

## 8x8, Inc.

### Corporate Governance Principles

(as amended on January 28, 2020)

#### General

1. Governance Principles. These Corporate Governance Principles (“Governance Principles”) were developed by the Governance and Nominating Committee of 8x8, Inc. (the “Company”) pursuant to authority delegated to it by the Company’s board of directors (the “Board”) under the Governance and Nominating Committee Charter. These Governance Principles were adopted by the Board on May 18, 2016 and were last updated on the date set forth above. The Board believes that these Governance Principles provide a useful framework for corporate governance, but they are not legally binding obligations and should be interpreted in the context of all applicable laws and the Company’s certificate of incorporation, bylaws and other corporate governance documents.

2. Overview of the Board. The Board, which is elected by the stockholders, is the ultimate decision-making body of the Company, except with respect to those matters reserved to the stockholders. The Board selects the Chief Executive Officer, who is charged with the conduct of the Company’s business. The Board acts as an advisor and counselor to senior management and ultimately monitors its performance. The fundamental objective of the Board is to build long-term sustainable growth in stockholder value for the Company.

#### Size, Composition and Independence of the Board

3. Size of the Board. As of the last update of these Governance Principles, the Board consisted of eight (8) members. The Board periodically reviews its size, assesses its ability to function effectively and determines whether any changes to the size of the Board are appropriate, for example to bring new or specialized skills and talent to the Board.

4. Membership Qualifications and Board Balance. The Board, with input from the Governance and Nominating Committee, is responsible for periodically determining the appropriate skills, perspectives, experiences, and characteristics required of Board candidates, taking into account the Company’s needs and the current make-up of the Board. Attributes, criteria and qualifications considered by the Board include: knowledge, experience, and skills in areas critical to understanding the Company and its business; personal and professional integrity and judgment; diversity (including not just respect to race and gender, but also with respect to viewpoints, experiences, backgrounds, skills

and other qualities and attributes); time availability in light of the candidates' other commitments, particularly with respect to service on the boards of other publicly-held companies; and potential conflicts of interest. The Board believes that it is important to strike the right balance in its composition to ensure that there is an appropriate range and mix of expertise, diversity and knowledge. Each Board member is expected to ensure that other existing and planned future commitments do not materially interfere with the member's service as a director and that he or she devotes the time necessary to discharge his or her duties as a director. The Governance and Nominating Committee is responsible for periodically reviewing these qualification guidelines and recommending changes to the Board.

**5. Other Directorships.** Directors should advise the Chairman of the Governance and Nominating Committee in advance of accepting an invitation to serve on another public company board. There should be an opportunity for the Board, through the Governance and Nominating Committee, to review the director's availability to fulfill his or her responsibilities as a director if he or she serves on more than three other public company boards.

**6. Director Selection.** The Board is responsible for selecting and nominating candidates for election by the stockholders and for filling vacancies on the Board. The Governance and Nominating Committee will recommend to the Board nominees for election, based on the need for new Board members identified by the Governance and Nominating Committee, the Chairman (and, in the event the positions of Chairman and Chief Executive Officer are held by the same person, the Lead Independent Director) or other Board members, as well as incumbent directors for re-election, as appropriate. In selecting individuals for nomination, the Governance and Nominating Committee will seek the input of the Chairman of the Board (and, in the event the positions of Chairman and Chief Executive Officer are held by the same person, the Lead Independent Director) and will consider individuals recommended for Board membership by the Company's stockholders in accordance with the Company's Bylaws and applicable law. The Governance and Nominating Committee will determine if any Board members have relationships with preferred candidates who can help initiate contact with such candidates. The Governance and Nominating Committee may also use a third-party search firm to assist in identifying and contacting preferred candidates. Prospective candidates will be interviewed by the Chairman of the Board, Chief Executive Officer (and, in the event the positions of Chairman and Chief Executive Officer are held by the same person, the Lead Independent Director) and at least one member of the Governance and Nominating Committee. During the selection process, the full Board will be informally kept informed of progress. The Governance and Nominating Committee will meet to consider and approve final candidate(s) and seek Board endorsement of the selected candidate(s). Once a candidate is selected to join the Board, or to stand for election or re-election, as applicable, the Chairman of the Board and/or the Lead Independent Director will extend the invitation to join the Board, or to stand for election or re-election, on the Board's behalf.

7. Majority of Independent Directors. As a matter of policy, the Board believes that a substantial majority of the directors should be independent within the meaning of the rules of the New York Stock Exchange and the applicable independence requirements of the federal securities laws and rules thereunder. On an annual basis, with input and a recommendation from the Governance and Nominating Committee, the Board will determine whether each outside director meets the definition of independence and will disclose its determination.

