

BROADSOFT, INC.

AMENDED AND RESTATED

OPEN DOOR POLICY FOR REPORTING COMPLAINTS REGARDING ACCOUNTING AND AUDITING MATTERS, COMPLIANCE MATTERS AND GENERAL MATTERS

STATEMENT OF POLICY

BroadSoft, Inc. and its subsidiaries (collectively, the “*Company*”) are committed to providing a workplace conducive to open discussion of our business practices and are committed to complying with the laws and regulations to which we are subject. Accordingly, the Company will not tolerate conduct that is in violation of such laws and regulations. Each Company employee is encouraged to promptly report a good faith complaint regarding (i) accounting, internal accounting controls or auditing matters (“*Accounting Matters*”); (ii) violations of law that may affect the Company, including federal securities laws (“*Compliance Matters*”); or (iii) any other matter that, in the good faith of the reporting person, may cause damage or harm to the Company’s business, brand, operations or public reputation (“*General Matters*”, and collectively with the Accounting Matters and Compliance Matters, the “*Policy Matters*”), in accordance with the provisions of this policy. Any other third party, such as vendors, consumers, stockholders or competitors also may report, under the procedures provided in this policy, a good faith complaint regarding Policy Matters.

To facilitate the reporting of complaints regarding Policy Matters, the Board of Directors (the “*Board*”) has established procedures for (a) the receipt, retention and treatment of complaints regarding Policy Matters and (b) the confidential, anonymous submission by Company employees or third parties of concerns regarding Policy Matters. The Audit Committee (the “*Audit Committee*”) of the Board shall be solely responsible for complaints related to Accounting Matters. Compliance Matters and General Matters shall be handled in a manner deemed appropriate by the Compliance Officer. This policy is a supplement to the Amended and Restated Code of Business Conduct and Ethics (the “*Code*”) and should be read in conjunction with the Code.

SCOPE OF ACCOUNTING MATTERS COVERED BY POLICY

This policy covers complaints relating to Accounting Matters, including, without limitation, the following types of conduct:

- fraud, deliberate error or gross negligence or recklessness in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud, deliberate error or gross negligence or recklessness in the recording and maintaining of financial records of the Company;
- deficiencies in, or noncompliance with, the Company’s internal accounting controls;

- misrepresentation or false statement to management, regulators, the outside auditors or others by a senior officer, accountant or other employee regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- deviation from full and fair reporting of the Company's results or financial condition.

SCOPE OF COMPLIANCE AND GENERAL MATTERS COVERED BY POLICY

This policy covers complaints relating to Compliance Matters and General Matters, including, without limitation, the following types of conduct:

- Violations of Company policies, including the policies and procedures set forth in the:
 - Insider Trading Policy;
 - Policy Regarding Compliance with the Foreign Corrupt Practices Act and Other Applicable Anti-Corruption Laws;
 - Code; and
 - Employee Handbook.
- Falsification, alteration or substitution of Company records, including customer contracts, purchase orders or sales quotations.
- Authorizing, directing or participating in significant ethical violations.
- Any other matter that, in the good faith opinion of the reporting person, could reasonably be expected to cause harm to the business, operations, brand or public reputation of the Company.

This policy does not apply to all grievances and specifically does not apply to grievances related to terms of employment, concerns relating to discriminatory harassment or general human resources matters. Employees should address those matters in accordance with the provisions of the relevant Employee Handbook of their office, if applicable, or with the Company's Human Resources Director. The investigation, and any resolution, of such matters will be handled by the Human Resources Director, with the assistance of the Compliance Officer as necessary or appropriate.

POLICY OF NON-RETALIATION

It is the Company's policy to comply with all applicable laws that protect Company employees, against unlawful discrimination or retaliation by us or our agents as a result of their lawfully reporting information regarding, or their participation in, investigations involving Policy Matters. If any employee believes he or she has been subjected to any harassment, threat,

demotion, discharge, discrimination or retaliation by the Company or its agents for reporting complaints regarding Policy Matters in accordance with this policy or applicable law, he or she may file a complaint with our Compliance Officer or Director of Human Resources. If it is determined that an employee has experienced any improper employment action in violation of this policy or applicable law, we endeavor to promptly take appropriate corrective action.

