



Code of Business Conduct and Ethics & Whistleblower Policy

Adopted June 27, 2007

INTRODUCTION

Ethical business conduct is critical to our business. All of our employees, officers and directors are expected to conduct themselves ethically and comply with applicable laws. This Code of Business Conduct and Ethics (the “Code”) has been developed as a guide to our legal and ethical responsibilities. This Code is only for the benefit of the company and its employees, and does not constitute representations or undertakings to any third parties.

Part of your job and ethical responsibility is to help enforce this Code. You should be alert to possible violations and report possible violations to the Human Resources Department or our General Counsel pursuant to the “Whistleblower Process” described below.

Violations of law, this Code or other company policies or procedures (such as our insider trading policy, investor relations policy, travel and entertainment policy, employee handbook and other policies) can lead to disciplinary action up to and including termination of employment.

Please sign the acknowledgment form at the end of this Code and return the form to the Human Resources Department indicating that you have read this Code, understand it and agree to comply with it.

BASIC PRINCIPLES

Compliance with Law

All employees, directors, agents, contractors and consultants must comply with all applicable laws, regulations, rules and regulatory orders. Employees, whether located in the United States or elsewhere, must comply with laws, regulations, rules and regulatory orders of the United States, including the Foreign Corrupt Practices Act and the U.S. Export Control Act (discussed in more detail below), in addition to applicable local laws of the jurisdiction where they conduct business for ShoreTel. Each employee, director, agent, contractor and consultant must acquire appropriate knowledge of the requirements relating to his or her duties sufficient to enable him or her to recognize potential dangers and to know when to seek advice from our General Counsel. Violations of laws, regulations, rules and orders may subject the employee, director, agent, contractor or consultant to individual criminal or civil liability, as well as to discipline by ShoreTel. These violations may also subject ShoreTel to civil or criminal liability and/or the loss of business.

Insider Trading

Officers, directors and employees must comply with our Insider Trading Policy. In short, this policy states that if a director, officer or any employee has material non-public information relating to ShoreTel, neither that person (nor any of his/her relatives) may buy or sell any ShoreTel securities or engage in any other action to take advantage of, or pass on to others, that information. This policy also applies to

information relating to any other company, including our customers, partners, competitors or suppliers, obtained in the course of employment. Please refer to our Insider Trading Policy itself for more information. Questions regarding insider trading should be addressed to the Chief Financial Officer or General Counsel.

Prohibition Against Short Selling of Company Stock

No ShoreTel director, officer or other employee, agent, contractor or consultant may, directly or indirectly, sell any ShoreTel equity security, including derivatives, if he or she (1) does not own the security sold, or (2) if he or she owns the security, does not deliver it against such sale (a “short sale against the box”) within twenty days thereafter, or does not within five days after such sale deposit it in the mails or other usual channels of transportation. Also, no ShoreTel director, officer or other employee, agent, contractor or consultant may engage in any other types of short sales. A short sale, for these purposes, means any transaction whereby one may benefit from a decline in the price of ShoreTel stock. Such transactions would not only violate this Code, but in many instances would also violate U.S. or local securities laws.

Foreign Corrupt Practices Act

ShoreTel requires full compliance with the Foreign Corrupt Practices Act (“FCPA”) by all of its employees, directors, agents, contractors and consultants. The anti-bribery and corrupt payment provisions of the FCPA make illegal any corrupt offer, payment, promise to pay, or authorization to pay any money, gift, or anything of value to any foreign official, or any foreign political party, candidate or official, for the purpose of: influencing any act or failure to act, in the official capacity of that foreign official or party; or inducing the foreign official or party to use influence to affect a decision of a foreign government or agency, in order to obtain or retain business for anyone, or direct business to anyone.

All employees, directors, agents, contractors and consultants, whether located in the United States or abroad, are responsible for FCPA compliance and the procedures to ensure FCPA compliance. All managers and supervisory personnel are expected to monitor continued compliance with the FCPA to ensure compliance with the moral, ethical and professional standards. FCPA compliance includes our policy on Maintaining and Managing Records discussed below.

