

## **CEO Position Description**

### **Position: Chief Executive Officer**

**Position Summary:** The Chief Executive Officer (“CEO”) of Nortel Networks Corporation (the “Company”) is responsible for providing strategic leadership of the Company by working with the Board of Directors (the “Board”) and the executive management team to establish, implement and over-see the long-range goals, strategies, plans and policies of the Company.

### **Duties and Responsibilities:**

#### **1. *Leadership and Corporate Responsibility:***

- Provide leadership to ensure that the mission, ethical values and core guiding principles of the Company are put into practice.
- Lead the executive management team to be effective developers of solutions to business challenges thereby establishing credibility throughout the organization and with the Board.
- Responsible for driving the Company to achieve and surpass sales, profitability, cash flow, business goals and objectives.
- Motivate and lead a high-performance management team; attract recruit members of the executive team not currently in place and retain the executive leadership team; provide mentoring as a cornerstone to the management career development program.
- Represent the Company and its values with customers, vendors, shareholders, government and regulatory bodies, other stakeholders and the public generally.
- Support the recruitment, selection, individual development and monitoring of the executive management team and other senior management personnel to ensure the Company maintains a strong succession plan.

#### **2. *Business Management and Strategy:***

- Spearhead the development, communication and implementation of effective growth strategies and processes.
- Collaborate with the executive management team to develop and implement plans for the operational infrastructure of systems, processes and personnel designed to accommodate the growth objectives of the Company.

- Assist, as required, in raising additional capital at appropriate valuations to enable the Company to meet sales, growth and market share objectives.
- Assist in developing the strategy and implementation of major mergers, acquisitions and divestitures.
- Foster a success-oriented, accountable environment within the Company.

**3. *Corporate Governance and Disclosure:***

- Oversee the development, implementation and compliance with key corporate policies, including policies regarding corporate governance, risk management, financial reporting as well as compliance with applicable legal and regulatory requirements.
- Assist the Nominating and Governance Committee and the Chief Financial Officer to ensure appropriate and timely disclosure of material information.
- Together with the Chief Financial Officer, establish and maintain the Company's: (i) disclosure controls and procedures; (ii) internal controls over financial reporting; and (iii) processes for certification of the public disclosure documents.

**4. *Other Responsibilities:***

- Perform other appropriate duties and responsibilities as assigned by the Board.