

BROADSOFT, INC.

CORPORATE GOVERNANCE GUIDELINES

ROLE AND COMPOSITION OF THE BOARD OF DIRECTORS

1. General

The Board of Directors (the “**Board**”) is selected by the stockholders to provide oversight of, and strategic guidance to, senior management. The core responsibility of a Board member is to fulfill his or her fiduciary duties of care and loyalty and otherwise to exercise his or her business judgment in the best interests of the Company and its stockholders. Service on the Board requires significant time and attention on the part of directors. More specifically, the Board has responsibilities to (a) review, approve and monitor fundamental financial and business strategies and major corporate actions, (b) assess major risks facing the Company and consider ways to address those risks, (c) select and oversee management and determine its composition and (d) oversee the establishment and maintenance of processes and conditions to maintain the integrity of the Company. Directors must participate in Board meetings, review relevant materials, serve on committees and prepare for meetings and discussions with management. Directors are expected to maintain an attitude of constructive involvement and oversight; they are expected to ask relevant, incisive and probing questions and require honest and accurate answers. Directors must act with integrity and are expected to demonstrate a commitment to the Company, its values and its business and to long-term stockholder value.

2. Succession Planning

The Nominating and Corporate Governance Committee should periodically review with the Company’s Chief Executive Officer (the “**CEO**”) the Company’s plan for succession to the offices of the CEO and other key executive officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions. The Chief Executive Officer should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

3. Chairman and CEO

It is the policy of the Company that the positions of Chairman of the Board and CEO should be held by different persons, except in unusual circumstances as determined by the Board.

4. Director Independence

It is the policy of the Company that the Board consist of a majority of independent directors, subject to any exceptions permitted by The NASDAQ Stock Market, Inc. (“**NASDAQ**”) listing standards. The Nominating and Corporate Governance Committee of the Board establishes Director Qualification Standards to assist it in determining director independence, which either meet or exceed the independence requirements of NASDAQ listing

standards. The Board will consider all relevant facts and circumstances in making an independence determination, and not merely from the standpoint of the director, but also from that of persons or organizations with which the director has an affiliation.

5. Board Size

It is the policy of the Company that the number of directors not exceed a number that can function efficiently as a body. The Nominating and Corporate Governance Committee shall consider and make recommendations to the Board concerning the appropriate size and needs of the Board, which may vary to accommodate the availability of suitable candidates and the needs of the Company. The Nominating and Corporate Governance Committee shall consider candidates to fill new positions created by expansion and vacancies that occur by resignation, by retirement or for any other reason.

6. Selection of Directors

The Board will be responsible for nominating members for election to the Board by the Company's stockholders at the annual meeting of stockholders. The Board is also responsible for filling vacancies on the Board that may occur between annual meetings of stockholders. The Nominating and Corporate Governance Committee shall be responsible for identifying, reviewing, evaluating and recommending to the Board candidates to serve as directors of the Company, in accordance with its charter and consistent with the criteria set by the Board in Section 7 below.

7. Board Membership Criteria

The Board will determine the appropriate characteristics, skills and experience for the Board as a whole and for its individual members. The Board considers recommendations for nominees from the Nominating and Corporate Governance Committee. In selecting candidates for service, including recommending existing directors for continued service on the Board, the minimum general criteria set forth below will be considered; additional criteria may be added with respect to specific searches. An acceptable candidate may not fully satisfy all of the criteria, but is expected to satisfy nearly all of them. The Board believes that candidates for director should have certain minimum qualifications, including being able to read and understand basic financial statements, being over 21 years of age and having the highest personal integrity and ethics. In considering candidates recommended by the Nominating and Corporate Governance Committee, the Board intends to consider such factors as possessing relevant expertise upon which to be able to offer advice and guidance to management, having sufficient time to devote to the affairs of the Company, demonstrated excellence in his or her field, having the ability to exercise sound business judgment and having the commitment to rigorously represent the long-term interests of the Company's stockholders. Candidates for director nominees are reviewed in the context of the current composition of the Board, the operating requirements of the Company and the long-term interests of stockholders. In conducting this assessment, the Board considers diversity, age, skills, and such other factors as it deems appropriate given the current needs of the Board and the Company, to maintain a balance of knowledge, experience and capability. In the case of incumbent directors whose terms of office

are set to expire, the Board reviews such directors' overall service to the Company during their term, including the number of meetings attended, level of participation, quality of performance, and any other relationships and transactions that might impair such directors' independence. In the case of new director candidates, the Board also determines whether the nominee must be independent for NASDAQ purposes.

