

Audit Committee Charter

I. General

- A. Purpose. The purposes of the Audit Committee (“Committee”) of the Board of Directors (“Board”) of Vonage Holdings Corp. (collectively referred to with its subsidiaries as the “Company”) shall be to assist the Board in its oversight of the accounting and financial reporting processes of the Company relating to:
1. The reliability and integrity of the Company’s financial statements and related disclosures;
 2. The system of internal control within the Company;
 3. Compliance by the Company with all applicable laws and regulations;
 4. The audits of the financial statements of the Company, and the qualifications, independence and performance of the Company’s outside auditors;
 5. Performance of the Company’s internal audit function; and
 6. Performance of the Company’s risk management function.
- B. SEC Report. The Committee shall prepare the Committee’s report, required pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), to be included in the proxy statement for the Company’s annual meeting of stockholders or annual report on Form 10-K. Subject to the review and oversight of the Committee, management shall be responsible for preparing all other reports and disclosures made under the Exchange Act.
- C. Authority and Role. The Committee’s role is one of oversight. It is not the duty of the Committee to plan or conduct audits, provide expert or other special assurance to the Company’s financial statements, or to determine that the Company’s financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the Company’s independent registered public accounting firm (the “outside auditor”). Management is responsible for the preparation, presentation, and integrity of the Company’s financial statements, for the appropriateness of the accounting principles and reporting policies that are used by the Company and for establishing and maintaining adequate internal control over financial reporting. The outside auditors are responsible for auditing the Company’s financial statements and the Company’s internal control over financial reporting and for reviewing the Company’s unaudited interim financial statements.

In discharging its responsibilities, the Committee shall have access to members of management, employees, and relevant and explanatory information it considers necessary to discharge its duties. The Committee shall have access to records, data, and reports. If access to such requests is denied due to legal or confidentiality reasons, the Committee may raise to the Board for resolution as needed. The Company's management and staff shall cooperate with audit committee requests.

Each member of the Committee, in exercising his or her business judgment, shall be entitled to rely in good faith on the integrity of those persons and organizations within and outside the Company from whom he or she receives information, and on the accuracy of the financial and other information provided to the Committee by such persons or organizations.

II. Membership and Qualifications

- A. The Committee shall consist of no fewer than three members, the exact number of which will be determined from time to time by the Board. The Board will appoint the members of the Committee and its Chair based on the recommendation of the Nominating and Governance Committee. Each Committee member shall serve at the pleasure of the Board for such term or terms as the Board or Nominating and Governance Committee may determine or until such Committee member is no longer a member of the Company's Board. Unless otherwise approved by the Board, no member of the Committee may serve on the audit committee of more than two other public companies.
- B. Except as otherwise permitted by the applicable rules of the Nasdaq Stock Market, each member of the Committee shall be independent as defined by such rules and Rule 10A-3(b)(1) of the Exchange Act, as well as meet the independence criteria set forth in the Company's Governance Principles. In addition to such independence requirements, each member of the Committee must have not participated in the preparation of the financial statements of the Company during the past three years.
- C. Each member of the Committee must be financially literate, as such qualification is interpreted by the Board in its business judgment, or must become financially literate within a reasonable period of time after his or her appointment to the Committee. At least one member of the Committee shall meet the SEC's definition of an "audit committee financial expert." The designation or identification of a person as an audit committee financial expert is not intended to (a) impose on such person any duties, obligations or liability that are greater than the duties, obligations and liability imposed on such person as a member of the Committee and Board in the absence of such designation or identification, or (b) affect the duties of any other member of

the Committee or Board. The Committee may, in its discretion, delegate such of its authority as it deems appropriate to one or more subcommittees 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 Nasdaq Stock Market.

