

**CHARTER FOR THE CORPORATE GOVERNANCE AND  
NOMINATING COMMITTEE**

**OF THE BOARD OF DIRECTORS**

**OF**

**POLYCOM, INC.**

**PURPOSE:**

The Corporate Governance and Nominating Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Polycom, Inc. (the “Company”). The purpose of the Committee is to review and make recommendations to the Board on matters concerning corporate governance; Board composition; identification, evaluation and nomination of director candidates; Board compensation and conflicts of interest; Board committee structure and composition; and stockholder Board nominations and proposals.

In furtherance of these purposes, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

**MEMBERSHIP:**

The Committee shall consist of no fewer than three members of the Board. All members of the Committee shall be appointed and replaced by the Board, shall have no relationship to the Company or its affiliates that may interfere with the exercise of their independence, and shall otherwise be deemed “Independent Directors” as defined in the Nasdaq Stock Market, Inc. Marketplace Rules (the “Nasdaq Rules”).

The Board will designate one member of the Committee as its Chair.

**RESPONSIBILITIES:**

The Committee has the following specific duties:

*Corporate Governance Generally*

- Annually review and assess the effectiveness of the principles of corporate governance approved by the Board and recommend proposed changes to the Board;
- Review periodically the succession planning for the Chief Executive Officer and other executive officers in conjunction with the Compensation Committee, report their joint findings and recommendations to the full Board, and work with the Board in evaluating potential successors to these executive management positions;

- Review and recommend to the Board proposed changes to the Company’s certificate of incorporation and bylaws;
- Review stockholder proposals relating to corporate governance and other matters and recommend to the Board the Company’s response to such proposals; and
- Review its own charter and processes on an annual basis and recommend any proposed changes to the Board for approval.

*Board Composition, Evaluation, Compensation and Nominating Activities*

- Oversee the Board evaluation process including conducting periodic evaluations of the performance of the Board as a whole, each Board Committee and of individual directors, and evaluating the qualifications and performance of Board members eligible for re-election;
- Review the composition and size of the Board and determine the criteria for Board membership including issues of character, judgment, diversity, age, independence, expertise, corporate experience, length of service, other commitments and the like, as set forth in the “Policies and Procedures for Director Candidates” set forth in Appendix A;
- Establish procedures for the submission of candidates for election to the Board (including recommendations by stockholders of the Company, which procedures shall be set forth in the “Policies and Procedures for Director Candidates”);
- Recommend the Director nominees for election to the Board by the stockholders at the annual meeting of stockholders;
- Identify, consider and recommend candidates to fill new positions or vacancies on the Board; in performing these duties, the Committee shall have the authority to retain and terminate any search firm to be used to identify Board candidates and shall have authority to approve the search firm’s fees and other retention terms;
- Review and evaluate any stockholder nominees for director (submitted in accordance with the Company’s bylaws) and any candidates for the Board recommended by stockholders, in accordance with the Company’s policies and procedures for consideration of Board candidates;
- Review the disclosure included in the Company’s proxy statement regarding the nominees for director and their qualifications;
- Evaluate and make recommendations to the independent members of the Board on the adequacy and effectiveness of non-employee director compensation in conjunction with the Compensation Committee; in performing these duties, the Committee may retain and consult with outside compensation consultants; and
- Review and make recommendations to the Board on the appropriateness of continued director service by any director who submits a letter of resignation to the Board, in

accordance with the Company's Governance Principles, based upon reaching retirement age or due to a material change in such director's employment status since the last annual meeting of stockholders.

#### Board Committees

- Periodically review the composition of each Board committee and make recommendations to the Board for the creation of additional Board committees or the change in mandate or dissolution of Board committees; and
- Recommend to the Board persons to be members of the various Board committees.

#### Ethical Standards

- Annually review the Company's Code of Business Ethics and Conduct and recommend any proposed changes thereto to the Board.

In performing its duties, the Committee shall have the authority to obtain advice, reports or opinions from internal or external legal counsel and expert advisors.

The Committee may form and delegate authority to subcommittees when appropriate.

