

**Sonus Networks, Inc.**  
**Nominating Committee Charter**

**Purpose**

The purpose of the Nominating Committee (the “Committee”) is to:

- identify and select the persons to be nominated by the Board of Directors (the “Board”) of Sonus Networks, Inc. (the “Company”) for election as directors at the Company’s annual stockholder meetings; and
- oversee the evaluation of the Board.

**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 “independent” as defined by the applicable rules of The NASDAQ Stock Market, Inc. (“NASDAQ”). 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 (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.

*Independent Advisors*

The Committee shall have the authority to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. 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 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.

### **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:

#### ***Review Charter***

1. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

#### ***Board and Committee Membership***

2. The Committee shall oversee searches for and identify qualified candidates for membership on the Company's Board. Except where the Company is legally required by contract, regulation or otherwise to provide third parties with the ability to nominate directors, the Committee shall have the responsibility and authority for identifying the persons to be nominated by the Board for election as directors at the Company's annual stockholder meetings. The Committee also shall consider nominees proposed by shareholders. In the case of vacancies on the Board, the Committee shall recommend to the Board a candidate to fill the vacancy.

3. The Board encourages the selection of directors who will contribute to the Company's overall corporate goals of responsibility to its shareholders, customers and employees. The Committee shall use such principles to guide its director selection process. The Committee shall consider the following criteria for nomination as a director:

- Demonstrated business knowledge and experience and an ability to exercise sound judgments in matters that relate to the current and long-term objectives of the Company;
- Commitment to understand the company and its industry and to regularly attend and participate in meetings of the Board and its committees;
- Reputation for integrity, honesty and adherence to high ethical standards;
- Ability and experience in understanding the sometimes conflicting interests of the various constituencies of the Company, which include stockholders, employees and customers, and to act in the interests of all stockholders; and

- No conflicts of interest that would impair the nominee's ability to represent the interest of all the Company's stockholders and to fulfill the responsibilities of director.

The Committee shall be responsible for reviewing with the Board the requisite skills and criteria for new Board members as well as the composition of the Board as a whole.

4. The Committee shall have the authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.

5. The Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board.

#### ***Evaluation of the Board***

6. The Committee shall be responsible for overseeing an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance, to be discussed with the Board.

7. The Committee shall assess and recommend to the Board director education programs.

\* \* \*

On March 4, 2004, the Board of Directors adopted this charter.