SHORETEL, INC.

CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

Adopted June 1, 2007, amended August 3, 2010

I. PURPOSE

The purpose of the Corporate Governance and Nominating Committee ("***Committee***") of the Board of Directors ("***Board***") of ShoreTel, Inc. ("***Company***") shall be to assist the Board with respect to corporate governance matters, including:

- identifying, considering and nominating qualified candidates for membership on the Board and its committees;
- recommending to the Board the size, structure, composition of the Board and its committees;
- establishing standards of performance for the Board;
- assisting the compensation committee of the Board in establishing Board compensation;
- evaluating the Board's performance, and ensuring that the Board's committees also perform self-evaluations; and
- developing and recommending corporate governance guidelines and policies for the Company.

This charter (the ***"Charter"***) sets forth the authority and responsibility of the Committee in fulfilling its purpose. The Board has formed the Committee to assist the Board in directing the Company's affairs and this Charter has been adopted in furtherance of this purpose. While this Charter should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Certificate of Incorporation and Bylaws, it is not intended to establish by its own force any legally binding obligations.

II. MEMBERSHIP

The Committee shall consist of two or more members of the Board, with the exact number being determined by the Board. Each member of the Committee will:

- be an "independent director" as defined under the applicable rules, regulations and listing requirements of The Nasdaq Stock Market, as amended from time to time (the ***"Exchange Rules"***), except as may otherwise be permitted by such Exchange Rules;

- be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member; and
- meet any other requirements imposed by applicable law, regulations or rules, subject to any applicable exemptions and transition provisions.

All members of the Committee will be appointed by, and will serve at the discretion of, the Board. The Board may appoint a member of the Committee to serve as the chairperson of the Committee (the ***"Chair"***); if the Board does not appoint a Chair, the Committee members may designate a Chair by their majority vote. The Chair will set the agenda for Committee meetings and conduct the proceedings of those meetings. The Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

III. RESPONSIBILITIES AND DUTIES

The following shall be the principal responsibilities and duties of the Committee in serving the purposes outlined in Section I of this Charter. These duties are set forth as a guide with the understanding that the Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time.

A. Nominating Duties

The Committee's principal nominating duties are to:

1. Recommend to the Board for determination the desired qualifications, expertise and characteristics of Board members with the goal of developing a diverse, experienced and dedicated Board. The Committee will, in the context of the existing composition and needs of the Board and its committees, consider various composition factors including independence, diversity, age, integrity, skills, financial and other expertise, breadth of experience, knowledge about the Company's business or industry and willingness to devote adequate time and effort to Board responsibilities.

2. Identify and recruit qualified candidates for Board membership to fill new or vacant positions on the Board, consistent with criteria approved by the Board.

3. Oversee inquiries into the backgrounds and qualifications of potential candidates for membership on the Board.

4. Recommend to the Board for selection all nominees to serve as members of the Board before they are appointed by the Board or proposed by the Board for election by the stockholders, including a slate of director nominees to be proposed by the Board for election at each annual meeting of stockholders.

5. Consider nominees properly submitted by the Company's stockholders in accordance with the procedures set forth in the Company's Bylaws or determined by the Committee from time to time.

6. Develop and recommend policies regarding the director nomination process, including:

- whether the Committee will consider any director candidates recommended by stockholders, and any procedures to be followed by stockholders in submitting such recommendations;

- any specific minimum qualifications that the Committee believes must be met by a Committee-recommended nominee for a position on the Board and any specific qualities or skills that the Committee believes are necessary for one or more of the Board members to possess; and

- the Committee's process for identifying and evaluating nominees for director, including nominees recommended by security holders, and any differences in the manner in which the Committee evaluates nominees based on whether the nominee is recommended by a security holder.

7. Consider the desirability of procedures for the compensation (working with the Compensation Committee), retirement or replacement of Board members, and, if the Committee deems appropriate, review and recommend to the Board adoption or amendment of such procedures.

8. Working with the Compensation Committee, recommend to the Board, for determination by the Board, the form and amount of cash-based and equity-based compensation to be paid or awarded to the Company's non-employee directors, including compensation for service on the Board or on committees of the Board.

9. Review and discuss the narrative disclosure regarding the director nomination process implemented by the Committee or the Board and the experience, qualifications, attributes and skills that qualify each of the nominees and continuing Board members to serve as members of the Board to be included in any Securities and Exchange Commission (the "***Commission***") filing, including in response to the requirements of Item 401(e)(1) and Item 407(c)(2) of Regulation S-K (or any successor disclosure item), and based on such review and discussion, recommend to the Board whether such disclosure should be included in the Company's annual report on Form 10-K, proxy statement, information statement or similar document.

B. Corporate Governance Duties

The Committee's principal corporate governance duties are to:

1. Review, assess and consider evolving corporate governance best practices, and develop and recommend to the Board for adoption or amendment a set of corporate governance

guidelines ("***Corporate Governance Guidelines***") applicable to the Company, which may address such matters as director qualification standards, responsibilities of key board committees, director access to management and independent advisors, director orientation and continuing education, management succession, and annual performance evaluation of the Board.

2. Develop and recommend to the Board a code or codes of business conduct and ethics ("***Code of Business Conduct and Ethics***") applicable to the Company, including all of its directors, officers and employees, which may addresses such matters as conflicts of interest, corporate opportunities, maintaining the confidentiality of non-public information, competition and fair dealing, protection and proper use of company assets, compliance with applicable laws, rules and regulations, reporting of illegal or unethical behavior, waivers of the Code of Business Conduct and Ethics, and compliance standards and procedures.

3. Working with the Audit Committee, establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, the prompt internal reporting of violations of the Code of Business Conduct and Ethics and confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters, and any changes therein.