8. Change in Board Membership Criteria

The Board and the Company wish to maintain a Board composed of members who can productively contribute to the success of the Company. From time to time, the Board may change the criteria for Board membership to maximize the opportunity to achieve this success. When this occurs, existing members will be evaluated according to the new criteria. A director who no longer meets the complete criteria for board membership may be asked to adjust his or her committee assignments or resign from the Board.

9. Voting for Directors

In an uncontested election, any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "*Majority Withheld Vote*") shall promptly tender his or her resignation following certification of the stockholder vote. The Nominating and Corporate Governance Committee shall promptly consider the resignation offer, and a range of possible responses based on the circumstances that led to the Majority Withheld Vote, if known, and make a recommendation to the Board. The Board will act on the Nominating and Corporate Governance Committee's recommendation within 90 days following certification of the stockholder vote. Thereafter, the Board shall promptly disclose its decision-making process and decision regarding whether to accept the director's resignation offer (or the reason(s) for rejecting the resignation offer, if applicable) in a press release to be disseminated in the manner that Company press releases are typically disseminated.

Any director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating and Corporate Governance Committee's recommendation or Board action regarding whether to accept the resignation tendered. However, if each member of the Nominating and Corporate Governance Committee received a Majority Withheld Vote at the same election, then the independent directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them. However, if the only directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer directors, all directors may participate in the action regarding whether to accept the resignation offers.

10. Director Service on Other Public Boards

Ordinarily, directors should not serve on more than three other boards of public companies in addition to the Company's Board. Current positions in excess of these limits may be maintained unless the Board determines that doing so would impair the director's service on the Company's Board.

11. Former CEO as Director

Upon retirement from the Company, the former CEO will not retain Board membership.

12. Change in Director Occupation

When a director's principal occupation or business association changes substantially during his or her tenure as a director, that director shall promptly notify the Nominating and Corporate Governance Committee and the Board of such change. The Board, acting through the Nominating and Corporate and Governance Committee, shall promptly consider whether, under the circumstances, such change impacts the continued appropriateness of Board membership by such director.

13. Director Compensation

The Nominating and Corporate Governance Committee shall review and recommend to the Board the type and amount of compensation to be paid or awarded to Board members, including consulting, retainer, Board meeting, committee and committee chair fees and stock option grants or stock awards.

14. Director Retirement

Directors are required to retire from the Board when they reach the age of 72.

15. Term Limits

The Board does not endorse arbitrary term limits on directors' service, nor does it believe in automatic annual re-nomination until they reach the mandatory retirement age. The Board self-evaluation process is an important determinant for continuing service.

16. Committees

It is the general policy of the Company that all major decisions be considered by the Board as a whole. As a consequence, the committee structure of the Board shall be limited to those committees considered to be basic to, or required for, the operation of a publicly owned company. Currently, these committees are the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. The Board may form, merge or dissolve committees as it deems appropriate from time to time. The members and chairs of these committees shall be recommended to the Board by the Nominating and Corporate Governance Committee.

17. Director Orientation and Continuing Education

In furtherance of its policy of having major decisions made by the Board as a whole, the Company has an orientation and continuing education process for Board members that includes background materials, meetings with key management and visits to the Company's facilities.

The Nominating and Corporate Governance Committee shall oversee efforts by management to develop, implement and maintain appropriate (a) orientation and education programs and procedures for directors to familiarize new directors with the business of the Company, its management and professional advisors and (b) continuing education policies designed to foster a more extensive knowledge of the business of the Company and the industry in which it operates.

18. CEO Performance Goals and Annual Evaluation

The Compensation Committee shall be responsible for setting annual and long-term performance goals for the CEO and for evaluating his or her performance against such goals. A majority of independent directors shall give final approval for the CEO's compensation structure. The Compensation Committee shall meet annually with the CEO to receive his or her recommendations concerning such goals. Both the goals and the evaluation are then submitted for consideration by the independent directors of the Board at a meeting or executive session of that group. The Compensation Committee then shall meet with the CEO to evaluate his or her performance against such goals.

19. Senior Management Performance Goals

The Compensation Committee shall be responsible for setting annual and long-term performance goals and compensation for the direct reports to the CEO.

20. Communication with Stakeholders

The CEO is responsible for establishing effective communications with the Company's stakeholder groups, i.e., stockholders, customers, company associates, communities, suppliers, creditors, governments and corporate partners. It is the policy of the Company that management speaks for the Company. This policy does not preclude outside directors from meeting with stockholders, but it is suggested that in most circumstances any such meetings be held with management present.

