

# PRESS RELEASE

## **Compensation of New Chairman of the Board of Directors, Mr. Marc Rouanne, and New Chief Executive Officer, Mr. Olivier Durand**

**Paris, France, June 21, 2016** - In accordance with the provisions of the AFEP-MEDEF Corporate Governance Code, Alcatel-Lucent is publishing below information relating to the appointment and compensation of Mr. Marc Rouanne as Chairman of Alcatel-Lucent's Board of Directors and of Mr. Olivier Durand as Chief Executive Officer (Directeur Général) of Alcatel-Lucent.

Acting upon the recommendations of the Corporate Governance & Nominating Committee, the Alcatel-Lucent Board of Directors, at its meeting held on June 21, 2016, resolved to appoint Mr. Marc Rouanne to the office of Chairman of the Board of Directors, and Mr. Olivier Durand to the office of Chief Executive Officer, with effect as of June 21, 2016.

As Chairman of the Board of Directors, Mr. Marc Rouanne will be responsible for organizing and leading the work of the Board of Directors. The duration of his office as director will end with the General Shareholders' Meeting convened to vote on the accounts for the financial year ending on December 31, 2018.

Acting upon the recommendation of the Compensation Committee and in agreement with Mr. Marc Rouanne, who remains Chief Innovation and Operating Officer of Nokia Corporation, the Board of Directors decided that he will not receive any compensation, including any attendance fees, any long term incentive compensation or any severance payment in respect of his office as Chairman of the Board of Directors.

Acting upon the recommendation of the Compensation Committee, the Board of Directors set Mr. Durand's compensation at a fixed gross annual amount of EUR 900,000, which will be paid pro rata temporis for the period of his office as Chief Executive Officer. Mr. Olivier Durand will not receive any variable compensation, nor any long term incentive compensation in relation to his position as Chief Executive Officer.

As contemplated under Article 22 of the AFEP-MEDEF Corporate Governance Code and as further detailed in the HCGE Application guide to such Code as last edited in November 2015, the Compensation Committee proposed that Mr. Olivier Durand's current employment contract as Group Chief Financial Officer be suspended as of June 21, 2016. The Committee and the Board of Directors recommended and decided, respectively, such suspension based on the following criteria:

- Mr. Olivier Durand's longevity and seniority of over 18 years within the Alcatel-Lucent Group,
- the announcement by Nokia of its intention to file a public buy-out offer during the third quarter of 2016, to be followed by a squeeze-out and delisting of Alcatel-Lucent securities.

Mr. Durand is not entitled to any severance payment in relation to the end of his term of office as Chief Executive Officer and will not benefit from any rights pursuant to the private pension plan (Auxad) during the time of his office as Chief Executive Officer of the Company.

The Board of Directors acknowledged that in the context of the end of the term of office of Mr. Philippe Camus as Chairman and Chief Executive Officer of the Company, effective as of June 21, 2016, no benefits and in particular no severance payment will be paid with respect to his office as Chairman of the Board of Directors and Chief Executive Officer of Alcatel Lucent.

#### **ABOUT ALCATEL-LUCENT**

Alcatel-Lucent has joined Nokia following successful exchange of shares, creating an innovation leader in next-generation technology and services for an IP connected world.

Questions from Journalists can be sent to our press office: [press.services@nokia.com](mailto:press.services@nokia.com).  
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