



Industry Canada

Industrie Canada

**Restated Certificate  
of Incorporation**

**Canada Business  
Corporations Act**

**Certificat  
de constitution à jour**

**Loi canadienne sur  
les sociétés par actions**

**Nortel Networks Corporation/**

**Corporation Nortel Networks**

**375438-3**

**Name of corporation-Dénomination de la société**

**Corporation number-Numéro de la société**

I hereby certify that the articles of incorporation of the above-named corporation were restated under section 180 of the *Canada Business Corporations Act* as set out in the attached restated articles of incorporation.

Je certifie que les statuts constitutifs de la société susmentionnée ont été mis à jour en vertu de l'article 180 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les statuts mis à jour ci-joints.

**Director - Directeur**

**October 1, 2000 / le 1 octobre 2000**

**Effective Date of Restatement -  
Date d'entrée en vigueur de la mise à jour**

**Canada**

1 - Name of corporation - Dénomination de la société <b>NORTEL NETWORKS CORPORATION/ CORPORATION NORTEL NETWORKS</b>	2 - Corporation No. - No de la société <b>375438-3</b>
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2 - The place in Canada where the registered office is situated  
**Regional Municipality of Peel, in the Province of Ontario**

Lieu au Canada où est situé le siège social

3 - The classes and any maximum number of shares that the corporation is authorized to issue  
**The annexed Schedule 1 is incorporated in this form.**

Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

4 - Restrictions, if any, on share transfers  
**Not Applicable.**

Restrictions sur le transfert des actions, s'il y a lieu

5 - Number (or minimum and maximum number) of directors  
**The board of directors shall consist of a minimum of 3 and a maximum of 15 directors, and within such minimum and maximum numbers, the board of directors shall, from time to time, determine the actual number of directors. Until otherwise so determined, the actual number of directors shall be 11.**

Nombre (ou nombre minimal et maximal) d'administrateurs

6 - Restrictions, if any, on business the corporation may carry on  
**None.**

Limites imposées à l'activité commerciale de la société, s'il y a lieu


7 - Other provisions, if any  
**Each director of the Corporation shall be elected by a resolution passed by not less than two-thirds of the number of votes attaching to the shares represented in person or by valid proxy at the meeting of shareholders at which the resolution is voted upon and carrying the right to vote on the resolution, as determined and certified by the scrutineers for that meeting or signed by all the shareholders entitled to vote on that resolution.**

**In addition to any power the directors may have pursuant to the Canada Business Corporations Act to fill the vacancies among their number, but subject to the maximum number of directors provided for in the articles, the directors may appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, provided that the total number of additional directors so appointed shall not exceed one third of the number of directors elected at the previous annual meeting of shareholders.**

Autres dispositions, s'il y a lieu

The foregoing restated articles of incorporation correctly set out, without substantive change, the corresponding provisions of the articles of incorporation as amended and supersede the original articles of incorporation.

Cette mise à jour des statuts constitutifs démontre exactement, sans changement substantiel, les dispositions correspondantes des statuts constitutifs modifiés qui remplacent les statuts constitutifs originaux.

Signature 	Date D-J M Y-A <b>12   8   01   9   0   0</b>	FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT <b>375438-3</b>
Title - Titre <b>Corporate Secretary</b>	Filed - Déposée <b>OCT 10 2000</b>	

This is Schedule 1 referred to in the foregoing restated articles of incorporation.

The Corporation is authorized to issue:

1. an unlimited number of common shares without nominal or par value ("Common Shares"), the holders of which are entitled:
  - (a) to vote at all meetings of shareholders of the Corporation, except meetings at which only holders of any other class or series of shares of the Corporation are entitled to vote;
  - (b) subject to the rights, privileges, restrictions and conditions attaching to any other class or series of shares of the Corporation, to receive any dividends declared and payable by the Corporation on the Common Shares; and
  - (c) subject to the rights, privileges, restrictions and conditions attaching to any other class or series of shares of the Corporation, to receive the remaining assets of the Corporation upon liquidation, dissolution, winding-up, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs;
2. an unlimited number of Class A Preferred Shares without nominal or par value ("Class A Preferred Shares") which, as a class, have attached thereto the following rights, privileges, restrictions and conditions:
  - (a) Class A Preferred Shares may from time to time be issued in one or more series and, subject to the following provisions and to the issuance of a certificate of amendment in respect thereof, the board of directors of the Corporation may from time to time, by resolution duly passed before such issue, fix the number of shares constituting each series and the designation, rights, privileges, restrictions and conditions attaching to each series including, without limiting the generality of the foregoing, the consideration for issuance, the rate or amount of preferential dividends and whether or not cumulative or non-cumulative, the method of calculation and the manner, dates and places of payment of dividends, the prices, terms and conditions of redemption, retraction, purchase, conversion and/or exchange, if any, any sinking fund or purchase fund provisions and any other relevant provisions;
  - (b) Class A Preferred Shares of each series shall, with respect to the payment of dividends, be entitled to preference over Common Shares and any other shares of the Corporation ranking junior to Class A Preferred Shares, as

and to the extent determined in the articles of amendment designating such series;