- D. The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled by the Board upon the recommendation of the Nominating and Governance Committee.
- E. No member of the Committee may receive, directly or indirectly, any consulting, advisory or other compensatory fee from the Company, other than fees paid in his or her capacity as a member of the Board or of a committee of the Board.
- F. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

III. Operations

- A. The Committee shall hold such regular meetings as may be desirable, but not less frequently than quarterly. Special meetings may be called by the Chair of the Committee or at the request of the outside auditors. The Committee shall meet periodically without management in executive sessions. At its discretion, the Committee shall meet periodically in executive session separately with each of the independent auditor, the internal auditor, and with senior management.
- B. The Committee shall discuss with management, the Company's Chief Legal Officer and the outside auditor any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.
- C. The Committee shall discuss with management, including the Company's Chief Legal Officer, legal matters that may have a material impact on the Company's financial statements or may otherwise raise a material concern under the Company's compliance policies.
- D. The Committee shall make regular reports to the Board, and such other reports of significant or material item(s) or event(s), as necessary. The Committee should review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.

- 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.
- F. The Committee shall have the authority, to the extent it deems necessary or appropriate and without further action by the Board, to retain and dismiss independent legal, accounting or other advisors to advise the Committee. Such advisors may be the regular advisors to the Company. The Committee shall promptly report to the Board any such retention. 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 or advisors to, the Committee.

IV. Financial Statement and Disclosure Matters

The Committee is responsible for overseeing and reviewing the Company's financial reporting process on behalf of the Board.

- A. The Committee should meet to review and discuss with management and the outside auditor the annual audited financial statements, including specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" ("MD&A"), and shall consider whether it will recommend to the Board that the audited financial statements be included in any SEC reports that the Company is required to file.
- B. The Committee should meet to review and discuss with management and the outside auditor the Company's quarterly financial statements, including specific disclosures under MD&A and the results of the outside auditors' reviews of the quarterly financial statements.
- C. The Committee shall, from time to time as appropriate, review and discuss with the outside auditor (a) the development, selection and disclosure of critical accounting policies and practices to be used by the Company in preparing its financial statements; (b) analyses of the effect of alternative treatments of financial information within GAAP discussed with management and ramifications of the use of these alternative disclosures and treatment; and (c) other material communications between the outside auditor and management such as any management letter or schedule of unadjusted differences.
- D. The Committee should review and discuss with management the Company's earnings press releases before they are issued including any non-GAAP information

or metrics, as well as financial information and earnings guidance provided to analysts, rating agencies and others.

- E. The Committee shall discuss with management and the outside auditor the effect of regulatory and accounting initiatives as well as off-balance sheet arrangements on the Company's financial statements.
- F. The Committee shall review and discuss with the outside auditor the matters required to be discussed by applicable standards of the Public Company Accounting Oversight Board (the "PCAOB").
- G. The Committee should review and discuss, as appropriate, the adequacy and effectiveness of the Company's internal control over financial reporting with the internal audit department, the outside auditor and management, including, without limitation, reports regarding (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting and (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.
- H. The Committee shall review and discuss with management the internal audit department and the outside auditors, management's annual report on the Company's internal control over financial reporting and the outside auditor's annual report on the Company's internal control over financial reporting.
- I. The Committee shall review and discuss, as appropriate, any changes implemented by management to address control deficiencies or to make controls more effective.
- J. The Committee shall review with management, and any outside professionals as the Committee considers appropriate, the effectiveness of the Company's disclosure controls and procedures.
- K. The Committee shall consider important trends and developments in financial reporting practices as the Committee may, in its discretion, determine to be advisable.
- L. Prior to submission to any governmental authority of (a) any financial statement of the Company that differs from the financial statements filed or to be filed by the Company with the SEC or (b) any financial statement of a subsidiary of the Company that in the Committee's judgment is material to the Company and that presents information regarding such subsidiary in a way that is materially different from the presentation of such information in the financial statements of the Company filed or to be filed with the SEC, review such financial statements and any report, certification or opinion thereon provided by an independent auditor.

