

**8X8, INC.**  
**AMENDED AND RESTATED CHARTER OF THE COMPENSATION COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

(as amended on January 28, 2020)

**I. PURPOSE**

This Charter specifies the scope of the responsibilities of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of 8x8, Inc. (the "Company") and the manner in which those responsibilities shall be performed, including the structure, processes and membership requirements of the Committee.

The primary purpose of the Committee is to discharge the Board's responsibilities relating to compensation and benefits of the Company's executive officers. In carrying out these responsibilities, the Committee shall review all components of executive officer compensation for consistency with the Committee's compensation philosophy as in effect from time to time.

The Committee is also responsible for producing an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations.

**II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS**

The Committee shall be comprised of at least two directors, each of whom shall meet the (i) independent director definition of Section 303A.02(a)(ii) of the listed company manual of the New York Stock Exchange (the "NYSE", and such manual, the "Listed Company Manual"), (ii) non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended, and (iii) to the extent deemed necessary or appropriate by the Board to continue to administer grandfathered performance-based compensation, the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended, provided that one director who does not meet the independence criteria of the NYSE may, subject to approval of the Board, serve on the Committee as provided in Section 303A.00 of the Listed Company Manual. A director shall not serve as a member of the Committee if the chief executive officer ("CEO") or another executive officer of the Company serves on the compensation committee of another company that employs that director as an executive officer. Each member of the Committee must not accept directly or indirectly any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof, outside of the Company's director compensation program.

The members shall be appointed by the Board on the recommendation of the Governance and Nominating Committee and shall serve until their successors are duly elected and qualified or their earlier resignation or removal. Any member of the Committee may be replaced by the Board on the recommendation of the Governance and Nominating Committee. Unless a chairman is elected by the Board, the members of the Committee may designate a chairman by the majority vote of the full Committee membership. The Committee may from time to time

delegate duties or responsibilities to subcommittees or to one member of the Committee, provided such delegation does not violate NYSE rules. The Committee reports to the Board.

### **III. MEETINGS**

The Committee shall meet as often as it deems appropriate, but not less frequently than once each year to review the compensation of the executive officers, and, as it deems appropriate, other employees of the Company, and otherwise perform its duties under this Charter.

A majority of the members shall represent a quorum of the Committee, and, if a quorum is present, any action approved by at least a majority of the members present shall represent the valid action of the Committee. Any actions taken by the Committee during any period in which one or more members fail for any reason to meet the membership requirements set forth above shall be nonetheless duly authorized actions of the Committee for all corporate purposes.

The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee will also record its summaries of recommendations to the Board in written form, which will be incorporated as part of the minutes of the Board meeting at which those recommendations are presented.

The CEO may not be present during voting or deliberations on his or her compensation.

### **IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES**

To fulfill its responsibilities and duties, the Committee shall:

1. Review, on at least an annual basis, all compensation for the CEO, including but not limited to the CEO's annual base salary, incentive-based compensation, equity-based compensation, and annual and long-term corporate performance objectives and goals relevant to compensation for the CEO, and recommended amendments to equity-based compensation plans and any modifications to the incentive bonus plans that impact the CEO (such compensation, the "CEO Compensation");
2. Consider, in determining the long-term incentive component of compensation for the CEO, the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the Company's CEO in past years, as well as any additional factors that the Committee deems relevant;
3. Evaluate, on at least an annual basis, the CEO's performance against the CEO's performance goals and objectives (such evaluation, the "CEO Evaluation");
4. Recommend to the Board for approval by its independent members, on at least an annual basis: (A) the CEO Compensation and (B) the CEO Evaluation and the associated compensatory payouts;

5. Determine and approve all compensation for all non-CEO employees who are at the Senior Vice President level or above, including but not limited to their annual base salary, incentive-based compensation, equity-based compensation, and annual and long-term performance objectives and goals relevant to their compensation, and evaluate their performance against such performance goals and objectives. In determining and evaluating the compensation of the Company's named executive officers, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act, as well as other factors it determines relevant for the named executive officers and other individuals at the Senior Vice President level or above, including, without limitation, the Company's performance, incentive awards granted to Senior Vice Presidents and above at comparable companies, equity and incentive awards granted to Senior Vice Presidents and above in past years, and the value of any severance arrangements;
6. Administer the Company's stock-based award and employee stock purchase plans as well the Company's incentive bonus plans, and make recommendations to the Board regarding amendments to the Company's stock-based compensation plans;
7. Approve all employment, severance, or change-in-control agreements, special or supplemental benefits, or provisions including the same, applicable to non-CEO employees who are at the Senior Vice President level or above, and review and recommend to the Board for approval by its independent members such arrangements applicable to the CEO;
8. Periodically review and advise the Board concerning both regional and industry-wide compensation practices and trends in order to assess the adequacy and competitiveness of the Company's compensation programs for the CEO and other employees who are at the Senior Vice President level or above relative to comparable companies in the Company's industry;
9. Review and recommend to the Board for approval by its independent members the compensation program for non-employee directors based on consideration of the amount of time that the directors expend in fulfilling their duties, the skill-level required of members of the Board, and the practices of the Company's peers, among other factors, at least once every two years;
10. Conduct an annual review and approve the Company's compensation strategy, including a review of the Company's compensation peer group used for comparative purposes and a review of the Company's compensation-related risk profile;
11. Prepare an annual report on executive compensation for inclusion in the Company's proxy statement for the annual meeting of stockholders, in accordance with applicable rules and regulations, including but not limited to Item 407(e)(5) of Regulation S-K;

12. Review and reassess the adequacy of this Charter on an annual basis and at such other times as deemed appropriate, and recommend any proposed changes to the Board for approval;
13. Review and evaluate the Committee's own performance and the contributions of individual directors that sit on the Committee on an annual basis, in accordance with the Company's Governance Principles and the Governance and Nominating Committee's performance evaluation procedures;
14. Administer and periodically review the Company's stock ownership guidelines for non-employee directors, and recommend changes to such guidelines to the Board;
15. Review and revise the Company's policies regarding hedging of the Company's securities as it deems necessary and appropriate;
16. Perform such other activities consistent with this Charter, the Company's bylaws and governing law, as the Committee or the Board deems necessary or appropriate; and
17. Make regular reports to the Board regarding the foregoing.

## **V. COMMITTEE RESOURCES**

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel and other adviser retained by the Committee. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee. The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee, only after taking into consideration the following independence factors:

- A. The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- B. The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- C. The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- D. Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;

- E. Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- F. Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

Notwithstanding the foregoing, the Committee is not required to conduct the independence assessment described above with respect to (i) in-house legal counsel or (ii) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: (A) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees, or (B) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice.

Nothing in this Charter shall be construed to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, independent legal counsel or other adviser to the Committee or to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties. Moreover, nothing in this Charter requires a compensation consultant, legal counsel or other compensation adviser to be independent. Instead, it only requires that the Committee consider the enumerated independence factors before selecting or receiving advice from a compensation adviser. The Committee may select or receive advice from any compensation adviser they prefer including ones that are not independent, after considering the independence factors enumerated above.