

AVAYA INC.

GOVERNANCE COMMITTEE CHARTER

Adopted July 22, 2004

Purpose

- 1.1 The Governance Committee (the "Committee") of the Board of Directors of Avaya Inc. (the "Company") is responsible for matters relating to the organization and membership of the Board of Directors (the "Board") and for other issues relating to the Company's corporate governance, including:
- assisting the Board by identifying individuals qualified to become Board members;
 - recommending to the Board director nominees for election at the Annual Shareholders meeting;
 - monitoring significant developments in the regulation and practice of corporate governance and of the duties and responsibilities of each director;
 - leading the Board in its annual performance evaluation;
 - evaluating and administering the Corporate Governance Guidelines of the Company and recommending changes to the Board;
 - reviewing the Company's governance structure.

Composition and Term of Office

- 2.1 The Committee shall consist of at least three members all of whom are non-employee directors of the Company and meet the independence requirements of the New York Stock Exchange ("NYSE"). One member shall serve as Chairman of the Committee.
- 2.2 The members of the Committee shall serve one-year terms, and shall be elected annually by the Board on such date as the Board shall determine. Committee members may be replaced by the Board.

Committee Meetings - Operating Principles

- 3.1 The Committee shall meet at least three times each year.
- 3.2 Regularly scheduled Committee meetings will occur in conjunction with meetings of the full Board.
- 3.3 Special meetings of the Committee may be called as needed by the Committee Chairman.
- 3.4 The Committee may request that members of management or outside consultants be present to assist the Committee in performing its duties.
- 3.5 Minutes of each meeting will be kept and distributed to the entire Board.

Responsibilities – Board Nominees

The Committee shall perform the following functions:

- 4.1 Review the performance of the Board annually, including a review of the independence (as defined in the Corporate Governance Guidelines) of each Board member.
- 4.2 Review the composition of the full Board of Directors annually to determine the qualifications and areas of expertise needed to further enhance the composition of the Board of Directors and work with management in attracting candidates with those qualifications.
- 4.3 Establish criteria for the selection of new directors; identify individuals qualified to become directors and review the qualifications of prospective nominees; recommend the slate of nominees for inclusion in the Company's proxy statement and presentation to the Shareholders at the Annual Meeting. Review the performance of any Board member eligible to stand for re-election at an Annual Meeting as well as other criteria prescribed by the Corporate Governance Guidelines. Review any candidates for Board membership nominated by shareholders. Invitations to join the Board shall be extended jointly by the Chair of the Board and the Chair of the Committee.
- 4.4 The Committee shall have sole authority to retain and terminate, at the Company's expense, any search firm or advisor to be used to identify director candidates and shall have sole authority to approve the search firm's or advisor's fees and other retention terms.

Responsibilities – Governance

The Committee shall perform the following functions:

- 5.1 Review and identify annually the names of directors to serve as members and committee chairs of all standing or any ad hoc committees and recommend to the full Board of Directors, as appropriate, changes in number, function or composition of committees.
- 5.2 Review all direct or indirect transactions or proposed transaction with (a) any director or executive officer (excluding any compensation arrangement for services as a director or executive officer) or (b) any person in which any director or executive officer of the Company has an interest, to the extent that any such transactions would be required to be disclosed in the Company's proxy statement.
- 5.3 Monitor, with the assistance of the General Counsel, current developments in the regulation and practice of corporate governance, including NYSE listing standards and Securities and Exchange Commission regulations, and make

recommendations to the Board on all matters of corporate governance and on any action to be taken by the Board or the Company.

- 5.4 Review and assess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval. Make interpretations of the Corporate Governance Guidelines as needed.
- 5.5 Conduct an annual performance self-evaluation of the corporate governance and nominating functions of the Committee.
- 5.6 Establish criteria and processes for, and lead the Board in, the Board's annual performance self-evaluation.
- 5.7 Monitor the process whereby shareholders may communicate with the Board and assess, and recommend action on, any matters that may be raised in such communications.
- 5.8 Review the governance structure of the Company, including, among other items, its rights plan, the classified board, other provisions of its charter and by-laws affecting governance, other arrangements containing provisions that become operative in the event of a change in control of the Company, governance practices and the composition of the Company's shareholder base.

Responsibilities – Administrative

The Committee shall perform the following functions:

- 6.1 Report at the next meeting of the full Board of Directors all significant items discussed at any Committee meeting.
- 6.2 Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board.
- 6.3 Take such further actions or provide such further advice as the full Board of Directors may from time to time delegate to the Committee.