

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

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 its structure, processes and membership requirements.

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 Rule 5605(a)(2) of the listing standards of the Nasdaq Stock Market (“Nasdaq”), (ii) non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended, and (iii) 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 Nasdaq may, subject to approval of the Board, serve on the Committee pursuant to, and subject to the limitations under, the “exceptional and limited circumstances” exception as provided under the rules of Nasdaq. 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.

The members shall be appointed by the Board on the recommendation of the 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 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 the Nasdaq listing rules.

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. Recommend to the Board for determination all compensation for the CEO, including incentive-based and equity-based compensation;
2. Review and approve annual performance objectives and goals relevant to compensation for the CEO and evaluate the performance of the CEO in light of these goals and objectives;
3. 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;
4. Make recommendations to the Board regarding incentive-based or equity-based compensation plans;
5. Make recommendations to the Board regarding salaries, incentive and equity awards and all other compensation for other executive officers, and oversee the evaluation of management;
6. Approve all employment, severance, or change-in-control agreements, special or supplemental benefits, or provisions including the same, applicable to executive officers;
7. Periodically review and advise the Board concerning both regional and industrywide compensation practices and trends in order to assess the

adequacy and competitiveness of the Company's compensation programs for the CEO and other executive officers relative to comparable companies in the Company's industry;

8. 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;
9. 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;
10. Make regular reports to the Board regarding the foregoing;
11. 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; and
12. Review and evaluate the Committee's own performance on an annual basis.

V. COMMITTEE RESOURCES

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, 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, 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 compensation committee, other than in-house legal counsel, only after taking into consideration the factors set forth in Rule 5605(d)(3)(D) of the Nasdaq listing rules.

Approved by the Board of Directors on May 21, 2013