#### **MEETINGS:**

The Committee will meet a minimum of two times a year. Special meetings may be convened as required. The Committee may invite to its meetings other Directors, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities.

#### **MINUTES:**

The Committee will maintain written minutes of its meetings, which will be filed with the minutes of the meetings of the Board.

#### **REPORTS:**

The Chair of the Committee shall make regular reports to the full Board on the actions and recommendations of the Committee.

**POLYCOM, INC.**

**Corporate Governance and Nominating Committee  
Policies and Procedures for Director Candidates**

**1. Stockholder Recommendations.**

It is the policy of the Board of Directors of Polycom, Inc. (the “Company”) to consider recommendations for candidates to the Board of Directors from stockholders. Such recommendations must be received by December 31 of the year prior to the year in which the recommended candidate will be considered for nomination.

Stockholder recommendations for candidates to the Board of Directors must be directed in writing to Polycom, Inc., Corporate Secretary, 4750 Willow Road, Pleasanton, CA 94588-2708, and must include the candidate’s name, home and business contact information, detailed biographical data and qualifications, information regarding any relationships between the candidate and the Company within the last three years and evidence of the nominating person’s ownership of Company stock. Such recommendations must also include a statement from the recommending stockholder in support of the candidate, particularly within the context of the criteria for Board membership, including issues of character, judgment, diversity, age, independence, expertise, corporate experience, length of service, other commitments and the like, personal references, and an indication of the candidate’s willingness to serve.

**2. Stockholder Nominations.**

Stockholder nominations to the Board of Directors must meet the requirements set forth in Section 2.2 of the Company’s Bylaws. Under these requirements, nominations for election to the Board of Directors may be made at a meeting of stockholders by any stockholder entitled to vote in the election of directors who provides timely written notice to the Secretary of the Company. This notice must contain specified information concerning the nominee and concerning the stockholder proposing the nomination. In order to be timely, a stockholder’s notice must be delivered to or mailed and received by the Secretary of the Company within the time period specified in Section 2.2 of the Company’s Bylaws.

**3. Identifying and Evaluating Nominees for Director.**

The Committee’s criteria and process for evaluating and identifying the candidates that it selects, or recommends to the full Board for selection, as director nominees, are as follows:

- The Committee regularly reviews the current composition and size of the Board.
- The Committee oversees an annual evaluation of the performance of the Board as a whole and of individual directors, and evaluates the performance and ongoing qualifications of individual members of the Board of Directors eligible for re-election at the annual meeting of stockholders.

- In its evaluation of director candidates, including the members of the Board of Directors eligible for re-election, the Committee seeks to achieve a balance of knowledge, experience and capability on the Board and considers the following:
  - The current size and composition of the Board of Directors and the needs of the Board of Directors and the respective committees of the Board.
  - Such factors as issues of character, judgment, diversity, age, expertise, business experience, length of service, independence, other commitments and the like.
  - Such other factors as the Committee may consider appropriate.
- While the Committee has not established specific minimum qualifications for director candidates, the Committee believes that candidates and nominees must reflect a Board that is comprised of directors who (i) are predominantly independent, (ii) are of high integrity, (iii) have broad, business-related knowledge and experience at the policymaking level in business or technology, including their understanding of the telecommunications industry and the Company's business in particular, (iv) have qualifications that will increase overall Board effectiveness and (v) meet other requirements as may be required by applicable rules, such as financial literacy or financial expertise with respect to audit committee members.
- With regard to candidates who are properly recommended by stockholders or by other means, the Committee will review the qualifications of any such candidate, which review may, in the Committee's discretion, include interviewing references for the candidate, direct interviews with the candidate, or other actions that the Committee deems necessary or proper.
- In evaluating and identifying candidates, the Committee has the authority to retain and terminate any third party search firm that is used to identify director candidates, and has the authority to approve the fees and retention terms of any search firm.
- The Committee will apply these same principles when evaluating Board candidates who may be elected initially by the full Board to fill vacancies or add additional directors prior to the annual meeting of stockholders at which directors are elected.
- After completing its review and evaluation of director candidates, the Committee selects, or recommends to the full Board of Directors for selection, the director nominees.