

CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
OOMA, INC.

(Adopted and approved on June 3, 2015
and effective as of the Company's initial public offering)

PURPOSE

The Nominating and Governance Committee is appointed by the board of directors (the "**Board**") of Ooma, Inc. (the "**Company**") to assist the Board in ensuring that the Board and all of its committees are properly constituted (i) to meet its fiduciary obligations to stockholders and the Company and (ii) that the Company has and follows appropriate corporate governance standards. To carry out this purpose, the Nominating and Governance Committee shall:

- Assist the Board in identifying individuals who are qualified to become members of the Board and recommend to the Board that the Board select specified individuals as the director nominees for each meeting of stockholders at which directors are to be elected.
- Recommend members for each Board committee.
- Oversee and make recommendations to the Board regarding corporate governance policies applicable to the Company, including the Company's corporate governance guidelines.
- Oversee the evaluation of the Board of the Company.

The Nominating and Governance Committee has the authority to undertake the specific duties and responsibilities as are enumerated in or consistent with this charter, and will have the authority to undertake such other specific duties as the Board from time to time prescribes. All powers of the Nominating and Governance Committee are subject to the restrictions designated in the Company's bylaws and by applicable law.

COMPOSITION

1. Membership and Appointment. The Nominating and Governance Committee shall consist of at least two members of the Board. Members of the Nominating and Governance Committee shall be appointed by the Board and may be removed at any time, with or without cause, by the Board in its sole discretion. Unless otherwise directed by the Board, each member shall serve until such member ceases to serve as a member of the Board, or until his or her successor has been duly appointed by the Board.
2. Qualifications. At least two members of the Nominating and Governance Committee shall meet the independence requirements of the New York Stock Exchange (the "**NYSE**") and such other qualifications as may be established by the Board from time to

time and any other regulatory requirements; provided, however, that the Company may avail itself of any phase-in rules or interpretations applicable to newly-listed companies in connection with an initial public offering. The members of the Nominating and Governance Committee shall also meet any additional criteria required by the Securities and Exchange Commission (the “SEC”) and the NYSE.

3. Chairperson. The Board may designate a chairperson of the Nominating and Governance Committee. In the absence of that designation, the Nominating and Governance Committee may designate a chairperson by majority vote of the Nominating and Governance Committee members.

RESPONSIBILITIES

The following are the principal recurring responsibilities of the Nominating and Governance Committee. The Nominating and Governance Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board or the Nominating and Governance Committee deem appropriate.

1. Board Composition, Evaluation and Nominating Activities. The Nominating and Governance Committee shall:
 - Consider the qualifications, qualities, skills and other expertise required to be a director and recommend to the Board the criteria to be considered in selecting nominees for director.
 - Review the current composition, organization and governance of the Board and its committees at least annually, consider future requirements and make recommendations to the Board.
 - Recommend to the Board the director nominees by class for election to the Board by the stockholders at the annual meeting of stockholders or any special meeting of stockholders at which directors are to be elected, including candidates to fill new positions or vacancies on the Board.
 - Consider any nominations of director candidates for election to the Board validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company’s certificate of incorporation, bylaws and the Company’s stockholder nominations and make recommendations to the Board.
 - Review changes in the directors’ status and appointments or positions with other companies and other appropriate matters which may affect directors’ ability to serve on the Company’s Board and if warranted make recommendations to the Board.
 - Review the “independence” of directors and director nominees against the independence requirements of the NYSE, applicable rules and regulations promulgated by the SEC and other applicable laws, rules and regulations and make recommendations to the Board.

2. Board Committees. The Nominating and Governance Committee shall:
 - Review at least annually the structure and composition of each committee of the Board and make recommendations, if any, to the Board for changes to the committees of the Board, including changes in structure, composition or mandate of committees, as well as the creation or dissolution of committees.
 - Recommend to the Board persons to be members and chairpersons of the various committees.