21. Annual Meeting Attendance

All Board members are expected to attend our Annual Meeting of Stockholders unless an emergency prevents them from doing so.

BOARD FUNCTION

22. Agenda

The Chairman, together with input from the CEO, shall set the agenda for Board meetings with the understanding that the Board is responsible for providing suggestions for agenda items that are aligned with the advisory and monitoring functions of the Board. Agenda items that fall within the scope of responsibilities of a Board committee shall be reviewed with the chair of that committee. Any member of the Board may request that an item be included on the agenda.

24. Board Materials

Board materials related to agenda items shall be provided to Board members sufficiently in advance of Board meetings to allow the directors to prepare for discussion of the items at the meeting.

25. Board Meetings

At the invitation of the Board, members of senior management recommended by the Chairman or the CEO may attend Board meetings or portions thereof for the purpose of participating in discussions. Generally, presentations of matters to be considered by the Board are made by the manager responsible for that area of the Company's operations.

26. Operating Plan

Each year, the Board will review and approve an operating plan for the Company.

27. Director Access to Corporate and Independent Advisors

Board members shall have free access to all other members of management and employees of the Company. As necessary and appropriate, Board members may also consult with independent legal, financial and accounting advisors, at the expense of the Company, to assist in their duties to the Company and its stockholders, without consulting or obtaining the approval of any officer of the Company in advance.

28. Executive Sessions

Meetings of independent directors shall be held in executive session without management present regularly (and, at minimum, not less than two times per year or such greater number as required by the NASDAQ listing standards) to discuss such topics as the independent directors may determine to be appropriate. The directors generally shall not take formal action at these sessions, but may make recommendations for consideration by the full Board. Meetings may also be held from time to time with the CEO for a general discussion of relevant subjects.

29. Lead Independent Director

It is the policy of the Company that a lead independent director shall be elected annually (the "***Lead Independent Director***"). The Lead Independent Director shall preside over executive sessions of BroadSoft's independent directors, facilitate information flow and communication between the directors and the Chairman, and perform such other duties specified by the Board. It is the policy of the Company that if the Chairman of the Board is an independent director, then the Chairman shall be the Lead Independent Director.

30. Board Assessment

The Nominating and Corporate Governance Committee will conduct an annual self-evaluation to determine whether the Board and its committees are functioning effectively. The Nominating and Corporate Governance Committee will receive feedback from all directors and report annually to the Board with an assessment. The assessment should include an evaluation of (a) the Board's and each committee's contribution as a whole and effectiveness in serving the best interests of the Company and its stockholders, (b) specific areas in which the Board and management believe that the performance of the Board and its committees could be improved, and (c) overall Board composition and makeup. The results of these evaluations should be provided to the Board for further discussion as appropriate.

COMMITTEE FUNCTION

31. Independence

The Audit, Compensation, and Nominating and Corporate Governance Committees shall consist only of independent directors except to the extent allowed under applicable NASDAQ listing standards.

32. Meeting Conduct

The frequency, length and agenda of meetings of each of the committees shall be determined by the chair of the committee. Sufficient time to consider the agenda items shall be provided. Materials related to agenda items shall be provided to the committee members sufficiently in advance of the meeting to allow the members to prepare for discussion of the items at the meeting.

33. Scope of Responsibilities

The responsibilities of each of the committees shall be determined by the Board from time to time.

34. Annual Committee Self-Evaluation

Each committee shall be responsible for preparing an annual performance self-evaluation, which may be included in the annual board assessment.

POLICY ON POISON PILLS

35. Poison Pills

The term “poison pill” refers to a type of stockholder rights plan that some companies adopt to provide an opportunity for negotiation during a hostile takeover attempt. The Board has adopted a statement of policy that it shall seek and obtain stockholder approval before adopting a poison pill; *provided, however*, that the Board may determine to act on its own to adopt a poison pill if, under the circumstances, the Board, including a majority of the independent members of the Board, in its exercise of its fiduciary responsibilities, deems it to be in the best interest of the Company’s stockholders to adopt a poison pill without the delay in adoption that would come from the time reasonably anticipated to seek stockholder approval. The Nominating and Corporate Governance Committee will review this policy statement periodically, including the stipulation that addresses the Board’s fiduciary responsibility to act in the best interest of the stockholders, without prior stockholder approval, and report to the Board any recommendations it may have concerning the policy.

PERIODIC REVIEW OF CORPORATE GOVERNANCE PRINCIPLES

36. The Nominating and Corporate Governance Committee will review and assess the adequacy of these Governance Guidelines at least annually and recommend any proposed changes to the Board for approval.