

Transactions Committee Charter

I. Purpose

- A. The purposes of the Transactions 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 review and assess, recommend, and (within the parameters set by the Board) approve Transactions proposed by the Company's management, as set forth herein.
- B. The term "Transaction" means an acquisition, disposition, investment, joint venture, collaboration, partnership, licensing arrangement or similar transaction or arrangement, whether by merger, transfer of equity or assets, or otherwise, other than in the ordinary course of business.

II. Membership

- A. The Committee shall consist of three 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. At least one member of the Committee shall be either the Chair of the Board, the Lead Independent Director, or the Audit Committee Chair. Each Committee member shall serve at the pleasure of the Board.
- B. The Chair may also invite one or more other directors who have relevant experience to assist the Committee in reviewing a specific Transaction or series of Transactions.

III. Operations

- A. The Committee shall serve on an ad hoc basis and 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. *Transaction Review and Advice.* Review and provide advice on Transaction strategies and proposed Transactions with the Company's management, review and advise as to any non-binding letters of intent, provide oversight of due diligence and documentation, and monitor the progress of pending Transactions.
- B. *Transaction Approvals.* Authorize and approve Transactions in which the total consideration to be paid or received, including any milestone payments, royalties, earnout payments or other contingent payments, whether in cash, stock or a combination thereof (the "Total Consideration"), does not exceed \$50 million, or such other limit as may be established from the Board from time to time.
- C. *Recommendations to the Board.* Make recommendations to the Board regarding candidate Transactions in which the Total Consideration would equal or exceed \$50 million, or such other limits as may be established from the Board from time to time.
- D. *Performance Review of Completed Transactions.* Periodically review the performance and, as appropriate, integration of completed Transactions with the Company's management.
- E. *Other Duties.* Perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

V. **Committee Compensation and Funding**

- A. The Board may compensate Committee members on a Transaction-by-Transaction basis.

- B. 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