- (c) Class A Preferred Shares of each series shall, with respect to any return of capital or distribution of assets of the Corporation among its shareholders in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, be entitled to a preference over Common Shares and any other shares of the Corporation ranking junior to Class A Preferred Shares, as and to the extent determined in the articles of amendment designating such series;
- (d) Class A Preferred Shares of each series shall rank on a parity with Class A Preferred Shares of every other series with respect to the payment of dividends and with respect to any return of capital or distribution of assets of the Corporation among its shareholders in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs;
- (e) the holders of Class A Preferred Shares of any series shall not, as such, be entitled to receive notice of, or to attend, any meeting of shareholders of the Corporation, nor shall they have any voting rights for the election of directors or for any other purpose, except to the extent otherwise determined by the board of directors of the Corporation in articles of amendment designating such series of Class A Preferred Shares or when the holders of Class A Preferred Shares or of any series of Class A Preferred Shares are entitled to vote separately as a class or series as provided in the *Canada Business Corporations Act* and any statute that may be substituted therefor, as from time to time amended (the "Act");
- (f) the provisions attaching to Class A Preferred Shares as a class may be repealed, altered, modified or amended from time to time with such approval as may then be required by the Act to be given by the holders of Class A Preferred Shares as a class; and
- (g) the formalities to be observed with respect to the calling and conduct of any meeting of holders of Class A Preferred Shares as a class, or any joint meeting of holders of two (2) or more series of Class A Preferred Shares, including, without limiting the generality of the foregoing, the giving of notice and the record dates therefor, the quorum therefor, the procedure

and voting thereat, shall *mutatis mutandis* be those from time to time prescribed by the by-laws of the Corporation with respect to a meeting of shareholders;

3. an unlimited number of Class B Preferred Shares without nominal or par value ("Class B Preferred Shares") which, as a class, shall rank junior to Class A Preferred Shares and be subject in all respects to the rights, privileges, restrictions and conditions attaching to Class A Preferred Shares and shall have attached thereto the following rights, privileges, restrictions and conditions:
  - (a) Class B Preferred Shares may from time to time be issued in one or more series and, subject to the following provisions and to the issuance of a certificate of amendment in respect thereof, the Board of Directors of the Corporation may from time to time, by resolution duly passed before such issue, fix the number of shares constituting each series and the designation, rights, privileges, restrictions and conditions attaching to each series including, without limiting the generality of the foregoing, the consideration for issuance, the rate or amount of preferential dividends and whether or not cumulative or non-cumulative, the method of calculation and the manner, dates and places of payment of dividends, the prices, terms and conditions of redemption, retraction, purchase, conversion and/or exchange, if any, any sinking fund or purchase fund provisions, and any other relevant provisions;
  - (b) Class B Preferred Shares of each series shall, with respect to the payment of dividends, be entitled to preference over Common Shares and any other shares of the Corporation ranking junior to Class B Preferred Shares, as and to the extent determined in the articles of amendment designating such series;
  - (c) Class B Preferred Shares of each series shall, with respect to any return of capital or distribution of assets of the Corporation among its shareholders in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, be entitled to a preference over Common Shares or any other shares of the Corporation ranking junior to Class B Preferred Shares, as and to the extent determined in the articles of amendment designating such series;
  - (d) Class B Preferred Shares of each series shall rank on a parity with Class B Preferred Shares of every other series with respect to the payment of dividends and with respect to any return of capital or distribution of

assets of the Corporation among its shareholders in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs;

- (e) the holders of Class B Preferred Shares of any series shall not, as such, be entitled to receive notice of, or to attend, any meeting of shareholders of the Corporation, nor shall they have any voting rights for the election of directors or for any other purpose, except to the extent otherwise determined by the board of directors of the Corporation in articles of amendment designating such series of Class B Preferred Shares or when the holders of Class B Preferred Shares or of any series of Class B Preferred Shares are entitled to vote separately as a class or series as provided in the Act;
- (f) the provisions attaching to Class B Preferred Shares as a class may be repealed, altered, modified or amended from time to time with such approval as may then be required by the Act to be given by the holders of Class B Preferred Shares as a class; and
- (g) the formalities to be observed with respect to the calling and conduct of any meeting of holders of Class B Preferred Shares as a class, or any joint meeting of holders of two (2) or more series of Class B Preferred Shares, including, without limiting the generality of the foregoing, the giving of notice and the record dates therefor, the quorum therefor, the procedure and voting thereat, shall *mutatis mutandis* be those from time to time prescribed by the by-laws of the Corporation with respect to a meeting of shareholders.



