

**CHARTER OF THE
FINANCE COMMITTEE OF THE
BOARD OF DIRECTORS OF AVAYA INC.**

Approved April 23, 2003

Amended April 21, 2005

Purpose

- 1.1 The Finance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Avaya Inc. (the “Company”) to assist the Board in fulfilling its oversight responsibilities.
- 1.2 The Committee’s primary duties and responsibilities are to assist the Board with respect to:
 - The financial condition and capital structure of the Company.
 - Significant financial matters involving the Company.

Composition

- 2.1 The Committee shall be comprised of not less than three members of the Board, and any member of the Board may serve on the Committee.

Committee Meetings

- 3.1 The Committee shall hold meetings as needed to carry out its responsibilities and at such other times as the Chairman shall determine, or at the request of any member of the Committee.
- 3.2 The Committee may request that members of management be present as needed.
- 3.3 Minutes of each meeting will be kept and distributed to the entire Board.
- 3.4 The Committee may retain, and the Company shall be responsible for paying the fees and expenses of, outside experts to assist the Committee in carrying out its primary responsibilities.

Primary Responsibilities

The Committee shall receive reports from management and discuss with management each of the following items, and advise and make recommendations to the Board where appropriate:

- 4.1 The Company’s cash position and capital structure.

- 4.2 Management's recommendations with respect to short-term and long-term debt and equity financing and recommend to the Board proposals designed to provide an appropriate capital structure for the Company.
- 4.3 Dividend proposals.
- 4.4 Policies regarding the commitment of credit of the Company through the use of guarantees and/or letters of credit.
- 4.5 The issuance, reservation, purchase, reclassification, listing or other changes in the Company's shares.
- 4.6 The Company's guidelines, procedures and exposures with respect to derivatives, swaps, hedges, foreign exchange and other similar arrangements.
- 4.7 The Company's exposure to financial risk with respect to investments in developing countries.
- 4.8 The investment policies and practices of the Company.
- 4.9 Periodic review of the impact of the Company's funded benefit plans on the Company's financial statements; contributions to any funded benefit plan of the Company; and any proposed changes to the valuation method and/or interest rate used to determine the Company's obligations under the funded benefit plans for financial reporting purposes.
- 4.10 The risk management policies and practices of the Company, including:
 - a. Status and need for reserves for matters on which the Company is self-insured
 - b. Legal and regulatory matters
 - c. Insurance coverage
- 4.11 Such other financial matters of the Company as the Board may, from time to time, determine.

Other

- 5.1 The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- 5.2 The Committee may form and delegate authority to subcommittees as appropriate.