Laws in most countries outside of the United States also prohibit or restrict government officials or employees of government agencies from receiving payments, entertainment, or gifts for the purpose of winning or keeping business. No contract or agreement may be made with any business in which a government, a government official or employee holds a significant interest, without the prior approval of our General Counsel and no employee may agree to any boycott on behalf of the company without the prior approval of our General Counsel.

Export Controls

A number of countries maintain controls on the destinations to which products or software may be exported. Some of the strictest export controls are maintained by the United States against countries that the U.S. government considers unfriendly or as supporting international terrorism. The U.S. regulations are complex and apply both to exports from the United States and to exports of products from other countries, when those products contain U.S.-origin components or technology. Software created in the United States is subject to these regulations even if duplicated and packaged abroad. In some circumstances, an oral presentation containing technical data made to foreign nationals in the United States may constitute a controlled export. Before exporting products from the United States, please consult our General Counsel for proper procedures. If you have questions, contact our General Counsel.

Free and Fair Competition

Most countries have well-developed bodies of law designed to encourage and protect free and fair competition. ShoreTel is committed to obeying both the letter and spirit of these laws. The consequences of not doing so can be severe for all of us. These laws often regulate our relationships with ShoreTel's distributors, resellers, dealers, and customers. ShoreTel must act unilaterally in setting channel policies and must not agree with one reseller to the disadvantage of another. Competition laws generally address the following areas: pricing practices (including price discrimination), discounting, terms of sale, credit terms, promotional allowances, secret rebates, exclusive dealerships or distributorships, product bundling, restrictions on carrying competing products, termination, bid-rigging and many other practices that may tend to lessen competition or restrain trade.

Competition laws also govern, usually quite strictly, relationships between ShoreTel and its competitors. As a general rule, contacts with competitors should be limited and should always avoid subjects such as prices or other terms and conditions of sale, customers, and suppliers. Employees, directors, agents, contractors or consultants may not knowingly make false or misleading statements regarding ShoreTel's competitors or the products of its competitors, customers or suppliers. Participating with competitors in a trade association or in a standards creation body is acceptable when the association has been properly established, has a legitimate purpose, and has limited its activities to that purpose.

You should never enter into an agreement or understanding, written or oral, express or implied, with any competitor concerning prices, discounts, other terms or conditions of sale, profits or profit margins, costs, allocation of product or geographic markets, allocation of customers, limitations on production, boycotts of customers or suppliers, or bids or the intent to bid or even discuss or exchange information on these subjects. In some cases, legitimate joint ventures with competitors may permit exceptions to these rules, but our General Counsel must review all such proposed ventures in advance. These prohibitions are absolute and strict observance is required. Collusion among competitors is illegal, and the consequences of a violation are severe.

Although the spirit of these laws, known as "antitrust," "competition," or "consumer protection" or unfair competition laws, is straightforward, their application to particular situations can be quite complex. To ensure that ShoreTel complies fully with these laws, each of us should have a basic knowledge of them and should involve our General Counsel early on when questionable situations arise.

Conflicts of Interest

Each of us has a responsibility to ShoreTel, our stockholders and each other. Although this duty does not prevent us from engaging in personal transactions and investments, it does demand that we avoid situations where a conflict of interest might occur or appear to occur. A conflict of interest occurs when an individual's personal interest conflicts with the interests of ShoreTel. ShoreTel is subject to scrutiny from many different individuals and organizations. We should always strive to avoid even the appearance of impropriety.