V. Oversight of the Company's Relationship with Outside Auditors

- A. The Committee shall be directly responsible for the appointment, compensation, evaluation, retention, termination, when necessary, and oversight of the work of the Company's outside auditor and any other registered public accounting firm engaged in connection with the provision of audit, review or attest services relating to the Company's financial statements or those of any subsidiary, including resolution of disagreements between management and the outside auditor regarding financial reporting. The outside auditor shall report directly to the Committee. The Committee shall normally consult with management about its appointment, retention and compensation of outside auditors, but its decision shall be made in executive session.
- B. The Committee shall review and approve, in advance, the annual plan and scope of work of the outside auditor, including staffing of the audit, and shall review with the outside auditor any audit-related concerns and management's response. The Committee shall authorize the outside auditors to perform such supplemental reviews or audits as the Committee may deem desirable.
- C. The Committee shall have the sole authority to pre-approve all audit services and all permitted non-audit services (including the fees and terms thereof) to be performed for the Company by the outside auditor, to the extent required by law, according to established procedures. The Committee may delegate to one or more Committee members the authority to grant pre-approvals for audit and permitted non-audit services to be performed for the Company by the outside auditor, provided that decisions of such members to grant pre-approvals shall be presented to the full Committee at its next regularly scheduled meeting.
- D. The Committee shall review and evaluate the experience, qualifications and performance of the senior members of the outside auditor team on an annual basis. As part of such evaluation, the Committee shall review with the lead audit partner whether any of the audit team members receive any discretionary compensation from the audit firm with respect to procurement or performance of any services for the Company, other than audit, review or attest services, by the outside auditor.
- E. At least annually, the Committee should: (i) obtain and review with the lead audit partner a report from the outside auditor regarding (a) the auditor's internal quality control procedures, and (b) any material issues raised by the most recent quality-control review, or peer review, of the outside auditor, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more outside audits carried out by the outside auditor, and any steps taken to deal with any such issues; and (ii) discuss with the outside auditor the results of any inspections by the PCAOB of its audit of the Company's

financial statements and such other related matters as the Committee considers relevant.

- F. At least annually, the Committee shall assess the outside auditor's independence. In connection with this assessment, the Committee shall obtain and review a report by the outside auditor describing all relationships between the outside auditor and the Company, including the written disclosures and the letter from the outside auditor required by applicable requirements of the PCAOB regarding the outside auditor's communications with the Committee concerning independence. The Committee shall engage in an active dialogue with the outside auditor concerning any disclosed relationships or services that might impact the objectivity and independence of the auditor.
- G. The Committee shall ensure that the lead audit partner of the outside auditor and the audit partner responsible for reviewing the audit are rotated at least every five years, and may consider whether, in the interest of assuring continuing independence of an independent auditor, the Company should regularly rotate the firm appointed as the Company's independent auditor.
- H. The Committee shall pre-approve the hiring of any employee or former employee of the outside auditor who was a member of the Company's audit team during the preceding three fiscal years. In addition, the Committee shall pre-approve the hiring of any employee or former employee of the outside auditor (within the preceding three fiscal years) for senior positions within the Company, regardless of whether that person was a member of the Company's audit team. Notwithstanding the foregoing, the Company will not hire any person if the employment of such person would result in the Company's current outside auditor not being independent (as defined under Item 2-01 of Regulation S-X).
- I. The Committee shall, from time to time as appropriate, review with the outside auditor (i) any audit problems or difficulties the outside auditor encountered in the course of the audit work and management's response, including any restrictions on the scope of the outside auditor's activities or on access to requested information and any significant disagreements with management, and (ii) analyses prepared by management and/or the outside auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.

