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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No.    )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

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Ribbon Communications Inc.

(Name of Registrant as Specified in Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a6(i)(1) and 0-11.
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RIBBON COMMUNICATIONS INC.  
6500 CHASE OAKS BLVD.  
SUITE 100  
PLANO, TX 75023

# Your **Vote** Counts!

**RIBBON COMMUNICATIONS INC.**

2022 Annual Meeting

Vote by May 24, 2022

11:59 PM ET



## You invested in RIBBON COMMUNICATIONS INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on May 25, 2022.**

### Get informed before you vote

View the Notice & Proxy Statement, 2021 Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 11, 2022. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and vote without entering a control number



#### Vote Virtually at the Meeting\*

May 25, 2022

10:00 AM EDT

Virtually at:

[www.virtualshareholdermeeting.com/RBBN2022](http://www.virtualshareholdermeeting.com/RBBN2022)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommendations
1. Election of Directors <b>Nominees:</b>	
1a. Mariano S. de Beer	✔ For
1b. R. Stewart Ewing, Jr.	✔ For
1c. Bruns H. Grayson	✔ For
1d. Beatriz V. Infante	✔ For
1e. Bruce W. McClelland	✔ For
1f. Shaul Shani	✔ For
1g. Richard W. Smith	✔ For
1h. Tanya Tamone	✔ For
2. To ratify the appointment of Deloitte & Touche LLP as Ribbon Communications' independent registered public accounting firm for the fiscal year ending December 31, 2022.	✔ For
3. To approve, on a non-binding, advisory basis, the compensation of Ribbon Communications' named executive officers as disclosed in the "Compensation Discussion and Analysis" section and the accompanying compensation tables and related narratives contained in the Proxy Statement.	✔ For
4. To approve an amendment to the Ribbon Communications Inc. Amended and Restated 2019 Incentive Award Plan to add additional shares.	✔ For

**NOTE:** In their discretion, the proxy holders are authorized to vote upon other business, if any, that may properly come before the meeting and any adjournments, continuations, or postponements thereof.

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Sign up for E-delivery".