8. Term Limits. The Board does not believe it should establish term limits. While term limits could help ensure fresh ideas, they also would force the Board to lose the contributions of directors who have developed an insight into the Company. As an alternative to term limits, the Governance and Nominating Committee will review a director's continuation on the Board whenever the director experiences a change in professional responsibilities, as a way to assure that the director's skills and experience continue to match the needs of the Board. In addition, in connection with nomination of the slate of directors that the Board proposes for election by stockholders each year, the Governance and Nominating Committee will consider the appropriateness of re-nominated directors' continuation on the Board and take steps as may be appropriate to ensure that the Board remains open to new ideas.

9. Change in Professional Responsibilities. It is the view of the Board that each director who experiences a change in his or her business or professional affiliation or responsibilities should bring this change to the attention of the Board. The Board does not believe that each director who retires or has a change in position or responsibilities should necessarily leave the Board. The Governance and Nominating Committee will, however, review the continued appropriateness of Board membership under these circumstances and make a recommendation to the Board. This same guideline applies to any inside directors, including the Chief Executive Officer of the Company, in the event he or she no longer serves in that position. A former Chief Executive Officer serving on the Board will be considered an inside director.

10. Conflicts of Interest. The Board will determine, or may delegate to the Audit Committee to determine, on a case-by-case basis whether a conflict of interest exists. Each director will advise the Board of any situation that could potentially be a conflict of interest and will not vote on an issue in which he or she has an interest.

11. Stock Ownership Guidelines. It is the intention of the Company that the interests of the directors and executive be aligned with those of stockholders. Therefore, the Board has adopted a policy requiring all non-employee directors to hold a number of shares of common stock with a value equal to \$200,000 measured annually at the end of each fiscal year, beginning with the fiscal year end following the fifth anniversary of the director's election to the Board. The shares counted towards satisfaction of the ownership requirement include shares held by the non-employee director and his or her immediate family members residing in the same household, and shares held in trust

for the benefit of the non-employee director and his or her immediate family members residing in the same household.

12. Director Compensation. The Compensation Committee should review the compensation of directors and make a recommendation on director compensation to the Board, at least every two years.

13. Selection of Chairman of the Board. The Board shall appoint a Chairman of the Board. It is not required that the role of the Chairman of the Board be held by a non-employee director.

14. Lead Independent Director. The Board will select a Lead Independent Director from the independent directors if the positions of Chairman and Chief Executive Officer are held by the same person or both are held by insiders.

#### Board and Committee Functions

15. Annual Meeting Attendance. All Board members are encouraged to attend the Annual Meeting of Stockholders of the Company.

16. Agenda. The Chief Executive Officer, with approval from the Chairman of the Board or the Lead Independent director, shall set the agenda for Board meetings with the understanding that the Board is responsible for providing suggestions for agenda items that are aligned with the advisory and monitoring functions of the Board. Agenda items that fall within the scope of responsibilities of any committee of the Board (each, a "Committee") are reviewed with the chair of that Committee. Any member of the Board may request that an item be included on the agenda.

17. Board Materials. Board materials related to agenda items shall be provided to Board members sufficiently in advance of Board meetings to allow the directors to prepare for discussion of the items at the meeting. When appropriate, sensitive subject matters may be discussed at a meeting without advance distribution of written materials.

18. Director Responsibilities. Board members must exercise their business judgment to act in the best interests of the stockholders and the Company. In discharging this obligation, Board members reasonably may rely on the Company's senior executives and its advisors and auditors. Directors are expected to attend and participate in all meetings of the Board and of any Committees on which they serve and to spend the time needed and prepare for, including by reviewing meeting materials in advance of such meetings, and meet as frequently as necessary to discharge their responsibilities.

19. Board's Role in Oversight of Risk. The Board is responsible for overseeing the Company's risk management program. The Board is consulted on any matters which might result in material financial changes, investments or our strategic direction of the Company. The Board oversees these risks through its interaction with senior management which occurs at formal Board meetings and committee meetings, and through other periodic written and oral communications. Additionally, the Board has delegated some of its risk oversight activities to its committees. For example, the Compensation Committee considers the risks associated with compensation for our executive officers and directors, including whether any of our compensation policies has the potential to encourage excessive risk-taking. The Audit Committee oversees compliance with our Code of Business Conduct and Ethics, our financial reporting process and our systems of internal controls and reviews with management our major risk exposures and the steps taken to control such exposures.

20. Board Meetings. At the invitation of the Board, members of senior management recommended by the Chief Executive Officer shall attend Board meetings or portions thereof for the purpose of participating in discussions. Generally, presentations of matters to be considered by the Board are made by the manager responsible for that area of the Company's operations.

