

8x8, Inc.

Corporate Governance Principles

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 first 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. It selects the Chief Executive Officer and other members of the senior management team, which is charged with the conduct of the Company’s business. Having selected the senior management team, 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 seven (7) 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.
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 current make-up of the Board. This assessment should include knowledge, experience, and skills in areas critical to understanding the Company and its business; personal characteristics, such as integrity and judgment; and candidates’ commitments to the boards of other publicly-held companies. 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 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 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 Nasdaq Marketplace Rules. The Board also 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. 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 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 determines, 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. 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.
12. 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.
13. 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

14. Annual Meeting Attendance. All Board members are encouraged to attend the Annual Meeting of Stockholders.
15. 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 a Board Committee are reviewed with the chair of that Committee. Any member of the Board may request that an item be included on the agenda.

16. 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.
17. 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.
18. Director Access to Corporate and Independent Advisors. In addition, Board members have free access to all other members of management and employees of the Company and, as necessary and appropriate, Board members may retain and consult with independent legal, financial, accounting and other advisors to assist in their duties to the Company and its stockholders.
19. Executive Sessions. Executive sessions or meetings of non-employee directors without management present are held regularly (at least four times a year) to review the report of the independent registered public accounting firm, the criteria upon which the performance of the Chief Executive Officer and other senior managers is based, the performance of the Chief Executive Officer against such criteria, the compensation of the Chief Executive Officer and other senior managers, and any other relevant matters. Meetings are held from time to time with the Chief Executive Officer for a general discussion of relevant subjects.
20. 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 of the Board 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. 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.
21. 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.

22. 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. These decisions are approved or ratified by action of the independent directors at a meeting or executive session of that group.
23. Succession Planning. As part of the annual officer evaluation process, and with guidance from the Governance and Nominating Committee, the Compensation Committee works with the Chief Executive Officer to plan for CEO succession, as well as to develop plans for interim succession for the CEO in the event of an unexpected occurrence. Succession planning may be reviewed more frequently by the Board as it deems warranted.
24. 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.
25. Board and Committee Self-Evaluation. The Board and each Committee shall conduct a self-evaluation of its performance 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

26. Communication with Stakeholders. The Chief Executive Officer is responsible for establishing effective communications with the Company's stakeholder groups, i.e., stockholders, customers, Company associates, communities, suppliers, creditors, governments 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 stockholders, but it is suggested that in most circumstances any such meetings be held with management present.
27. 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.