Two factors that will be considered when determining whether a conflict of interest exists are: (1) whether the employee is or could be in a position to influence ShoreTel's relationship with the competitor, supplier, or customer; and (2) whether the employee's judgment could be affected, or could appear to be affected, as it relates to the competitor, supplier, or customer because of the significance of the employee's personal interest. Conflicts of interest may also arise when an employee, officer or director (or his or her

family members) receives improper personal benefits as a result of the employee's, officer's or director's position at ShoreTel. Without limiting the general scope of this policy, the following relationships and courses of conduct will be considered to involve a conflict of interest unless in special circumstances they are specifically approved and waived by our General Counsel:

- Making personnel decisions based on family or social relationships rather than based on objective job-related criteria.
- Blood relatives cannot work in the same department nor have any direct or indirect reporting relationship.
- Initiating or approving (explicitly or implicitly) any form of illegal discrimination and/or harassment of employees.
- Engaging in other employment, consulting or other business activity, or having a direct or indirect financial interest in any privately held company that is in direct competition with, or is a supplier or customer of ShoreTel, whether alone, as a partner, or as an officer, director, employee; or by holding more than a 5% interest in any publicly held company that is in direct competition with ShoreTel; or by holding more than a 5% interest in any publicly held company that is a customer, supplier or contractor of ShoreTel.
- Lending money to, guaranteeing debts of, or borrowing money from a competitor, supplier or customer of ShoreTel by or for an employee or an immediate relative of an employee.
- Knowingly and improperly using or disclosing to ShoreTel any proprietary information or trade secrets of any former or concurrent employer, or other person or entity with whom obligations of confidentiality exist.
- Unlawfully discussing prices, costs, customers, sales or markets with competing companies or their employees, or making any unlawful agreements with respect to prices.
- Improperly using or authorizing the use of any inventions that are the subject of patent claims of any other person or entity.
- Engaging in transactions or agreements in respect of which a Board member or executive officer of ShoreTel has a material personal interest.
- Personally accepting money or other things of material value (such as gifts or stock options) from a competitor, supplier, or customer (see “Payments and Gifts” below).

Because other conflicts of interest may arise, it would be impractical to attempt to list all possible situations. If a proposed transaction or situation raises any questions or doubts in your mind, you should consult our General Counsel.

Business Records

Accuracy. ShoreTel requires its employees to honestly and accurately record and report financial and other business information in order to make responsible business decisions and full, fair, accurate, timely and understandable financial and other disclosures to regulatory agencies and the public. ShoreTel is legally required to maintain an effective system of internal controls to ensure that transactions are properly authorized, revenue is properly recognized, assets are safeguarded, financial records are reliable and operations are conducted in accordance with directives of the Board of Directors and management. All of our books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately

reflect ShoreTel's transactions and must conform both to applicable legal requirements and to our system of internal controls.

To maintain the integrity of the accounting records, all entries in ShoreTel's books and records must be prepared carefully and honestly and must be supported by adequate documentation to provide a complete, accurate, and auditable record. All employees have a responsibility to ensure that their work is fair and accurate. No false or misleading entry may be made for any reason, and no employee may assist any other person in making a false or misleading entry.

Employees must timely communicate required information to our management to enable decisions regarding disclosure. Public statements and filings regarding our business and financial status must be true, accurate, complete, and not misleading in all material respects. Business records and communications often become public and all officers, directors and employees should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies.

Full disclosure reinforces responsibility and acts as a powerful deterrent to wrongdoing. Therefore, undisclosed or unrecorded transactions are not allowed for any purpose. Any employee having information or knowledge of any undisclosed or unrecorded transaction or the falsification of records should report it promptly to our General Counsel, or to the Chairman of the Audit Committee of the Board of Directors.

Maintaining and Managing Records. We are required by local, state, federal, foreign and other applicable laws, rules and regulations to retain certain records and to follow specific guidelines in managing our records. Records include email, paper documents, CDs, computer hard disks, floppy disks, and all other media. Civil and criminal penalties for failure to comply with such guidelines can be severe for employees, directors, agents, contractors and ShoreTel, and failure to comply with such guidelines may subject the employee, director, agent, contractor or consultant to disciplinary action, up to and including termination of employment or business relationship at the ShoreTel's sole discretion.

