

Technology Committee Charter

I. Purpose

- A. The purposes of the Technology 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 its oversight responsibilities relating to matters of innovation, technology, and cybersecurity.

II. Membership

- A. The Committee shall serve as a standing committee of the Board.
- B. The Committee shall consist of two or more members of the Board, the exact number of which shall be determined from time to time by the Board. The Board shall appoint the members and the Chair of the Committee, based on the recommendation of the Nominating and Governance Committee. Each Committee member shall serve at the pleasure of the Board.
- C. The Chair may also invite one or more other directors who have relevant experience to assist the Committee in reviewing a specific matter within the Committee's scope of responsibilities.

III. Operations

- A. The Committee shall meet as often as necessary to carry out its responsibilities. The Chair of the Committee shall set the Committee's agenda for each meeting. The non-management Committee members may meet in separate executive sessions. The Committee may form and delegate such authority as it deems appropriate to one or more subcommittees.
- B. The Committee may request any officer or employee of the Company or any of the Company's outside advisors or consultants to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.
- C. 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 periodically review its own performance and this Charter and recommend any changes to the Board for approval.

- D. 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

The Committee shall have the authority necessary to further the above described purposes, and such authority shall include, without limitation, the following responsibilities:

- A. *Technology Review.* Review and evaluate the Company's major innovation efforts, technology plans, strategies, and intellectual property, including its research and development activities, the technical and market risks and opportunities associated with product and platform development and investment, and the protection of the Company's intellectual property.
- B. *Key Technology Talent.* Review, evaluate and make recommendations regarding talent, skills, and organizational structure of the Company's workforce supporting its technology, research and development activities.
- C. *Business Strategy.* Monitor the performance of the Company's technology development in support of its overall business strategy, and advise on strategic technological focus.
- D. *Monitor Trends.* Identify, monitor, and evaluate existing and emerging trends in technology that may affect the Company's strategic plans, including monitoring of overall industry trends, competitors and technologies in adjacent areas.
- E. *Cyber Risk Assessment.* In coordination with the Audit Committee, oversee risk management with respect to cybersecurity. The Committee may, as it deems appropriate, hold joint meetings of the Audit Committee and the Committee regarding risk management with respect to cybersecurity or other appropriate matters.
- F. *Other Duties.* Perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

V. Committee Funding

- A. As determined by the Committee, and without further action by the Board, the Company shall provide for appropriate funding for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Approved: February 11, 2021