

Sonus Networks, Inc. Compensation Committee Charter

Purpose

The Compensation Committee (the “Committee”) of Sonus Networks, Inc. (the “Company”):

- (1) discharges the responsibilities of the Board of Directors of the Company (the “Board”) relating to the review, evaluation and approval, where required, of the following:
 - Compensation, benefits and stock plans and policies of the Company;
 - Compensation of the Company’s executive officers;
 - Performance of the Company’s executive officers; and
 - The report on executive compensation required to be included in the Company’s annual proxy statement; and
- (2) advises and assists management in developing the Company’s overall compensation strategy to assure that it promotes stockholder interests, supports the Company’s strategic and tactical objectives, and provides for appropriate awards and incentives for the Company’s management and employees.

The Committee will maintain free and open communication with the management of the Company.

Composition

The members of the Committee shall be appointed by the Board and may be removed with or without cause and from time to time, by the Board. The Committee shall comprise two or more directors, each of whom shall be an “independent director” as defined by the applicable rules of The Nasdaq Stock Market, Inc. (“NASDAQ”), a “non-employee director” as defined in Rule 16b-3 promulgated under the Securities Exchange Act of 1934, and an “outside director” as defined in Section 162(m) of the Internal Revenue Code of 1986. Each Committee member also shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. The Board shall determine the compensation of Committee members and shall elect a Chair of the Committee.

Procedures and Administration

Meetings

The Committee shall meet at least annually. The Committee shall meet periodically as it deems necessary with management, or in separate executive sessions, to discuss any matters that the Committee or management believes should be discussed privately. The Committee may meet by telephone or act by unanimous written consent in lieu of a meeting and may delegate specific functions to one or more of its members. The Committee shall keep such records of its meetings as it shall deem appropriate and shall report regularly to the Board.

Subcommittees

The Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances.

Consulting Arrangements

The Committee shall have the authority to retain and terminate any compensation consultant to be used to assist in the evaluation of executive officer compensation and shall have authority to approve the consultant's fees and other retention terms. The Committee shall also have authority to commission compensation surveys or studies as the need arises. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such consultants as established by the Committee.

Independent Advisors

The Committee shall have the authority to engage such independent legal, accounting and other advisors, as it deems necessary or appropriate to carry out its responsibilities. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

Investigations

The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem necessary or appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

Compensation Committee Charter (Continued)

Responsibilities and Duties

The Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management, in accordance with its business judgment. In addition to any other responsibilities that may be assigned from time to time by the Board, the Committee is responsible for the following matters:

Compensation Policies and Plans

1. The Committee shall review and, where required, approve the Company's compensation and benefits policies generally (subject, if applicable, to shareholder ratification), including any incentive-compensation plans, equity-based plans, tax-qualified, nondiscriminatory employee benefit plans and parallel nonqualified plans of the Company. In reviewing such compensation and benefits policies, the Committee may consider the recruitment, development, promotion, retention and compensation of senior executives and other employees of the Company and any other factors that it deems appropriate.

2. The Committee shall exercise all rights, authority and functions of the Board under all of the Company's equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options and to make stock awards; provided, however, that except as otherwise expressly authorized to do so by a plan or resolution of the Board, the Committee shall not be authorized to amend any such plan.

3. The Committee shall report to the Board, as appropriate, the results of any review contemplated by paragraph 1 above and any action it takes with respect to the Company's compensation and benefits policies.

Executive Compensation and Performance

4. The Committee shall annually review and approve, or recommend for approval by a majority of independent directors of the Board, corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer (the "CEO"), evaluate the CEO's performance in light of those goals and objectives, and set, or recommend that a majority of independent directors of the Board set, the CEO's compensation level based on this evaluation.

5. The Committee may review other executive officer compensation, including salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity compensation (including awards to induce employment); severance arrangements; change-in-control benefits and other forms of executive officer compensation. The Committee shall meet without the presence of executive officers when approving CEO compensation but may, in its discretion, invite the CEO to be present during the review of other executive officer compensation.

6. The Committee shall assist management in executive development and planning for executive succession.

Compensation Committee Charter (Continued)

Compensation Committee Report on Executive Compensation

7. The Committee shall prepare for inclusion where necessary in a proxy or information statement of the Company relating to an annual meeting of security holders at which directors are to be elected (or special meeting or written consents in lieu of such meeting), the report described in Item 402(k) of Regulation S-K and, to the extent applicable, the report required by Item 402(i) of Regulation S-K.

Miscellaneous

8. The Committee shall review such other reports, adopt such other policies and implement such other procedures as shall be necessary to comply with the rules and regulations that may, from time to time, be established by NASDAQ or the Securities and Exchange Commission.

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This charter has been adopted by the Board of Directors on September 11, 2003.