Lucent Technologies
Director Qualification Criteria

Lucent Technologies strives to have a Board of Directors consisting of top quality members who will work diligently to promote the long-term interests of the Company. The Company's Corporate Governance and Nominating Committee and the Board of Directors will take into account the following criteria when determining the qualifications of a candidate for director.

1. **Integrity**. Directors should have the highest level of integrity and ethical character and share the Company's values.

2. **Reputation**. Directors should have reputations, both personal and professional, consistent with the Company's image and reputation.

3. **Judgment**. Directors should have the ability to exercise sound business judgment on a broad range of issues.

4. **Knowledge**. Directors should be financially literate and have a sound understanding of business strategy, business environment, corporate governance and board operations.

5. **Independence**. Directors who are not current or former management should meet the Director Independence Standards set forth on Attachment I. In addition, Directors should be independent in their thought and judgment so that they represent the long-term interests of all shareholders of the Company.

6. **Experience and Accomplishments**. Directors should have significant experience, and proven superior performance in professional endeavors. In particular, Directors should have experience as a CEO, COO, CFO or other high level business or leadership position in major complex organizations, including medium to large companies, government, educational and other non-profit institutions.

7. **Board Interaction**. Directors should value board and team performance over individual performance, demonstrate respect for others and facilitate superior board performance. Directors should be actively involved in the Board and its decision-making.

8. **Commitment**. Directors should be able and willing to devote the required amount of time to the Company's affairs, including preparing for and attending meetings of the Board and its committees. The number of other board memberships, current occupation, meeting attendance and preparedness at meetings should be taken into consideration.

9. **Skills**. Directors should have expertise in one or more of the following areas: accounting and finance, technology, management, international business outside of the United States, compensation, corporate governance, strategy, industry knowledge and general business matters.

10. **Long-Term Commitment**. Directors should have the ability and commitment to serve on the Board for an extended period. Future commitments and the Board's age 72 retirement policy should be taken into account, particularly when considering a new Board member.