

CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF
OOMA, INC.

(Adopted and approved on September 5, 2018)

PURPOSE

The primary purpose of the Compensation Committee of the Board of Directors (the “**Board**”) of Ooma, Inc. (the “**Company**”) is to:

- Review and approve corporate goals and objectives relevant to the compensation of the Company’s Chief Executive Officer (“**CEO**”), evaluate the CEO’s performance in light of those goals and objectives, and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO’s compensation level based on this evaluation.
- Evaluate the performance, review and approve compensation recommendations for named executive officers and section 16 officers.
- Oversee the Company’s compensation policies and plans and benefits programs, and overall compensation philosophy.
- Recommend to the Board changes to the non-employee director compensation program.
- Prepare the report of the Compensation Committee required by the rules and regulations of the Securities and Exchange Commission (the “**SEC**”).

The Compensation Committee shall seek to ensure that the Company structures its compensation plans, policies and programs as to attract and retain the best available personnel for positions of substantial responsibility with the Company, to provide incentives for such persons to perform to the best of their abilities for the Company and to promote the success of the Company’s business. In reviewing and approving the Company’s overall executive compensation program, if applicable, the Compensation Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”).

The Compensation 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 Compensation Committee are subject to the restrictions designated in the Company’s Bylaws and by applicable law. Nothing in this charter shall be construed as precluding discussion of CEO compensation by the Board generally.

COMPOSITION

1. Membership and Appointment. The Compensation Committee shall consist of at least two members of the Board. Members of the Compensation 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. Each member of the Compensation Committee shall be independent in accordance with the rules of the New York Stock Exchange (the “NYSE”). In addition, at least two members of the Compensation Committee must meet the following criteria; provided, however, that the Company may avail of itself of any phase-in rules or interpretations applicable to newly-listed companies in connection with an initial public offering:
 - The “non-employee director” definition of Rule 16b-3 promulgated under Section 16 of the Exchange Act.
 - Such other qualifications as may be established by the Board from time to time, or as required by applicable law or the rules and regulations of the Securities and Exchange Commission (the “SEC”) or the NYSE.
3. Chairperson. The Board may designate a chairperson of the Compensation Committee. In the absence of that designation, the Compensation Committee may designate a chairperson by majority vote of the Compensation Committee members.

RESPONSIBILITIES

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

1. Determination of Compensation for Executive Officers. The Compensation Committee shall:
 - Determine the overall objectives of the Company’s executive officer compensation programs.
 - Ensure appropriate corporate performance measures, goals and objectives regarding executive officer compensation are set and used to measure the performance of executive officers.

- Conduct an annual review of the CEO's performance and review and approve the CEO's evaluation of the performance of the other executive officers, based on measurement against previously established corporate goals and objectives.
- Determine and approve annually the CEO's (1) base salary, (2) incentive bonus, including the specific goals and amount, (3) equity compensation, (4) any employment agreement, severance arrangement or change of control protections and (5) any other benefits, compensation or similar arrangements (including, without limitation, perquisites and any other form of compensation such as a signing bonus or payment of relocation costs). In determining the long-term incentive component of CEO compensation, the Compensation Committee may consider, among other things, the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the Company's CEO in past years. In evaluating and determining CEO compensation, the Compensation Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act, if such vote is required pursuant to applicable laws or such vote is voluntarily sought by the Company. The CEO may not be present during deliberations or voting on his or her compensation.
- In consultation with the CEO, review annually and approve items (1) through (5) in the previous bullet for the other individuals who are deemed to be "officers" of the Company under Rule 16a-1(f) promulgated under the Exchange Act or are otherwise named executive officers (the "**executive officers**"). An executive officer may not be present during deliberations or voting on such matters with respect to such executive officer. In evaluating and determining executive officer compensation, the Compensation Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act, if such vote is required pursuant to applicable laws or such vote is voluntarily sought by the Company.
- Review and approve any compensatory contracts or similar transactions or arrangements with current or former executive officers of the Company, including consulting arrangements, employment contracts, severance or termination arrangements, which shall include any benefits to be provided in connection with a change of control. In this regard, the Compensation Committee shall have the power and authority to adopt, amend and terminate such contracts, transactions or arrangements.

2. Oversight of Long Term Incentive Plans and Compensation and Benefits Structure. The Compensation Committee shall:

- Administer the Company's equity incentive plans pursuant to the plan terms and the authority delegated by the Board, including by:

- Approving grants of stock options, stock appreciation rights, restricted stock, restricted stock units or other equity compensation awards to individuals eligible for such grants; and
- Approving amendments to such stock options, stock appreciation rights, restricted stock, restricted stock units and other equity compensation awards;
- If desired by the Board or the Committee, delegating to appropriate executive officers of the Company the ability to grant equity compensation awards to non-executive officer employees of the Company pursuant to specific guidelines approved by the Board and/or the Committee; and
- Review and approve, and recommend to the Board for approval, any amendment to any of the Company's equity incentive plans.
- Review, approve and oversee the administration of all significant employee benefit plans for the Company, which includes the ability to adopt, amend and terminate such plans.
- Oversee the Company's overall compensation philosophy, compensation plans and benefits programs, and make recommendations to the Board with respect to improvements or changes to such plans or programs or the termination or adoption of plans or programs when appropriate.
- In connection with executive compensation programs:
 - Review and approve, or recommend to the Board for approval, new executive compensation programs, subject to any required stockholder approval;
 - Review on a periodic basis the operations of the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s);
 - Establish and periodically review policies for the administration of executive compensation programs; and
 - Take steps to modify any executive compensation program that yields payments and benefits that are not reasonably related to executive and corporate performance.
- Periodically review executive total compensation levels, including:
 - Conducting comparative analyses of total compensation relative to market;
 - Quantifying payouts to executives under performance-based incentive plans and total payments under a variety of termination conditions; and