Legal Holds. A "legal hold" suspends all document destruction procedures in order to preserve appropriate records under special circumstances, such as litigation or government investigations. Our General Counsel determines and identifies what types of company records or documents are required to be placed under a legal hold. Every employee, director, agent, contractor and consultant must comply with this policy. Failure to comply with the record retention policy may subject the employee, director, agent, contractor or consultant to disciplinary action, up to and including termination of employment or business relationship at ShoreTel's sole discretion.

Our General Counsel will notify you if a legal hold is placed on records for which you are responsible. You then must preserve and protect the necessary records in accordance with instructions from our General Counsel. **RECORDS OR SUPPORTING DOCUMENTS THAT HAVE BEEN PLACED UNDER A LEGAL HOLD MUST NOT BE DESTROYED, ALTERED OR MODIFIED UNDER ANY CIRCUMSTANCES.** A legal hold remains effective until it is officially released in writing by our General Counsel. If you are unsure whether a document has been placed under a legal hold, you should preserve and protect that document while you check with our General Counsel. If you have any questions about this policy you should contact our General Counsel.

Corporate Opportunities

Employees, officers and directors may not exploit for their own personal gain opportunities that are discovered through the use of corporate property, information or position unless the opportunity is disclosed fully in writing to our Board of Directors and the Board of Directors declines to pursue such opportunity.

Confidential or Copyrighted Information

ShoreTel Confidential Information. ShoreTel confidential information is a valuable asset. Our confidential information includes but is not limited to product architectures; source codes; product plans and road maps; names and lists of customers and employees; and financial information. This information is the property of ShoreTel and may be protected by patent, trademark, copyright and trade secret laws. All confidential information must be used for ShoreTel business purposes only. Every employee, director, agent, contractor and consultant must safeguard it.

When you joined ShoreTel, you signed an agreement to protect and hold confidential ShoreTel's proprietary information. This agreement remains in effect for as long as you work for the ShoreTel and after you leave ShoreTel. Under this agreement, you may not disclose ShoreTel's confidential information to anyone or use it to benefit anyone other than ShoreTel without the prior written consent of an authorized ShoreTel officer.

To further ShoreTel's business, from time to time, our confidential information may be disclosed to potential business partners. However, such disclosure should never be done without carefully considering its potential benefits and risks. If you determine in consultation with your manager and other appropriate management that disclosure of confidential information is necessary, you must then contact our General Counsel to ensure that an appropriate written nondisclosure agreement is signed prior to the disclosure. ShoreTel has standard nondisclosure agreements suitable for most disclosures. You must not sign another company's nondisclosure agreement or accept changes to our standard nondisclosure agreements without review and approval by our General Counsel. Only Executive staff members may sign nondisclosure agreements on behalf of the company. You are also responsible for properly labeling any and all documentation shared with or correspondence sent to our General Counsel or outside counsel as "Attorney-Client Privileged."

Confidential Information of Others. You must take special care to handle the confidential information of others responsibly. We handle such confidential information in accordance with our agreements with such third parties. Confidential information may take many forms. An oral presentation about a company's product development plans may contain protected trade secrets. A customer list or employee list may be a protected trade secret. A demo of an alpha version of a company's new software may contain information protected by trade secret and copyright laws.

You should never accept information offered by another company that is represented as confidential, , unless an appropriate nondisclosure agreement has been signed with the party offering the information. **OUR GENERAL COUNSEL CAN PROVIDE NONDISCLOSURE AGREEMENTS TO FIT ANY PARTICULAR SITUATION, AND WILL COORDINATE APPROPRIATE EXECUTION OF SUCH AGREEMENTS ON BEHALF OF SHORETEL. .**

Once another company's confidential information has been disclosed to us, we have an obligation to abide by the terms of the relevant nondisclosure agreement and limit its use to the specific purpose for which it was disclosed and to disseminate it only to other employees with a need to know the information. Every employee, director, agent, contractor and consultant involved in a potential business relationship with another company must understand and strictly observe the restrictions on the use and handling of confidential information. When in doubt, consult our General Counsel.

You should never attempt to obtain a competitor's confidential information by improper means, and you should especially never contact a competitor regarding their confidential information. While we may interview and/or employ former employees of competitors, we recognize and respect the obligations of those

employees not to use or disclose the confidential information of their former employers, and you should refrain from seeking such information.