VI. Oversight of the Company's Internal Audit Function

- A. The Committee should review with management and approve the appointment of the Company's VP-IA.
- B. The Committee should review and discuss the internal audit department's organization, responsibilities, plans, results, budget and staffing.
- C. The Committee should review any significant reports to management prepared by the VP-IA and management's responses and resolve significant differences between internal audit and management.
- D. The Committee should participate in the appointment, evaluation, replacement, reassignment or dismissal of the VP-IA.
- E. The VP-IA should report directly to the Committee, subject to the day-to-day management of such member or members of management as the Committee shall from time to time designate.
- F. The Committee should approve the charter of the internal audit function.

VII. Compliance Oversight Responsibilities

- A. The Committee shall obtain from the outside auditor assurance that Sections (a) through (l) of Section 10A of the Exchange Act have been complied with.
- B. The Committee shall review and approve the Company's finance code of ethics and Code of Conduct applicable to directors, officers and employees, and obtain and review reports from management and the Company's internal auditors regarding activities not in material conformity with applicable laws and regulations, including the Company's finance code of ethics and Code of Conduct, and advise the Board with respect to any material issues that have been brought to the Committee's attention concerning such compliance issues.
- C. The Committee shall review and approve any matter involving an actual or apparent conflict of interest involving a director or corporate officer, and any proposed Related Person Transaction (as defined in the Company's Related Person Transaction Policy (the "Policy")) reported to the office of the Chief Legal Officer to be entered into by the Company, in accordance with the Policy, prior to effectiveness or consummation of the transaction, whenever practicable. If the office of the Chief Legal Officer determines that advance approval of a matter involving such a conflict of interest or a Related Person Transaction is not practicable under the circumstances, the Committee shall review and, in its discretion, may ratify such matter or Related Person Transaction at the next meeting of the Committee, or at the

next meeting following the date that the matter or Related Person Transaction comes to the attention of the office of the Chief Legal Officer; provided, however, that the office of the Chief Legal Officer may present a matter involving such a conflict of interest or a Related Person Transaction arising in the time period between meetings of the Committee to the Chair of the Committee, who shall review and may approve the matter or Related Person Transaction, subject to ratification by the Committee at the next meeting of the Committee.

- D. The Committee shall review disclosure of any Related Person Transactions in accordance with applicable law.
- E. If any Related Person Transaction previously approved by the Committee or otherwise already existing is ongoing in nature, such Related Person Transaction shall be reviewed by the Committee annually to ensure that such Related Person Transaction has been conducted in accordance with the previous approval granted by the Committee, if any, and all required disclosures regarding such Related Person Transaction have been and will continue to be made.
- F. The Committee shall review with the Company the procedures established by the Company to monitor compliance with its loan and indenture covenants and restrictions, as applicable.
- G. The Committee shall establish and oversee procedures for the receipt, retention, confidential treatment, and investigation of:
 - 1. Complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
 - 2. Confidential anonymous submissions by employees of the Company of concerns regarding questionable accounting or auditing matters or any other matter involving failure to comply with applicable law or regulations, the Company's Code of Conduct or other applicable compliance policies.
- H. The Committee shall discuss with management and the outside auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports that raise material issues regarding the Company's financial statements or accounting policies.

VIII. Risk Management

- A. The Committee should oversee and discuss the Company's risk assessment and risk management policies and guidelines that govern the process by which the Company's exposure to risk is monitored and handled. The Committee shall review and discuss with the management of the Company, the outside auditor and the

internal auditors the results of the annual business risk assessment conducted by the Company's internal auditors as well as management's plan to manage the risks identified as a result of the business risk assessment.

- B. The Committee should provide oversight on significant risk exposures and control issues, including fraud, information technology, information security, compliance and financial risks, and other matters needed or requested by management or the Board.

IX. Audit Committee Funding

As determined by the Committee, and without further action by the Board, the Company shall provide for appropriate funding for payment of (a) compensation to the Company's outside auditors engaged for the purpose of rendering or issuing an audit report or related work or performing other audit, review or attest services for the Company, (b) compensation to outside legal counsel or any other advisors retained by the Committee, and (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Last Updated: February 11, 2020