21. Director Access to Management and Independent Advisors. In addition, Board members have free access to all other members of management and employees of the Company. Board members will exercise their judgment to ensure that this access does not impede or interfere with the conduct of the Company's business and is coordinated, where possible, through the Chief Executive Officer, so as not to undermine normal lines of management authority. As necessary and appropriate, each Committee may retain and consult with independent legal, financial, accounting and other advisors to assist in their duties to the Company and its stockholders. The Company shall pay the professional fees and reasonable expenses of any such independent advisors retained by any Committee.

22. Executive Sessions. Executive sessions or meetings of non-employee directors without management present are held regularly (at least four times a year) to discuss such topics as the independent directors determine. The Chairman, if a non-employee director, or the Lead Independent Director, if one shall be appointed by the Board, shall preside over these sessions. In the absence of the Chairman or the Lead Independent Director, the Chair of the Governance and Nominating Committee shall preside over these sessions. Meetings are held from time to time with the Chief Executive Officer for a general discussion of relevant subjects.

23. Committees. It is the general policy of the Company that all major decisions be considered by the Board as a whole. As a consequence, the Committee structure is limited to those Committees considered to be basic to, or required or appropriate for, the operation of the Company. Currently these Committees are the Audit Committee,

Compensation Committee and the Governance and Nominating Committee. The members and chairs of these Committees are recommended to the Board by the Governance and Nominating Committee according to the criteria set forth in the applicable Committee charter and such other criteria as are determined to be appropriate in light of the responsibilities of each Committee. The Audit Committee, Compensation Committee and Governance and Nominating Committee are made up of only independent directors. The responsibilities of each of the Committees are determined by the Board from time to time and set forth in Committee charters.

The frequency, length and agenda of meetings of each of the Committees are determined by the chair of the Committee. Sufficient time to consider the agenda items is provided. Materials related to agenda items are provided to the Committee members sufficiently in advance of the meeting where necessary to allow the members to prepare for discussion of the items at the meeting.

24. Chief Executive Officer Performance Goals and Annual Evaluation. The Compensation Committee is responsible for setting annual and long-term performance goals for the Chief Executive Officer and for evaluating his or her performance against such goals. The Committee meets annually with the Chief Executive Officer to receive his or her recommendations concerning such goals. Both the goals and the evaluation are then submitted for consideration by the independent directors at a meeting or executive session of that group. The Committee then meets with the Chief Executive Officer to evaluate his or her performance against such goals.

25. Senior Management Performance Goals. The Compensation Committee also is responsible for setting annual and long-term performance goals and compensation for the direct reports to the Chief Executive Officer and for evaluating performance against such goals.

26. Succession Planning. As part of the annual officer evaluation process, The Governance and Nominating Committee, with input from the Compensation Committee from their annual officer evaluation process, will work with the Chief Executive Officer to plan for Chief Executive Officer succession, as well as to develop plans for interim succession for the Chief Executive Officer in the event of an unexpected occurrence. Succession planning may be reviewed more frequently by the Board as it deems warranted.

27. Director Orientation and Continuing Education. The Governance and Nominating Committee and management are responsible for director orientation programs and for director continuing education programs to assist directors in maintaining skills necessary or appropriate for the performance of their responsibilities. In addition to the continuing education programs offered to directors by the Company, the Board encourages its members to participate in continuing education programs offered by

third parties. Directors may attend relevant continuing education programs at the expense of the Company.

28. Board and Committee Self-Evaluation. The Board and each Committee shall conduct a self-evaluation of its performance and the contribution of individual directors at least annually. This self-evaluation should generally include an assessment of compliance with these Governance Principles, as well as identification of areas in which the Board or Committee can improve its performance. The Nomination and Governance Committee shall adopt procedures for these performance evaluations, review the results of evaluations for the Board and each Committee and make recommendations to the Board for improvements in such manner as it deems appropriate.

### Miscellaneous

29. Communication with Stakeholders. The Chief Executive Officer is responsible for establishing effective communications with the Company's stakeholder groups, i.e., stockholders, institutional investors, customers, Company associates, communities, suppliers, creditors, governments, the media and corporate partners. It is the policy of the Company that management speaks for the Company. This policy does not preclude non-employee directors, including the Chairman of the Board or the Lead Independent director, from meeting with stakeholders, but it is suggested that in most circumstances any such meetings be held with management present.

30. Review of Principles. The Nominating and Governance Committee shall review these Governance Principles and recommend changes to the Board from time to time as appropriate and at least every two years.