You should never steal or unlawfully use the information, material, products, intellectual property, or proprietary or confidential information of third parties, including suppliers, customers, business partners or competitors.

Copyrighted Information. ShoreTel subscribes to newsletters, reference works, online reference services, magazines, books, and other digital and printed works. ShoreTel also licenses copyrighted computer software. Copyright law generally protects these works, and their unauthorized copying and distribution constitute copyright infringement. Unauthorized duplication of copyrighted works violates the law and is contrary to our standards of conduct. You must first obtain the consent of the copyright holder before copying these works or significant parts of them. When in doubt about whether you may copy a publication, consult our General Counsel.

Protection and Proper Use of ShoreTel Assets

Computers and Other Equipment. ShoreTel strives to furnish employees with the equipment necessary to efficiently and effectively do their jobs. You must care for that equipment and use it responsibly only for ShoreTel business purposes. While computers and other electronic devices are made available to employees to assist them to perform their jobs, all computers and electronic devices, whether used entirely or partially on the ShoreTel's premises or with the aid of the ShoreTel's equipment or resources, must remain fully accessible to the ShoreTel and, to the maximum extent permitted by law, will remain the sole and exclusive property of the ShoreTel. Any loss, misuse or suspected theft of computers or other equipment should be reported to a manager/supervisor or the Human Resources Department.

You are expected to use electronic communication devices in a legal, ethical and appropriate manner. You should not maintain any expectation of privacy with respect to information transmitted over, received by, or stored in any electronic communications device owned, leased, or operated in whole or in part by or on behalf of ShoreTel. To the extent permitted by applicable law, ShoreTel retains the right to gain access to any information received by, transmitted by, or stored in any such electronic communications device, by and through its employees, directors, agents, contractors, or representatives, at any time, either with or without an employee's or third party's knowledge, consent or approval.

All software used by employees to conduct company business must be appropriately licensed. Never make or use illegal or unauthorized copies of any software, whether in the office, at home, or on the road, since doing so may constitute copyright infringement and may expose you and ShoreTel to potential civil and criminal liability. In addition, use of illegal or unauthorized copies of software may subject the employee to disciplinary action, up to and including termination.

Company Funds and Employees. You are responsible for all ShoreTel funds and employees over which you exercise control. ShoreTel funds must be used only for company business purposes and ShoreTel employees must perform work only for company business purposes. You must take reasonable steps to ensure that ShoreTel receives good value for its funds spent, and must maintain accurate and timely records of each and every expenditure. Expense reports must be accurate and submitted in a timely manner. You must not use ShoreTel funds or employees for any personal or non-ShoreTel purpose or, without the prior written approval of our General Counsel and, if required, our Board of Directors, for political campaigns or other political practices.

Payments or Gifts from Others

Under no circumstances may employees, directors, agents, contractors or consultants accept any offer, payment, promise to pay, or authorization to pay any money, gift, or anything of value from customers, vendors, consultants, etc. that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, or any opportunity for the commission of any fraud. Inexpensive gifts, infrequent business meals, celebratory events and entertainment, provided that they are not excessive or create an appearance of impropriety, do not violate this policy. Questions regarding whether a particular payment or gift violates this policy are to be directed to the Human Resources Department or our General Counsel.

Gifts given by ShoreTel to suppliers or customers or received from suppliers or customers should always be appropriate to the circumstances and should never be of a kind that could create an appearance of impropriety. As a guideline, infrequent gifts under US\$100 may be acceptable. The nature and cost must always be accurately recorded in our books and records.