- Considering the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act, if such vote is required pursuant to applicable laws or such vote is voluntarily sought by the Company.
 - Jointly with the nominating and governance 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.
 - Review non-employee director compensation and make recommendations to the Board.
 - Review and discuss annually with management the risks arising from the Company's compensation philosophy and practices applicable to all employees to determine whether they encourage excessive risk-taking and to consider compensation policies and practices that could mitigate such risks.
3. Compliance and Governance Issues. The Compensation Committee shall:
- Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and related disclosures required by the rules and regulations of the SEC, to the extent required of the Company. The Compensation Committee will also review and recommend the final CD&A to the Board for inclusion in the Company's annual report on Form 10-K or proxy statement, to the extent required of the Company.
 - Prepare the Compensation Committee Report required by the rules and regulations of the SEC to be included with the Company's annual report on Form 10-K or proxy statement.
 - Make recommendations to the Board as to proposals regarding the Company's submissions to stockholders on executive compensation matters, including the Say on Pay Vote and the frequency of the Say on Pay Vote, incentive and other executive compensation plans, and amendments to such plans (to the extent required), and engagement with proxy advisory firms and other stockholder groups on executive compensation matters.

MEETINGS, STRUCTURE AND PROCEDURES

1. Meetings.
- The Compensation Committee shall conduct its business in accordance with this charter, the Company's Bylaws and any direction by the Board. The Compensation Committee will set its own schedule of meetings and will meet at least four times per year, with the option of holding additional meetings at such times as it deems necessary or appropriate. The chairperson of the Compensation Committee shall

preside at each meeting. The chairperson will approve the agenda for the Compensation 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 Compensation Committee members present. The Compensation Committee may act by unanimous 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 Compensation Committee if it has been executed by each Compensation Committee member 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 Compensation Committee shall cause to be kept written minutes of its proceedings, which minutes will be filed with the minutes of the meeting of the Board.
 - As part of its review and establishment of the performance criteria and compensation of designated key executives, the Compensation Committee should meet separately at least on an annual basis with the CEO and any other corporate officers as it deems appropriate. However, the Compensation Committee should meet regularly without such officers present, and in all cases such officers shall not be present at meetings at which their performance and compensation are being deliberated and determined.
 - The Compensation 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 Compensation Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities, including non-employee directors who are not members of the Compensation Committee.
2. Reporting to the Board of Directors. The Compensation Committee shall report regularly to the Board (i) following meetings of the Compensation Committee, (ii) with respect to such other matters as are relevant to the Compensation Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Compensation Committee may deem appropriate.
3. Authority to Retain Advisors.
- The Compensation Committee shall have the authority, in its sole discretion, to select and retain any compensation consultant, outside legal counsel and such other advisors as necessary to assist with the execution of its duties and responsibilities as set forth in this charter. The Compensation Committee shall have direct responsibility for and shall set the compensation and oversee the work of any compensation consultants, outside legal counsel and such other advisors retained by the Compensation Committee. The Company will provide appropriate funding, as determined by the Compensation Committee, to pay any such compensation consultant, outside legal counsel or any other outside advisors hired by the Compensation Committee and any

administrative expenses of the Compensation Committee that the Compensation Committee determines are necessary or appropriate in carrying out its activities.

- Prior to selecting and receiving advice from compensation consultants, outside legal counsel and other advisors (other than the Company's in-house legal counsel), the Compensation Committee must take into consideration the independence factors set forth in the applicable rules of the SEC and the listing standards of the NYSE. The Compensation Committee may retain, or receive advice from, any compensation advisor it prefers, including advisors that are not independent, after considering the requisite independence factors. The Compensation Committee is not required to assess the independence of any compensation consultant or other advisor that only provides advice with respect to a plan that does not discriminate in favor of executive officers or directors and that is generally available to all salaried employees. The Compensation Committee also is not required to assess the independence of any such consultant or advisor that provides information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.
 - The Compensation Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.
4. Subcommittees. The Compensation Committee may form subcommittees for any purpose that the Compensation Committee deems appropriate and may delegate to such subcommittees such power and authority as the Compensation Committee deems appropriate. The Compensation Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Compensation Committee as a whole.
 5. Committee Charter Review. The Compensation Committee shall review and reassess the adequacy of this charter annually and shall submit any recommended changes to the charter to the Board for approval.
 6. Performance Review. The Compensation Committee shall perform an annual evaluation of its own performance, which shall compare the performance of the Compensation Committee with the requirements of this charter. The report to the Board may take the form of an oral report by the chairperson of the Compensation Committee or any other member of the Compensation Committee designated by the Compensation Committee to make this report.
 7. Compensation. Members of the Compensation Committee shall receive such fees, if any, for their service as Compensation Committee members as may be determined by the Board (or a committee thereof) in its sole discretion.