

**CHARTER OF THE AUDIT 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 purpose of the Audit Committee is to assist the Board of Directors (the "**Board**") of Ooma, Inc. (the "**Company**") in fulfilling its responsibilities for overseeing:

- The Company's accounting and financial reporting processes and internal control over financial reporting, as well as the audit and integrity of the Company's financial statements.
- The qualifications, independence and performance of the Company's registered public accounting firm (the "**independent auditor**").
- The performance of the Company's internal audit function, internal accounting controls, disclosure controls and procedures and internal control over financial reporting.
- The Company's compliance with applicable law (including U.S. federal securities laws and other legal and regulatory requirements).
- Such other matters as provided in this charter.

COMPOSITION

The Audit Committee will consist of three or more members of the Board, with the exact number determined by the Board. Each Audit Committee member must be financially literate as determined by the Board in its business judgment. At least one member of the Audit Committee must have accounting or related financial management expertise, as determined by the Board in its business judgment. At least one member of the Audit Committee must be an "audit committee financial expert," as defined in Item 401(h) of Regulation S-K. In addition, each Audit Committee member shall satisfy the independence requirements of The New York Stock Exchange ("**NYSE**") and Rule 10A-3 under the Exchange Act of 1934, as amended (the "**Exchange Act**"); 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.

No member of the Audit Committee may simultaneously serve on the audit committees of more than three other public companies, unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Audit Committee and this determination is disclosed in accordance with NYSE rules.

All members of the Audit Committee will be appointed by, and will serve at the discretion of, the Board. Unless a chairperson is elected by the Board, the members of the Audit Committee will designate a chairperson by majority vote of the Audit Committee members.

RESPONSIBILITIES

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

A. Independent Auditors

The Audit Committee will:

1. Be directly responsible for the selection, compensation, retention and oversight of the work of the independent auditors. Recommend to the Board the appointment or discharge of the independent auditors. The independent auditors will report directly to the Audit Committee.
2. Review the continuing independence of the Company's independent auditors, including:
 - obtaining and reviewing, on an annual basis, a letter from the independent auditors describing all relationships between the independent auditors and is consistent with the requirements of Public Company Accounting Oversight Board Rule 3256;
 - obtaining and reviewing a report prepared by the independent auditor describing (a) the auditing firm's internal quality-control procedures and (b) any material issues raised by the most recent internal quality-control review, or peer review; of the auditing firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditing firm, and any steps taken to deal with any such issues;
 - reviewing and discussing with the independent auditors their independence, including the nature and scope of any such relationships; and
 - taking, or recommending that the Board take, appropriate action to oversee the independence of the auditors, including discontinuing any relationships that the Audit Committee believes could compromise the independence of the auditors.
3. Review the independent auditors' audit planning and scope and staffing.
4. Approve the fees and other significant compensation to be paid to the independent auditors, and pre-approve all audit and non-audit related services of independent auditors permitted by the Exchange Act, NYSE rules and applicable law. The Audit Committee may establish pre-approval policies and procedures, as permitted by the Exchange Act and applicable law, for the engagement of independent auditors to render services to the Company, including without limitation policies that would allow the delegation of pre-approval authority to one or more members of the Audit Committee, provided that any pre-approval decision is reported to the Audit Committee at its next scheduled meeting.
5. Review and discuss with the independent auditors the reports delivered to the Audit Committee by the independent auditors regarding:
 - critical accounting policies, estimates and practices used;

- alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, the ramifications of the alternatives, and the treatment preferred by the independent auditors;
 - and other material written communications between the independent auditors and Company management, such as any management letter or schedule of unadjusted differences.
6. Approve the Company's hiring of employees or former employees of the independent auditor.