Company Spokespersons

Specific policies have been established regarding who may communicate information to the press and the financial analyst community. All inquiries or calls from the press and financial analysts should be referred to the Chief Financial Officer or the Investor Relations department. ShoreTel has designated its Chief Executive Officer, Investor Relations representative and Chief Financial Officer as our official spokespersons for financial matters. ShoreTel has designated its Corporate Marketing department (Vice President of Marketing and Director of Marketing Communications) as our official spokespersons for marketing, technical and other such information. These designees are the only people who may communicate or grant permission to others to communicate with the press on behalf of ShoreTel. Any employee or director publication or publicly made statement that might be perceived or construed as attributable to ShoreTel and that is made outside the scope of his or her employment or directorship must be reviewed and approved in writing in advance by our Director of Marketing Communications and must include a disclaimer that the publication or statement represents the views of the specific author and not of ShoreTel.

“WHISTLEBLOWER” PROCESS

ShoreTel is committed to maintaining an atmosphere of open communication and trust between employees and management. Furthermore, as a public company, the integrity of our financial information is paramount. Our financial information guides the decisions of the Board of Directors and is relied upon by our stockholders and the financial markets. For those reasons, we must maintain a workplace where employees who reasonably believe that they are aware of conduct in violation of this Code or our legal duties (including, but not limited to, questionable accounting, internal accounting controls, or auditing matters, or the reporting of fraudulent financial information to our stockholders, the government or the financial markets) can raise those concerns free of any harassment, discrimination or retaliation. Therefore, we encourage those employees to report those concerns as set forth below.

Reporting and Investigation

If you have reason to believe that you have become aware of a possible violation of this Code or applicable law, you must immediately report the possible violation. Examples of reportable actions include, but are not limited to, any indication of fraud, misappropriation of company resources, substantial variation in our financial reporting methodology from prior practice or from generally accepted accounting principles, disclosures in reports filed with the SEC and other public disclosures that are not full, fair, accurate, timely and understandable, conduct that is not honest and ethical, conflicts of interest, potential violations of governmental rules and regulations or this Code, and the falsification, concealment or inappropriate destruction of corporate or financial records.

Any report may be made anonymously, at your option, and must be made in one of the following ways:

- By contacting your supervisor;
- By contacting our Vice President and/or Manager of Human Resources or General Counsel;
or
- By calling the Ethicspoint hotline at (888) 265-3502, which will process your report and forward it to appropriate ShoreTel personnel, or others as appropriate (e.g. the Board of Directors, Corporate Governance Committee or Audit Committee), for investigation.

Any supervisor receiving a report must forward that report by using one of the above reporting methods.

Regardless of which reporting method you choose, please include in your report a discussion of the following items: (i) a description of the matter or irregularity, (ii) the period of time during which you observed the matter or irregularity, and (iii) any steps that you have taken to investigate the matter or irregularity, including reporting it to a supervisor and the supervisor’s reaction.

The report may include, at your option, your contact information in the event that additional information is needed. As stated above, however, there is no requirement that the report identify you, if you choose to remain anonymous.

All complaints under this policy will be taken seriously and will be promptly and thoroughly investigated. All information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law.

All employees and supervisors have a duty to cooperate in the investigation of reports of any conduct covered by this policy. Employees will be subject to disciplinary action, including the termination of their employment, if they fail to cooperate in an investigation or deliberately provide false information during an investigation.

If, at the conclusion of its investigation, ShoreTel determines that a violation of our legal duties or policies has occurred, we will take remedial action commensurate with the severity of the offense. That action may include disciplinary action against the accused party, up to and including termination. The specific action taken in any particular case depends on the nature and gravity of the conduct or circumstances reported and the quality of the information provided. Reasonable and necessary steps will also be taken to prevent any further violations of law or policy.

Discrimination, Retaliation or Harassment

Any employee reporting concerns under this policy has a lawful right to raise those concerns without fear of harassment, discrimination or retaliation. As a result, ShoreTel strictly prohibits any discrimination, retaliation or harassment against any person who reports conduct in violation of our legal duties or policies (including questionable accounting or auditing matters, or the reporting of fraudulent financial information) based on the person's reasonable belief that such misconduct occurred.

