

On September 8, 2023, the Board of Directors (the "Board") of Ooma, Inc. (the "Company") approved amendments to the Company's Amended and Restated Bylaws (as so amended, the "Amended Bylaws"), which became effective immediately. Among other things, the amendments:

- revise and adopt certain provisions to reflect Rule 14a-19 (the "Universal Proxy Rules") promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including applicable notice and solicitation requirements, and provide the Company with remedies if a stockholder fails to satisfy the Universal Proxy Rules requirements;
- enhance certain procedural mechanics and disclosure requirements in connection with stockholder submissions of proposals regarding certain business to be conducted at annual meetings of stockholders, including required disclosures and representations by proposing stockholders and their associates, such as, among other items, (i) disclosure relating to arrangements between or among the proposing stockholder and their associates and any of their respective affiliates or associates, on one hand, and any other persons, on the other hand, in connection with the proposal, (ii) disclosure of any direct or indirect material interest in any material agreement with the Company or any affiliate or any principal competitor of the Company, (iii) disclosure of any other material relationship between proposing stockholder or its associates, on the one hand, and the Company or any affiliate or principal competitor of the Company, on the other hand, and (iv) information that would be required to be in a Schedule 13D if such a statement were required to be filed under the Exchange Act and the rules and regulations thereunder by the stockholder or its associates;
- enhance certain procedural mechanics and disclosure requirements in connection with stockholder nominations of directors, including requiring additional background information, disclosures, and representations from director nominees, such as a description of all direct and indirect compensation and other material monetary arrangements during the past three years, and any other material relationships between or among the stockholder or any of their affiliates or associates, on the one hand, and each proposed nominee and such nominee's affiliates and associates, on the other hand, and a description of any position of such proposed nominee as an officer or director of any principal competitor of the Company within the past three years;
- require that the number of nominees a stockholder may nominate for election at a stockholder meeting may not exceed the number of directors to be elected at such meeting;
- require that any stockholder directly or indirectly soliciting proxies from other stockholders must use a proxy card color other than white, with the white proxy card being reserved for exclusive use by the Board;
- eliminate provisions regarding the availability of the list of stockholders entitled to vote at a meeting of stockholders to align with recent amendments to the General Corporation Law of the State of Delaware; and
- require that directors maintain the confidentiality of any non-public information learned in their capacities as directors and provide that the Board may adopt a board confidentiality policy to implement and interpret this bylaw and make ineligible to be nominated to serve as a director any director who is determined by a majority of the Board to have violated this bylaw or a board confidentiality policy in the preceding five years absent a prior waiver by directors representing two-thirds of the total authorized number of directors of the Board.

The Amended Bylaws also include certain technical, conforming, modernizing or clarifying changes.