



**2006 Annual and Special Meeting of Shareholders  
Nortel Networks Corporation - June 29, 2006.  
Report on Voting Results - National Instrument 51-102 – Section 11.3.**

**Election of Directors**

The following nominees were elected by ballot as directors of Nortel Networks Corporation (the “Corporation”):

<b>Director</b>	<b>Shares Voted For</b>	<b>Shares Withheld</b>
Jalynn H. Bennett	2,570,511,158	169,011,689
Dr. Manfred Bischoff	2,579,717,343	159,805,394
The Honorable James B. Hunt, Jr.	2,580,397,810	159,125,805
John A. MacNaughton	2,573,243,598	166,284,608
The Honourable John P. Manley	2,370,729,246	368,502,272
Richard D. McCormick	2,579,272,110	160,256,724
Claude Mongeau	2,694,804,282	56,850,810
Harry J. Pearce	2,590,998,338	148,530,433
John D. Watson	2,687,074,441	52,453,476
Mike S. Zafirovski	2,691,206,400	48,322,130

**Appointment of Auditors**

Deloitte & Touche LLP was appointed independent auditors of the Corporation. The following were the results of the ballot conducted for the resolution to appoint Deloitte & Touche LLP as independent auditors of the Corporation:

<b>Shares Voted For</b>	<b>Shares Withheld</b>
2,448,901,270	290,321,533

**Shareholder Rights Plan**

The resolution to approve the reconfirmation and amendment of the Corporation’s shareholder rights plan:

<b>Shares Voted For</b>	<b>Shares Voted Against</b>	<b>Shares Withheld</b>
1,780,598,075	223,964,444	12,164,991

## Consolidation of Share Capital

The special resolution approving an amendment to the Corporation's restated articles of incorporation to consolidate its issued and outstanding common shares on the basis of a ratio within the range of one post-consolidation common share for every four pre-consolidation common shares to one post-consolidation common share for every ten pre-consolidation common shares, with the ratio to be selected and implemented by the Corporation's board of directors in its sole discretion, if at all, at any time prior to April 11, 2007:

Shares Voted For	Shares Voted Against	Shares Withheld
2,610,862,299	116,317,619	12,302,352

## Shareholder Proposals

### Shareholder Proposal #1:

*That the shareholders of Nortel Networks Corporation ("Company") request that the Board of Director's Executive Compensation Committee establish a pay-for-superior-performance standard in the Company's executive compensation plan for senior executives ("Plan"), by incorporating the following principles into the Plan:*

On a vote by ballot, shareholder proposal #1 was rejected. The following were the results of the ballot for shareholder proposal #1:

Shares Voted For	Shares Voted Against	Shares Withheld
207,787,454	1,794,154,096	16,480,846

### Shareholder Proposal #2:

*The Company prepare a report to shareholders by November 2006, at reasonable cost and omitting proprietary information; (1) describing Nortel's policies and management practices to promote and protect human rights in China and Tibet; and (2) that Nortel cooperate with independent human rights assessments.*

On a vote by ballot, shareholder proposal #2 was rejected. The following were the results of the ballot for shareholder proposal #2:

Shares Voted For	Shares Voted Against	Shares Withheld
651,446,398	1,180,878,921	186,135,862

/s/ TRACY S.J. CONNELLY MCGILLEY  
Tracy S.J. Connelly McGilley  
Assistant Secretary