B. Financial Statements and Disclosures

1. Financial Statements. The Audit Committee will review and discuss the following with management, the internal auditors (if applicable) and the independent auditor, as applicable:
- The scope and timing of the annual audit of the Company's financial statements.
 - The Company's annual audited and quarterly unaudited financial statements and annual and quarterly reports on Form 10-K and 10-Q, including the disclosures in "Management's Discussion and Analysis of Financial Condition and Results of Operations", and recommend to the Board whether the audited financial statements and "Management's Discussion and Analysis of Financial Condition and Results of Operations" should be included in the Company's Form 10-K.
 - The results of the independent audit and the quarterly reviews of the Company's financial statements, and the independent auditor's opinion on the audited financial statements.
 - The reports and certifications regarding internal control over financial reporting and disclosure controls and procedures.
 - Major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles.
 - Analyses prepared by management or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements.
 - The effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.
 - Any significant changes required or taken in the audit plan as a result of any material control deficiency.
 - Any problems or difficulties the independent auditor encountered in the course of its audit work, including any restrictions on the scope of the auditor's activities or on access to requested information, and management's response.
 - Any significant disagreements between management and the independent auditor.
2. Audit Committee Report. Recommend to the Board whether the Company's annual report on Form 10-K to be filed with the SEC should include the audited financial statements and timely

prepare the Audit Committee report and other information required to be included in the Company's annual meeting proxy statement.

3. Earnings Press Releases and Earnings Guidance. The Audit Committee will review, in general, earnings press releases, and review and discuss with management and the independent auditors policies with respect to earnings press releases, financial information and earnings guidance provided to the public, analysts and ratings agencies.
4. Disclosure Controls and Procedures. The Audit Committee will as appropriate review and discuss the adequacy and effectiveness of the Company's disclosure controls and procedures.

C. Internal Controls

1. Internal Controls. The Audit Committee will as appropriate review and discuss with management, the internal auditors (if applicable) and the independent auditor the adequacy and effectiveness of the Company's internal controls, including any changes, significant deficiencies or material weaknesses in those controls reported by the independent auditor, the internal auditors (if applicable) or management and any special audit steps adopted in light of any material control deficiencies, and any fraud, whether or not material, that involves management or other Company employees who have a significant role in the Company's internal controls.
2. Internal Audit. The Audit Committee will:
 - Provide oversight of the internal audit function.
 - Review and discuss the performance and effectiveness of the internal audit function and any significant matters contained in reports from the internal audit function.
 - Assist Board oversight of the design and implementation of the internal audit function, including meeting periodically with the Company personnel primarily responsible for the design and implementation of the internal audit function and reviewing with the Board management's activities with respect to the design and implementation of the internal audit function.
 - Review with the independent auditor a discussion of management's plans with respect to the responsibilities, budget and staffing of the internal audit function and the Company's plans for the implementation of the internal audit function.
3. Complaints. The Audit Committee will establish and oversee procedures for the receipt, retention and treatment of complaints on accounting, internal accounting controls or audit matters, as well as for confidential and anonymous submissions by the Company's employees concerning questionable accounting or auditing matters.
4. Risk Assessment and Management. The Audit Committee will review and discuss with management and the independent auditor, as appropriate, the Company's guidelines and policies with respect to financial risk management and financial risk assessment, including the Company's major financial risk exposures and the steps taken by management to monitor and control these exposures.

D. General

1. Legal and Regulatory Compliance. The Audit Committee will:
 - Review and discuss with management, the internal auditors (if applicable) and the independent auditor (i) the overall adequacy and effectiveness of the Company’s legal, regulatory and ethical compliance programs, compliance with anti-bribery and anti-corruption laws and regulations, and compliance with export control regulations and (ii) reports regarding compliance with applicable laws, regulations and internal compliance programs.
 - Discuss with management and the independent 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.
 - Discuss with the Company’s senior legal officer any legal matters that may have a material impact on the financial statements or the Company’s compliance procedures.
2. Foreign Corrupt Practices Act. The Audit Committee will review and monitor compliance with the Company’s Foreign Corrupt Practices Act Compliance Policy.
3. Committee Charter Review. The Audit Committee will review and reassess, at least annually, the adequacy of this charter annually and will submit any recommended changes to the charter to the Board for approval.
4. Performance Review. The Audit Committee will review and assess, at least annually, the performance of the Audit Committee on an annual basis and report the results thereof to the full board.