COMPLIANCE OFFICER

The Audit Committee has appointed a Compliance Officer who is responsible for administering this policy. Our Compliance Officer is Mary Ellen Seravalli, Vice President and General Counsel, who may be reached at (240) 364-5206 or mseravalli@broadsoft.com. The Compliance Officer is responsible for receiving and reviewing and then investigating complaints under this policy, under the direction and oversight of, in the case of Accounting Matters, the Audit Committee, and in the case of Compliance Matters or General Matters, in a manner deemed appropriate by the Compliance Officer. If an employee has a complaint regarding a Policy Matter, he or she should report such matter to the Compliance Officer. If the suspected violation involves the Compliance Officer, the employee should instead report the suspected violation to the Director of Human Resources.

ANONYMOUS REPORTING OF COMPLAINTS

We have also established a procedure under which complaints regarding Policy Matters may be reported anonymously. Employees may anonymously report these concerns to either (a) our Compliance Hotline at **(866) 265-4245**, (b) our Compliance Hotline e-mail address at **<http://openboard.info/bsft/index.cfm>**, or (c) by delivering the complaint via regular mail to the Compliance Officer at 9737 Washingtonian Boulevard, Suite 350, Gaithersburg, MD 20878. Employees should make every effort to report their concerns using one or more of the methods specified above. The complaint procedure is specifically designed so that employees have a mechanism that allows the employee to bypass a supervisor he or she believes is engaged in prohibited conduct under this policy, or to report a complaint anonymously. Anonymous reports should be factual, instead of speculative or conclusory, and should contain as much specific information as possible to allow the Compliance Officer and other persons investigating the report to adequately assess the nature, extent and urgency of the investigation.

POLICY FOR RECEIVING AND INVESTIGATING COMPLAINTS

Upon receipt of a complaint, the Compliance Officer will determine whether the information alleged in the complaint pertains to a Policy Matter. The Audit Committee shall be notified promptly of all complaints determined to pertain to an Accounting Matter and shall determine the planned course of action with respect to the complaint, including determining that an adequate basis exists for commencing an investigation. The Compliance Officer will evaluate all complaints regarding Compliance Matters and General Matters, and determine whether an adequate basis exists for commencing an investigation.

The Compliance Officer will then appoint, in the case of an Accounting Matter, one or more internal and/or external investigators to promptly and fully investigate each viable claim under the direction and oversight of the Audit Committee or such other persons as the Audit

Committee determines to be appropriate under the circumstances. The Compliance Officer may appoint an internal or external investigator to investigate a Compliance Matter or General Matter, as deemed appropriate by the Compliance Officer.

Confidentiality of the employee submitting the complaint will be maintained to the fullest extent possible, consistent with the need to conduct an adequate investigation. In the course of any investigation, the Company may find it necessary to share information with others on a “need to know” basis. If the investigation confirms that a violation has occurred, the Company will promptly take appropriate corrective action with respect to the persons involved, including discipline up to and including termination, and, in appropriate circumstances, referral to governmental authorities, and will also take appropriate steps to correct and remedy any violation.

No adverse employment action, such as termination, may be taken against a reporting person in retaliation for reporting allegations of impropriety that fall within the scope of this policy and which the employee believes in good faith to be true. Conversely, allegations that are not brought forth in good faith are a misuse of the processes set forth in this policy and may result in disciplinary action against such employee.

RETENTION OF COMPLAINTS

The Compliance Officer will maintain a log of all complaints, tracking their receipt, investigation and resolution and shall prepare a periodic summary report thereof which shall be provided to each member of the Audit Committee. Each member of the Audit Committee and, at the discretion of the Compliance Officer, other personnel involved in the investigation of complaints, shall have access to the log. Copies of the log and all documents obtained or created in connection with any investigation will be maintained in accordance with our document retention policy, if any.