3. Corporate Governance. The Nominating and Governance Committee shall:
 - Develop and recommend to the Board the Company's corporate governance guidelines.
 - Review at least annually the adequacy of the Company's corporate governance guidelines and recommend any changes to the Board.
 - Monitor corporate governance developments and work with Company management to maintain sound internal governance policies and practices including those related to legal and ethical conduct.
 - (i) Consider questions of possible conflicts of interest of Board members and of corporate officers, and (ii) review actual and potential conflicts of interest of Board members and corporate officers, and approve or prohibit any involvement of such persons in matters that may involve a conflict of interest or the taking of a corporate opportunity.
 - Review at least annually the Company's certificate of incorporation and bylaws and recommend any changes to the Board.
 - Review at least annually the Company's Code of Business Conduct and Ethics and make recommendations to the Board.
 - Jointly with the compensation committee, when appropriate and relevant for the Company, review leadership development, performance objectives, and succession planning activities led by Company management and report its findings and recommendations to the Board.
 - Improve the knowledge and effectiveness of directors through development efforts including director orientation and continuing education.
 - Review the disclosure included in the Company's proxy statement or annual report on Form 10-K regarding the Company's director nomination process, the operations of the Committee, and other corporate governance matters including director independence.

- Review any proposals properly submitted by stockholders for action at the annual meeting of stockholders and make recommendations to the Board.
 - Monitor changes in legislation, regulations and other developments impacting corporate governance and make recommendations to the Board.
 - Coordinate Board and committee calendars to facilitate efficient and full coverage of agenda items.
4. Committee Charter Review. The Nominating and Governance Committee shall review this charter annually, shall submit any recommended changes to the charter to the Board for approval, and shall ensure other Board committees review and submit updates to their charters to the Board.
 5. Performance Review. The Nominating and Governance Committee shall develop a process for and oversee an annual evaluation of the effectiveness of the Board, its committees, and individual directors, including an annual evaluation of the Committee's effectiveness and performance, and report results and recommended actions to the Board.

MEETINGS AND PROCEDURES

1. Meetings.
 - The Nominating and Governance Committee will set its own schedule of meetings and will meet at least two times per year, with the option of holding additional meetings at such times as it deems necessary or appropriate. The chairperson of the Nominating and Governance Committee shall preside at each meeting. If a chairperson is not designated or present, an acting chair may be designated by the Nominating and Governance Committee members present. The Nominating and Governance Committee may act by written consent (which may include electronic consent) in lieu of a meeting in accordance with the Company's bylaws, which shall constitute a valid action of the Nominating and Governance Committee if it has been executed by each member of the Nominating and Governance Committee and shows the date of execution. Any written consent will be effective on the date of the last signature and will be filed with the minutes of the meetings of the Board.
 - The Nominating and Governance Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.
 - The Nominating and Governance Committee may invite to its meetings any director, officer or employee of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Nominating and Governance Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities, including non-management directors who are not members of the Nominating and Governance Committee.

- The Nominating and Governance Committee will meet periodically in executive session without Company management present, at such times as it deems appropriate to fulfill the Committee's responsibilities under this charter.
2. Reporting to the Board of Directors. Consistent with this charter, the Nominating and Governance Committee shall regularly update the Board about Committee activities and findings.
 3. Authority to Retain Advisors. The Nominating and Governance Committee shall have the authority, in its sole discretion, to select and retain any internal or independent counsel, search firms and any other expert consultants or advisors to assist with the execution of its duties and responsibilities as set forth in this charter. The Nominating and Governance Committee shall set the compensation and oversee the work of any such consultants or advisors. The Company will provide appropriate funding, as determined by the Nominating and Governance Committee, to pay any such search firms or any other outside advisors hired by the Nominating and Governance Committee and any administrative expenses of the Nominating and Governance Committee that are necessary or appropriate in carrying out its activities.
 4. Subcommittees. The Nominating and Governance Committee may form subcommittees for any purpose that the Nominating and Governance Committee deems appropriate and may delegate to such subcommittees such power and authority as the Nominating and Governance Committee deems appropriate. If designated, each such subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Nominating and Governance Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Nominating and Governance Committee as a whole.
 5. Compensation. Members of the Nominating and Governance Committee shall receive such fees, if any, for their service as committee members as may be determined by the Board (or a committee thereof) in its sole discretion.