LUCENT TECHNOLOGIES INC.
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Adopted December 17, 2003

I. Overview:

The primary purpose of the Corporate Governance and Nominating Committee (the "Committee") is to provide oversight on the broad range of issues regarding the corporate governance practices and the composition and operation of the Board of Directors (the "Board") of Lucent Technologies Inc. (the "Company"). The Committee's goal is to assure that the composition, practices, and operation of the Board contribute to value creation and effective representation of the Company's shareholders. The Committee shall have the leadership role in identifying and evaluating candidates for membership on the Board and shaping the corporate governance of the Company.

II. Composition:

1. Members: The Committee shall be comprised of at least three Directors. All members of the Committee shall be affirmatively determined by the Company's Board to be "independent directors" as that term is defined by the New York Stock Exchange ("NYSE") listing standards.

2. Appointment: Committee members shall be appointed and removed as provided in the By-Laws of the Company. The Board may designate a member of the Committee to serve as chairman of the Committee.

III. Purpose and Responsibilities:

The Committee has the following specific responsibilities in its leadership role of identifying and recommending individuals for possible membership on the Board and shaping the corporate governance of the Company. In addition, the Committee will be responsible for any similar matters which may be referred to the Committee from time to time by the Board, by the Chairman of the Board, by the Lead Director or by the Committee on its own initiative.

1. Director Nominations: The Committee shall perform the following with respect to director nominations:

a. Identify individuals qualified to become Board members, consistent with criteria established or approved by the Board. This shall include the responsibility for reviewing Board candidates proposed by a shareholder of the Company.

b. Establish, articulate and recommend to the Board qualifications, skills, desired background and selection criteria for members of the Board.

c. Select or recommend nominees for the Board each year for election at the annual meeting of shareholders. At the time of recommending Director nominees to the Board, the Committee shall inform the Board of the criteria used in making its recommendations.

d. As part of its process of recommending nominees to the Board, endeavor to maintain a Board consisting of a majority of directors who are independent under NYSE listing standards. The Committee shall also take into account the needs of the Audit and Finance Committee to have independent directors with financial literacy and at least one member who has accounting or related financial management expertise and who meets the definition of an "audit committee financial expert" under the rules of the Securities and Exchange Commission.

2. Governance Matters: The Committee shall have the following responsibilities with respect to its oversight of the Company's corporate governance:

a. Regularly review issues and developments relating to corporate governance.

b. Develop and recommend to the Board a set of corporate governance principles for the Company or, as appropriate, changes to existing corporate governance principles of the Company.

c. Oversee the evaluation of the Board, which should occur at least annually.

d. Solicit input from all of the Directors and conduct a review of the effectiveness of the operation of the Board and Board committees, including reviewing governance and operating practices of the Board and its committees.

e. Evaluate annually its performance, including compliance with relevant law and NYSE listing standards.

f. Evaluate and make recommendations to the Board concerning the Board committees, committee assignments and committee membership rotation.

g. Periodically review and make recommendations to the Board regarding director orientation and continuing education.

h. Review the effectiveness of the Corporate Secretary's office in supporting the operation of the Board and Board committees.

i. Review and jointly with the Leadership Development and Compensation Committee make recommendations to the Board on matters concerning the Directors' annual retainer, as well as any other compensation programs relating to the Board of Directors.

IV. Committee Operations

1. Meetings: The Committee will meet at least twice a year, with authority to convene additional meetings, as circumstances require. The Committee may invite members of management and others to attend meetings and provide pertinent information, as necessary. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes will be prepared and retained.

2. Report to the Board: The Committee shall report to the Board the results of its meetings and any action taken by the Committee.

3. Delegation: Except as prohibited by law or the Certificate of Incorporation or By-laws of the Company, the Committee may delegate its responsibilities to a subcommittee consisting of one or more of its members. In addition, the Leadership Development and Compensation Committee of the Board, consisting of only independent directors under the NYSE listing standards, shall be responsible to oversee the evaluation of management of the Company.

4. Resources: To assist the Committee in fulfilling it responsibilities, the Committee may retain independent consultants, counsel, search firms and other advisors and shall have the sole authority over the retention and termination of such consultants, counsel, firms and advisors and the fees and other retention terms. Each Committee member shall also have full access to all members of management.