ShoreTel also strictly prohibits any discrimination, retaliation or harassment against any person who participates in an investigation of such complaints, including:

- By providing information and otherwise assisting in investigations relating to fraud against ShoreTel's stockholders conducted by (A) a federal regulatory agency, (B) a member or committee of the United States Congress or (C) any of our officers or employees, any member or committee of our Board of Directors or any agent or representative acting on their behalf; or
- By filing, testifying at, participating in or otherwise assisting a proceeding filed or about to be filed relating to allegations of fraud against our stockholders.

If you later believe that you have been subject to discrimination, retaliation, or harassment for having made a report under this policy, you must immediately report those facts to your supervisor, our Vice President, Human Resources and/or our General Counsel. If you have reason to believe that all of those persons are involved in the matter you wish to report, then you should report those facts to the Corporate Governance Committee of the Board of Directors by emailing governance@shoretel.com. It is imperative that you bring those matters to attention promptly, so that any concern of discrimination, retaliation, or harassment can be investigated and addressed promptly and appropriately.

Any complaint that any managers, supervisors or employees are involved in discrimination, retaliation or harassment related to the reporting or investigation of conduct in violation of our legal duties or policies will be promptly and thoroughly investigated in accordance with our investigation procedures. If a complaint of discrimination, retaliation or harassment is substantiated, appropriate disciplinary action, up to and including discharge, will be taken.

Additional Enforcement Information

In addition to our internal complaint procedure, employees should also be aware that certain federal and state law enforcement agencies are authorized to review legal compliance, including reviewing questionable accounting or auditing matters, or potentially fraudulent reports of financial information.

Before issues or behavior can rise to that level, employees are encouraged to report questionable accounting or auditing matters, suspicion of fraudulent financial information, or discrimination, retaliation or harassment related to such reports. Nothing in this policy is intended to prevent an employee from reporting information to the appropriate agency when the employee has reasonable cause to believe that the violation of a federal or state statute or regulation has occurred.

This Code has been developed as a guide to our legal and ethical responsibilities to achieve and maintain the highest business standards. Conduct that violates our policies will be viewed as unacceptable under the terms of employment at ShoreTel. Certain violations of our policies and practices could even subject ShoreTel and/or the individual employees involved to civil and/or criminal penalties.

DISCIPLINARY ACTIONS

The matters covered in this Code are of the utmost importance to ShoreTel, its stockholders and its business partners, and are essential to our ability to conduct our business in accordance with our stated values. We expect all of our employees, directors, agents, contractors and consultants to adhere to these rules in carrying out their duties for ShoreTel.

ShoreTel will take appropriate action against any employee, director, agent, contractor or consultant whose actions are found to violate these policies or any other company policies. Disciplinary actions may include immediate termination of employment or business relationship at ShoreTel's sole discretion. Where ShoreTel has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Where laws have been violated, ShoreTel will cooperate fully with the appropriate authorities. This document does not create a contract of employment or change the at-will employment relationship of ShoreTel and its employees.

WAIVERS AND AMENDMENTS OF THE CODE

Any waiver of any provision of this Code for a member of our Board of Directors or an executive officer, or any amendment of this Code, must be approved in writing by our Board of Directors and promptly disclosed pursuant to applicable laws and regulations. Any waiver of any provision of this Code with respect to any other employee, agent, contractor or consultant must be approved in writing by our General Counsel.

ACKNOWLEDGMENT OF CODE OF BUSINESS CONDUCT AND ETHICS

I have received and read ShoreTel Inc.'s Code of Business Conduct and Ethics (the "Code"), and I understand its contents. I agree to comply fully with the standards, policies and procedures contained in the Code and ShoreTel's related policies and procedures (including, but not limited to, our employee handbook). I acknowledge that the Code is a statement of policies for business conduct and does not, in any way, constitute an employment contract or an assurance of continued employment.

If I have questions concerning the Code or the "whistleblower" process contained in the Code, or the legal and regulatory requirements applicable to my job, I know I can consult my manager, the Human Resources Department or our General Counsel, knowing that my questions or reports to these sources will be maintained in confidence as set forth in the Code.

Employee Name

Signature

Date

Please sign and return this form to our Human Resources Department.