4. Review and assess the adequacy of the Corporate Governance Guidelines and the Code of Business Conduct and Ethics at least annually, and recommend revisions for approval by the Board.

5. Periodically review the Company's Insider Trading Policy, and recommend any changes for approval by the Board.

6. Review and approve any proposed transactions between the Company and any related party (other than transactions (i) that are subject to review by the Compensation Committee of the Board or (ii) in which a member of the Committee is interested), as defined by applicable law, the rules and regulations of the Commission and Exchange Rules. Report to the Audit Committee regarding such transactions.

7. Consider waivers of the Code of Business Conduct and Ethics requested for executive officers and directors and have authority to grant any waivers for executive officers and directors (other than where the potential waiver involves a member of the Committee). Report to the Audit Committee regarding such transactions.

8. Recommend that the Board establish special committees as may be desirable or necessary from time to time to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such recommendation at any time.

9. Consider and develop a process for evaluation of the performance of the Board on an annual basis. Oversee the evaluation of the Board and periodically provide a report to the

Board with an assessment of the Board and any recommendations for improvements of the Board's operations.

10. Review the evaluation process and the evaluations of the Board committees (other than the Committee) on an annual basis, and make any recommendations to the Board the Committee deems appropriate regarding improvements of the operations of the committees of the Board, committee member qualifications, committee member appointment and removal, committee structure and operations (including delegation to subcommittees), and Committee reporting to the Board.

11. Encourage Director education and oversee the development of orientation materials for new directors and outline corporate governance related to continuing education for all Board members.

12. Periodically review the business interests and business activities of members of the Board and management, and determine whether a conflict of interest exists where a Board director serves on the Board of another entity.

13. At least annually, review with management the Company's program for promoting and monitoring compliance with applicable legal and regulatory requirements.

14. Make such recommendations to the Board and its committees as the Committee may consider necessary or appropriate and consistent with its purpose, and take such other actions and perform such other services as may be referred to it from time to time by the Board or required under the federal securities laws, the Commission rules and regulations, and the Exchange Rules.

15. Review and discuss the narrative disclosure regarding the Board leadership structure and rule in risk oversight to be included in any public filing in response to the requirements of Item 407(h) of Regulation S-K (or any successor disclosure item), and based on such review and discussion, recommend to the Board whether such disclosure should be included in the Company's annual report on Form 10-K, proxy statement, information statement or similar document.

IV. STUDIES AND ADVISERS

The Committee, in discharging its responsibilities, may conduct or authorize studies of, or investigations into, any matter that the Committee deems appropriate, with full access to all books, records, facilities and personnel of the Company. The Committee has the sole authority and right, at the expense of the Company, to retain legal and other consultants, accountants, experts and advisers of its choice to assist the Committee in connection with its functions, including any studies or investigations. The Committee will have the sole authority to approve the fees and other retention terms of such advisers. In order to carry out its nominating duties, the Committee shall have the authority to retain and terminate any search firm to be used to assist it in identifying director candidates, including the authority to approve such firm's fees and other retention terms. The Company will provide for appropriate funding, as determined by the Committee, for

- payment of compensation to any search firm, legal and other consultants, accountants, experts and advisers retained by the Committee; and
- ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions.

V. MEETINGS, ACTIONS WITHOUT A MEETING AND STAFF

Meetings of the Committee shall be held from time to time, as determined appropriate by the Committee. The Chair, in consultation with the other member(s) of the Committee, will set the dates, times and places of such meetings. The Chair or any other member of the Committee may call meetings of the Committee by notice in accordance with the Company's Bylaws. The Committee will report to the Board from time to time with respect to the activities of the Committee. A quorum of the Committee for the transaction of business will be a majority of its members. Meetings may be held via tele- or video-conference in lieu of in person meetings. The Committee may also act by unanimous written consent in lieu of a meeting in accordance with the Company's Bylaws. Subject to the requirements of this Charter, applicable law, the Exchange Rules and the rules and regulations of the Commission, the Committee and the Chair may invite any director, executive or employee of the Company, or such other person, as it deems appropriate in order to carry out its responsibilities, to attend and participate (in a non-voting capacity) in all or a portion of any Committee meeting. The Committee may exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities. The Chair will designate a secretary for each meeting, who need not be a member of the Committee. The Secretary of the Company shall provide the Committee such staff support as it may require.

VI. MINUTES AND REPORTS

The Committee will maintain written minutes of its meetings and copies of its actions by written consent, and will cause such minutes and copies of written consents to be filed with the minutes of the meetings of the Board. The Chair will periodically report to the Board on the Committee's deliberations and actions. The minutes of the Committee and actions by the unanimous written consent of the Committee members will be made available to the other members of the Board.

VII. DELEGATION OF AUTHORITY

The Committee may from time to time, as it deems appropriate and to the extent permitted under applicable law, the Exchange Rules and the rules and regulations of the Commission, and the Company's Certificate of Incorporation and Bylaws, form and delegate authority to subcommittees.

VIII. COMPENSATION

Members of the Committee will receive such fees, if any, for their service as Committee members as may be determined by the Board, which may include additional compensation for the Chair. Such fees may include retainers or per meeting fees and will be paid in such form of

consideration as is determined by the Board in accordance with applicable law, the Exchange Rules and the rules and regulations of the Commission.

IX. REVIEW OF COMMITTEE COMPOSITION, PERFORMANCE AND CHARTER

The Committee will evaluate the Committee's composition and performance on an annual basis and submit a report to the Board. The Committee will also review and reassess the adequacy of this Charter periodically, and recommend to the Board any changes the Committee determines are appropriate.

X. PUBLICATION

The Company shall make this Charter freely available to stockholders on request and, provided that the Company is subject to the periodic reporting requirements of the Exchange Act, shall publish it on the Company's web site.