Notwithstanding the foregoing, the Audit Committee’s responsibilities are those of oversight. Management of the Company is responsible for the preparation, presentation and integrity of the Company’s financial statements as well as the Company’s financial reporting process, accounting policies, internal audit function, internal accounting controls and disclosure controls and procedures. The independent auditor is responsible for performing an audit of the Company’s annual financial statements, expressing an opinion as to the conformity of such annual financial statements with GAAP and reviewing the Company’s quarterly financial statements. It is not the responsibility of the Audit Committee to plan or conduct audits or to determine that the Company’s financial statements and disclosures are complete and accurate or that they were prepared in accordance with GAAP and applicable laws, rules and regulations. Absent actual knowledge to the contrary, each member of the Audit Committee will be entitled to rely on the integrity of those persons within the Company and of the professionals and experts (including the Company’s internal auditor, if any, (or others responsible for the internal audit function, including contracted non-employee or audit or accounting firms engaged to provide internal audit services, if any), if any, and the Company’s independent auditor from which the Audit Committee receives information and, absent actual knowledge to the contrary, the accuracy of the financial and other information provided to the Audit Committee by such persons, professionals or experts.

Further, auditing literature, particularly Statement of Accounting Standards No. 100, defines the term “review” to include a particular set of required procedures to be undertaken by independent auditors. The members of the Audit Committee are not independent auditors, and the term “review” as used in this charter is not intended to have that meaning and should not be interpreted to suggest that the Audit

Committee members can or should follow the procedures required of auditors performing reviews of financial statements.

MEETINGS AND PROCEDURES

1. Meetings.

- The Audit Committee will meet at least once each fiscal quarter at such times and places as the Audit Committee determines. The chairperson of the Audit Committee will preside at each meeting. The chairperson will approve the agenda for the Audit Committee's meetings and any member may suggest items for consideration. If a chairperson is not designated or present, an acting chair may be designated by the Audit Committee members present. The Audit Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting in accordance with the Company's bylaws.
- The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meeting of the Board.
- The Audit Committee will meet periodically with members of management as deemed appropriate, the head of the internal audit department and the independent auditor in separate executive sessions.
- The Audit 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.

2. Reporting to the Board of Directors. The Audit Committee will report regularly to the Board with respect to the Audit Committee's activities and recommendations, including any material issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance of the finance team, the performance of the internal audit function and the performance and independence of the Company's independent auditor, as applicable.

3. Authority to Retain Advisors. The Audit Committee will have the authority to engage independent counsel or other advisors as it deems necessary or appropriate to carry out its duties. The Audit Committee will set the compensation, and oversee the work of, any independent counsel or other advisors retained by it. The Company will provide appropriate funding, as determined by the Audit Committee, to pay the independent auditor, any other registered public accounting firm and any independent counsel and any other outside advisors hired by the Audit Committee and any administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its activities.

4. Subcommittees. The Audit Committee may form subcommittees for any purpose that the Audit Committee deems appropriate and may delegate to such subcommittees such power and authority as the Audit 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 Audit Committee will not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Audit Committee as a whole.

5. Access. The Audit Committee will be given full access to the chairperson of the Board, management, the independent auditor and (if applicable) the internal auditors. The Audit Committee will also be given access (if applicable) to the Company's books, records, facilities and other personnel.
6. Compensation. Members of the Audit Committee will receive such fees, if any for their service as Audit Committee members as may be determined by the Board in its sole discretion. Members of the Audit Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof or as otherwise permitted by the applicable law, the rules of the SEC and the rules of the NYSE.