

Nominating and Governance Committee Charter

I. Purpose

- A. The purposes of the Nominating and Governance Committee ("Committee") of the Board of Directors (the "Board") of Vonage Holdings Corp. (collectively referred to with its subsidiaries as the "Company") shall be to assist the Board in fulfilling its oversight responsibilities by (i) developing the criteria for membership on the Board and identifying and recommending for nomination qualified individuals for election or reelection to the Board, (ii) determining the composition of the Board's committees, (iii) determining compensation for non-executive Board members, (iv) establishing a process to assess Board effectiveness and reviewing the results of the assessment, and (v) developing and implementing the Company's Governance Principles.

II. Membership and Qualifications

- A. The Committee shall consist of no fewer than three members, the exact number of which shall be determined from time to time by the Board. The Board will appoint the members and the Chair of the Committee. Each Committee member shall serve at the pleasure of the Board for such term or terms as the Board may determine or until such Committee member is no longer a member of the Company's Board.
- B. Each Committee member shall meet the independence criteria of the Nasdaq Stock Market and the Company's Governance Principles.

III. Operations

- A. The Committee shall hold such regular meetings as may be desirable, and such special meetings as may be called by the Chair of the Committee. The Chair of the Committee shall set the Committee's agenda for each meeting. The Committee shall meet without management in separate executive sessions. Although the Committee may consult with management about individuals being considered for nomination for election or reelection to the Board, final decisions on which individuals to recommend for nomination shall be made by the Committee in executive session. The Committee may form and delegate such of its authority as it deems appropriate to a subcommittee(s) so long as such subcommittee is solely comprised of one or more members of the Committee and such delegation is not otherwise inconsistent with law and applicable rules and regulations of the SEC and the Nasdaq Stock Market.
- B. The Committee shall have the authority, to the extent it deems necessary or appropriate, and subject to Board approval (except as may be inconsistent with rules

of the Nasdaq Stock Market), to retain legal, compensation, accounting or other consultants or advisors to advise the Committee, and to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate. Such advisors may be the regular advisors to the Company. The Committee may request any officer or employee of the Company or the Company's outside counsel or outside auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

- C. The Committee shall have sole authority (i) to retain and terminate search firms engaged to perform director searches, legal counsel or other advisors, (ii) to review and approve such search firm, legal counsel or advisor's fees and other retention terms, and (iii) without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.
- D. At each of the Board's regular meetings, the Committee (i) shall report to the Board all actions the Committee has taken since the Board's most recent prior meeting and (ii) shall make recommendations to the Board regarding all items considered by the Committee since the Board's most recent prior meeting that require Board approval. The Committee shall annually review its own performance and this Charter and recommend any changes to the Board for approval. The Chair of the Committee should report periodically to the Board in executive session on the Committee's activities, including an annual review of the Committee's performance in relation to its Charter.
- E. The operating procedures for the Committee with respect to meetings, notice of meetings, quorums and records shall be the same as stipulated for the Board in the Company's By-laws.

IV. Committee Authority and Responsibilities

- A. The Committee shall have the authority necessary to further the above described purposes, and such authority shall include, without limitation, the following responsibilities:
 - 1. Except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the ability to nominate directors, identify and recommend to the Board nominees for election or re-election to the Board at the annual meeting of stockholders of the Company, or for appointment to fill any Board vacancy or newly created directorship, in accordance with the criteria developed by the Committee and approved by the Board, and the policies and principles set forth in the Company's Governance Principles and this Charter and

including, among other things, high standards of personal and professional integrity, and report to the Board periodically on the status of these efforts. The Committee should also review candidates for the Board recommended by stockholders and apply the same criteria, and follow substantially the same process in considering them, as it does in considering other candidates. After Board approval of a candidate recommended by the Committee, the invitation to join the Board should be (subject, where applicable, to stockholder approval) extended by the Chairman of the Board and/or the Chief Executive Officer of the Company.

2. Develop for approval by the Board the appropriate criteria (including experience, qualifications, skills, attributes or diversity in light of the Company's current business and structure) required of Board members and review with the Board, on an annual basis, the current composition of the Board in light of such criteria and anticipated needs.
3. Review Company disclosures regarding the specific experience, qualifications, attributes or skills that led to the conclusion that each director and nominee should serve as a director.
4. Review periodically the size of the Board and recommend to the Board any appropriate changes.
5. Recommend to the Board directors to serve as members of each committee established by the Board (including the Committee), both annually and as needed to fill committee vacancies. In addition, recommend to the Board a member of each of the committees to serve as Chair of such committee.
6. In the absence of an independent Chairman of the Board or as otherwise determined by the Board in the best interests of the Company, nominate a Lead Independent Director who to be approved by a majority of the independent directors.
7. Develop and recommend to the Board a set of Governance Principles, and, from time to time as it deems appropriate, but no less frequently than annually, review and reassess the adequacy of such Governance Principles and recommend any proposed changes to the Board for approval.

8. Review all executive officer requests to serve on the boards of entities (private or public) unaffiliated with the Company, and recommend to the Board whether or not to approve such requests. In addition, review a director's proposed acceptance of a directorship on another public company board or an appointment to an audit committee of another public company board.
9. Develop the self-evaluation methodology to be used by the Board and its committees, initiate and oversee annually a self-evaluation by the Board and its committees of their performance and effectiveness, and report the findings of such evaluation back to the Board.
10. Review the Board's leadership structure in light of the specific characteristics and circumstances of the Company and recommend any changes to the Board for approval, and review Company disclosures relating to Board leadership structure.
11. Review the appropriateness of continued service on the Board of a member whose term is expiring, or whose circumstances, including business or professional affiliations or responsibilities, have changed.
12. Develop and oversee the orientation process for newly elected members of the Board and assist the Board in its implementation.
13. Regularly assess the adequacy of and need for additional continuing director education programs. The Company shall pay expenses relating to continuing director education in accordance with guidelines established by the Board.
14. Evaluate and recommend the processes and practices through which the Board conducts its business, including (i) the structure, charter, leadership and membership of committees of the Board, and (ii) committee member qualifications, appointment and removal.
15. Advise the Board periodically with respect to significant developments in the law and practice of corporate governance as well as the Company's compliance with the Company's Governance Principles and applicable laws and regulations, and make such recommendations to the Board on all matters of corporate governance and on any corrective action to be taken, in each case as the Committee may deem appropriate.

16. Annually review and make recommendations to the Board with respect to the compensation of the Company's non-executive Board members, including equity-based compensation.
17. With respect to any compensation consultant who has been engaged by the Committee to provide advice on the amount or form of non-executive director compensation, (i) review and pre-approve any other engagement of such consultant by the Company, (ii) review at least annually the nature of any other services provided by such consultant to the Company or management, as well as all related remuneration, and (iii) evaluate at least annually whether the work of any such consultant has raised any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K, and review any related disclosure required to be provided in the Company's annual proxy statement.
18. Prior to receiving advice and then no less frequently than annually, assess the independence of compensation consultants engaged by the Committee, taking into consideration all relevant factors the Committee deems appropriate to such consultant's independence, including factors specified in the listing standards of the Nasdaq Stock Market.
19. Monitor compliance of directors with the Company's program of required stock ownership.
20. Perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

V. Nominating and Governance Committee Funding

- A. As determined by the Committee, and without further action by the Board, the Company shall provide for appropriate funding for payment of compensation to outside legal counsel or any other advisors employed by the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

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