditors should note the following extracts of Part 15 of the Insolvency (England & Wales) Rules 2016, which, among other provisions of the Insolvency Act 1986 and the Insolvency (England & Wales) Rules 2016, provide as follows:

Rule 15.28 Creditors' voting rights

15.28(2) In the case of a meeting, a proxy-holder is not entitled to vote on behalf of a creditor unless the convener or chair has received the proxy intended to be used on behalf of that creditor.

15.28(5) In a decision relating to a proposed CVA every creditor, secured or unsecured, who has notice of the decision procedure is entitled to vote in respect of that creditor's debt.

Rule 15.31 Calculation of voting rights

15.31(1)(d)(ii) Votes are calculated according to the amount of each creditor's claim at the date the company entered into administration (less any payments made to the creditor after that date in respect of that claim) where it is in administration.

15.31(2) A creditor may vote in respect of a debt of an unliquidated or unascertained amount if the convener or the chair decides to put upon it an estimated minimum value for the purpose of entitlement to vote and admits the claim for that purpose.

15.31(3) But in relation to a proposed CVA, a debt of an unliquidated or unascertained amount is to be valued at £1 for the purposes of voting unless the convener or chair or an appointed person decides to put a higher value on it.

15.31(4) Where a debt is wholly secured its value for voting purposes is nil.

15.31(5) Where a debt is partly secured its value for voting purposes is the value of the unsecured part.

15.31(7) No vote may be cast in respect of a claim more than once on any resolution put to the meeting; and for this purpose (where relevant), the claim of a creditor and of any member State liquidator in relation to the same debt are a single claim.

15.31(8) Paragraph (7) does not prevent a creditor or member State liquidator from (a) voting in respect of less than the full value of an entitlement to vote; or (b) casting a vote one way in respect of part of the value of an entitlement and another way in respect of some or all of the balance of that value.

Rule 15.34 Requisite majorities

15.34(1) A decision is made by creditors when a majority (in value) of those voting have voted in favour of the proposed decision, except where this rule provides otherwise.

15.34(3) A decision approving a CVA proposal or a modification of a proposed CVA is made when three-quarters or more (in value) of those responding vote in favour of it.

15.34(4) In a proposed CVA a decision is not made if more than half of the total value of the unconnected creditors vote against it.

15.34(5) For the purposes of paragraph (4) –

(a) a creditor is unconnected unless the convener or the chair decides that the creditor is connected with the company;

(b) in deciding whether a creditor is connected reliance may be placed on the information provided by the company's statement of affairs or otherwise in accordance with the Insolvency (England & Wales) Rules 2016; and

(c) the total value of the unconnected creditors is the total value of those unconnected creditors whose claims have been admitted for voting