

SONUS NETWORKS, INC.

CHARTER FOR THE CORPORATE DEVELOPMENT AND INVESTMENT COMMITTEE OF THE BOARD OF DIRECTORS

As Adopted June 19, 2009

1. PURPOSE

The Corporate Development and Investment Committee (the "Committee") of the Board of Directors of Sonus Networks, Inc. (the "Company") is formed to provide advice to the Board with respect to (i) the Company's minority investments; (ii) the issuance of debt securities of the Company; (iii) stock repurchase programs that may be adopted by the Board of Directors; (iv) potential acquisitions, merger transactions, joint ventures and other investment transactions; (v) uses of the Company's cash and short-term investments; and (vi) tax planning, all with the objective of enhancing stockholder value. The Committee shall have no authority to act on behalf of or bind the Corporation.

2. COMPOSITION OF THE COMMITTEE.

The Committee shall be comprised of not less than three 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 of Directors 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. Minority investments to be made by the Company.
2. The issuance of debt securities of the Company.
3. Uses of the Company's cash and short-term investments.
4. The repurchase of Company securities under any repurchase program adopted by the Board of Directors.
5. Acquisition, merger and joint venture strategies with the Company's management, including investigating acquisition, merger and joint venture candidates on behalf of the Company.
6. Tax planning.

7. Perform 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.
8. Report 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.

Independent Advisors. As specifically authorized by the Board, 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. Once approved, 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.