

SONUS NETWORKS, INC.

CHARTER FOR THE TECHNOLOGY STRATEGY AND OVERSIGHT COMMITTEE OF THE BOARD OF DIRECTORS

As Adopted February 11, 2014

1. PURPOSE

The primary purpose of the Technology Strategy and Oversight Committee (the "Committee") of the Board of Directors (the "Board") of Sonus Networks, Inc. (the "Company") is to assist the Board in fulfilling its oversight responsibilities relating to technology development as it relates to the Company's business. The Committee shall have no authority to act on behalf of or bind the Company.

2. COMPOSITION OF THE COMMITTEE.

The Committee shall be comprised of not less than two directors, one member at least of which will be an independent, non-employee member. Each Committee member shall be subject to annual reconfirmation and may be removed by the Board at any time. The Board may designate a Chairman of the Committee (the "Chairman"). In the absence of such designation, the Committee may designate the Chairman by majority vote of the Committee. From time to time the Chairman may establish such other rules as are necessary and proper for the conduct of the business of the Committee.

3. RESPONSIBILITIES AND DUTIES

In carrying out the purpose and authorities set forth in Section 1 above, the Committee shall, as requested by the Board, review matters pertaining to and provide advice to the Board with respect to:

1. Providing general oversight of, and counsel on:
 - a. The development and implementation of major strategies relating to the Company's approach to technical and commercial innovation and the process of innovation and technology acquisition to assure ongoing business growth;
 - b. The evaluation of the implications of new technologies on the Company's competitive position;
 - c. The research, development and implementation of improvements to the Company's existing technologies;
 - d. The assessment of the Company's technology competitiveness;
 - e. The assessment of the strength and competitiveness of the Company's engineering processes and disciplines;

- f. The assessment of the Company's engineering leadership strategy and the review of critical technologists' development and talent planning (recruitment and replacement) processes; and
 - g. All matters related to the protection of intellectual property, including patents, trademarks and copyrights, related to existing or new technologies of the Company and its businesses.
2. Performing any other activities or responsibilities from time to time assigned to such Committee by action of the Board of Directors which are consistent with this Charter as the Board of Directors deems necessary or appropriate.
 3. Reporting to the Board of Directors on the items covered at each Committee meeting.

4. PROCEDURES AND ADMINISTRATION

Meetings. The Committee shall meet at least quarterly and may meet more often to fulfill requests made by the Board. The Committee may meet as it deems necessary with management. The Committee shall keep such records of its meetings as it shall deem appropriate and shall report regularly to the Board. Directors not on the Committee may attend meetings of the Committee at their discretion.