

**SECOND AMENDED AND RESTATED
CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF
BROADSOFT, INC.**

PURPOSE

The purpose of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of BroadSoft, Inc. (the “*Company*”) shall be to (i) act on behalf of the Board in fulfilling the Board’s responsibilities to oversee the Company’s compensation policies, plans and programs; (ii) review and determine the compensation to be paid to the Company’s “executive officers” (as that term is defined in Section 16 of the Securities Exchange Act of 1934, as amended from time to time (the “*Exchange Act*”) and Rule 16a-1 thereunder), as determined from time to time by the Board (such officers, the “*Executive Officers*”); (iii) prepare and review the Committee report included in the Company’s annual proxy statement in accordance with applicable rules and regulations of the Securities and Exchange Commission (the “*SEC*”) in effect from time to time; and (iv) review and discuss the Compensation Discussion and Analysis (“*CD&A*”) for the Company’s reports, filings and registration statements to be filed with the SEC with management and recommend whether or not such CD&A should be included in such reports, filings and registration statements. The term “*compensation*” shall include salary, long-term incentives, bonuses, perquisites, equity incentives, severance arrangements, retirement benefits and other related benefits and benefit plans.

COMPOSITION

The Committee shall consist of at least three (3) members of the Board of Directors. All members of the Committee shall satisfy (i) the independence requirements of The NASDAQ Stock Market (“*NASDAQ*”) applicable to compensation committee members, as in effect from time to time, when and as required by NASDAQ, including any exceptions permitted by these requirements, and (ii) the “non-employee director” standard within the meaning of Rule 16b-3 promulgated under the Exchange Act and (iii) the “outside director” standard within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended from time to time (the “*Code*”). The members of the Committee shall be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board. The Committee’s chairperson shall be designated by the Board.

MEETINGS AND MINUTES

The Committee shall meet or act at least four (4) times annually and with greater frequency as its members shall deem necessary or appropriate. Minutes of each meeting of the Committee shall be prepared and distributed to each director of the Company and the Secretary of the Company promptly after each meeting. The Committee shall report to the Board from time to time and whenever requested to do so by the Board.

AUTHORITY

The Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder, including human resources personnel preparing the CD&A for the Company's reports, filings and registration statements to be filed with the SEC. The Committee shall have the authority to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting or other advisors and consultants. In addition, the Committee shall have sole authority to retain and terminate any compensation consultant to assist in the evaluation of director, chief executive officer, executive officer or other senior management compensation, including sole authority to approve such consultant's reasonable fees and other retention terms, all at the Company's expense. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel and other advisors retained by the Committee. Prior to selecting or receiving advice from a compensation consultant, legal counsel (other than in-house legal counsel) or other compensation advisors, the Committee shall consider, in addition to any other factors the Committee deems relevant, the factors set forth in Rule 10C-1(b)(4) of the Exchange Act, as well as any other factors prescribed by applicable NASDAQ listing rules. Other reasonable expenditures for external resources that the Committee deems necessary or appropriate in the performance of its duties are permitted. The Committee may form and delegate authority to subcommittees as appropriate, including, but not limited to, a subcommittee composed of one or more members of the Board to grant stock awards under the Company's equity incentive plans to persons who are not (a) "Covered Employees" under Section 162(m) of the Code; (b) individuals with respect to whom the Company wishes to comply with Section 162(m) of the Code; or (c) then subject to Section 16 of the Exchange Act. The operation of the Committee shall be subject to the Bylaws of the Company and Delaware General Corporation Law, each as in effect from time to time. The approval of this charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

RESPONSIBILITIES:

To implement the Committee's purpose and policies, the Committee shall be charged with the following duties and responsibilities. The Committee may supplement and, except as otherwise required by applicable law or the requirements of NASDAQ, deviate from these activities as appropriate under the circumstances:

- 1. Overall Compensation Strategy.** The Committee shall review, modify (as needed) and approve the overall compensation strategy and policies for the Company, including: (i) reviewing and approving corporate performance goals and objectives relevant to the compensation of the Company's Executive Officers; (ii) evaluating and recommending to the Board for approval the compensation plans and programs advisable for the Company, as well as evaluating and recommending to the Board for approval the modification or termination of existing plans and programs; (iii) establishing policies with respect to equity compensation arrangements; and (iv) reviewing and approving the terms of any employment agreements, severance arrangements, change-of-control provisions and any other compensatory arrangements

(including, without limitation, perquisites and any other form of compensation) for the Company's Executive Officers.

2. Compensation of Chief Executive Officer. The Committee shall determine and approve the compensation and other terms of employment of the Company's Chief Executive Officer and shall evaluate the Chief Executive Officer's performance in light of relevant corporate performance goals and objectives. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee should consider the Company's performance and relative stockholder return, the value of similar incentive awards given to chief executive officers of comparable companies, the awards given to the Company's Chief Executive Officer in past years, and such other criteria as the Committee deems advisable. The Chief Executive Officer may not be present during the voting or deliberations regarding his or her compensation.

3. Compensation of Executive Officers. The Committee shall review and approve the individual and corporate performance goals and objectives of the Company's other Executive Officers that are periodically established. The Committee shall determine and approve the compensation and other terms of employment of these officers, taking into consideration the officer's success in achieving his or her individual performance goals and objectives and the corporate performance goals and objectives deemed relevant to the officer as established by the Committee.

4. Compensation of Other Officers. With respect to a Company officer other than an Executive Officer, the Chief Executive Officer and/or the Chief Financial Officer shall (a) consult with the Committee with respect to the compensation arrangements for any such officer, including at the time of hire, if such compensation arrangements (i) are materially different than those offered to other similarly situated officers of the Company or (ii) were not approved by either the Company's Chief Executive Officer or Chief Financial Officer *and* the applicable hiring manager, (b) apprise the Committee at the Committee's next regularly scheduled meeting of the hiring of, and compensation arrangements for, or the adjustment of the compensation arrangements for, any officer whose compensation arrangements were not the subject of prior consultation with the Committee and (c) at the first meeting of the Committee in any fiscal year, present to the Committee a summary of total compensation for all such Company officers.

5. Say on Pay Results. In fulfilling its responsibilities, the Committee shall take into account the results of the most recent advisory vote of the Company's stockholders on executive compensation.

6. SEC Filings. The Committee shall review and discuss each CD&A with management and recommend whether or not the disclosures contained in the CD&A should be included in the Company's reports, filings and registration statements to be filed with the SEC. The Committee shall also prepare and review the Committee report to be included in the Company's annual proxy statement in accordance with applicable rules and regulations of the SEC in effect from time to time.

7. Administration of Benefit Plans. The Committee shall recommend to the Board the adoption, amendment and termination of the Company's stock option plans, stock

appreciation rights plans, pension and profit sharing plans, incentive plans, stock bonus plans, stock purchase plans, bonus plans, deferred compensation plans and similar programs. Except for any authority granted to the Nominating and Corporate Governance Committee related to administration of compensation of directors, the Committee shall have full power and authority to administer these plans, establish guidelines, interpret plan documents, select participants, approve grants and awards, and exercise such other power and authority as may be permitted or required under such plans.

8. *Insurance Coverage.* The Committee shall review and establish appropriate insurance coverage for the Company's directors and officers.

9. *Management Succession.* The Committee shall periodically review with the Chief Executive Officer the plans for succession to the offices of the Company's executive officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.

10. *Committee Self-Assessment.* The Committee shall review, discuss and assess its own performance at least annually. The Committee shall also annually review and assess the adequacy of this charter, including the Committee's role and responsibilities as outlined in this charter, and shall recommend any proposed changes to the Board for its consideration.