Industry Canada

**Certificate of  
Amendment**

**Canada Business  
Corporations Act  
Nortel Networks Corporation/**

Industrie Canada

**Certificat de  
modification**

**Loi canadienne sur  
les sociétés par actions**

**Corporation Nortel Networks**

**375438-3**

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the above-named corporation were amended:

Je certifie que les statuts de la société susmentionnée ont été modifiés:

- a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;
- b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;
- c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;
- d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization;

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- a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;
- b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
- c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;
- d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;



Richard G. Shaw

Director - Directeur

**November 9, 2006/le 9 novembre 2006**

Date of Amendment - Date de modification

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Industry            Industrie Canada  
 Canada  
 Canada            Loi canadienne sur les  
 Business           sociétés par actions  
 Corporations  
 Act

FORM 4  
 ARTICLES OF  
 AMENDMENT  
 (SECTIONS 27 OR 177)

FORM ULAIRE 4  
 CLAUSES  
 MODIFICATRICES  
 (ARTICLES 27 OU 177)

1 — Name of the Corporation société	Dénomination sociate de la	2 — Corporation No. société	No de la
Nortel Networks Corporation/Corporation Nortel Networks		375438-3	

3 — The articles of the above-named corporation are amended as follows:  
 Effective as at 12:01:01 a.m., (Toronto time) on December 1, 2006, the authorized capital of the Corporation shall be altered by consolidating all of the issued and outstanding common shares of the Corporation without par value on the basis of one post-consolidation share for every ten pre-consolidation shares.

Les statuts de fa société mentionnée ci-dessus sont modifiés de la façon suivante:

The Corporation shall pay to registered shareholders who would otherwise be entitled to a fractional share as a result of such consolidation a cash amount equal to the product obtained by multiplying the fraction by the average closing price of the common shares of the Corporation (as adjusted to reflect the consolidation) on the New York Stock Exchange for the ten trading days immediately prior to the effective date of the consolidation or if such price or prices are not available, the fractional share payment shall be based on such other price or prices as determined by the board of directors of the Corporation in its sole discretion. The Corporation shall pay to those shareholders whose latest address as shown in the records of the Corporation is in Canada, the Canadian dollar equivalent of any fractional share payment to which such shareholders are entitled, converting such payments from United States dollars into Canadian dollars based upon the noon spot rate published by the Bank of Canada on the business day immediately prior to the effective date of the consolidation.

To the extent permitted under applicable law, the right to receive payment of any amount in respect of a fractional share interest shall expire on the third anniversary date of the effective date of the consolidation, and any amounts payable in respect of fractional share interests which remain unclaimed on such date shall be forfeited to the Corporation.

Avec prise d'effet. 0 h 1 min 1 s (heure de Toronto) le 1<sup>er</sup> décembre 2006, le capital autorisé de la Société sera modifié au moyen du regroupement de toutes les actions ordinaires émises et en circulation sans valeur nominale de la Société à raison d'une action postregroupement pour chaque tranche de dix actions préregroupement.

La Société versera aux actionnaires inscrits qui seraient autrement fondés à recevoir une fraction d'action par suite de ce regroupement une somme en espèces égale au produit obtenu en multipliant la fraction par le cours de clôture moyen des actions ordinaires de la Société (ajusté pour tenir compte du regroupement d'actions) à la Bourse de New York pendant la période de dix jours de négociation précédant la date de prise d'effet du regroupement ou, si ce ou ces cours ne sont pas disponibles, le paiement à l'égard de la fraction d'action sera fondé sur le ou les autres cours pouvant être déterminés par le Conseil d'administration de la Société, à son entière satisfaction. La Société versera aux actionnaires dont la dernière adresse figurant dans ses registres se trouve au Canada l'équivalent en dollars canadiens de tout paiement auquel ces actionnaires ont droit pour leur fraction d'action, après avoir converti en dollars canadiens les paiements libellés en dollars américains au cours du comptant à midi publié par la Banque du Canada le jour ouvrable précédant la date de prise d'effet du regroupement.

Dans la mesure permise par les lois applicables, le droit au paiement de tout montant à l'égard d'une fraction d'action expirera au troisième anniversaire de la date de prise d'effet du regroupement et les actionnaires perdront toutes les sommes payables relativement aux fractions d'action qui n'auront pas été réclamées à cette date, lesquelles seront retournées à la Société.

Signature /s/ Gordon A. Davies	Printed Name - Nom en lettres moutées <b>Gordon A. Davies</b>	4 — Capacity of - En qualité de <b>General Counsel — Corporate and Corporate Secretary</b>	5 — Tel. No. - No de tel. 905-863-1144
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