

**CHARTER OF THE TECHNOLOGY AND INNOVATION
COMMITTEE OF THE BOARD OF DIRECTORS
OF RIBBON COMMUNICATIONS INC.**

This charter is intended as a component of the flexible governance framework within which the Board of Directors of Ribbon Communications Inc., assisted by its committees, oversees the affairs of Ribbon Communications Inc. While it should be interpreted in the context of the Company's Amended and Restated Certificate of Incorporation, as may be amended from time to time and Amended and Restated By-laws, as may be amended from time to time, this charter is not intended to establish by its own force any legally binding obligation.

I. PURPOSES AND AUTHORITY.

The Technology Committee (the "**Committee**") is appointed by the Board of Directors (the "**Board**") of Ribbon Communications Inc. (the "**Company**") for the purposes of assisting the Board's oversight of the Company's technology and innovation strategy and significant investments in support of such strategy to the Company's global business and operational requirements as described in more detail in this charter under "Key Responsibilities." The Committee shall exercise its business judgment in carrying out the responsibilities described in this charter in a manner the Committee members reasonably believe to be in the best interest of the Company and its stockholders.

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company, and, subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter necessary or appropriate to the accomplishment of its purposes. The Committee has the power to retain outside counsel, director search and recruitment consultants, and other advisors hired to assist the Committee, who shall be accountable ultimately to the Committee. The Company shall provide adequate resources to support the Committee's activities, including compensation of the Committee's counsel, consultants and other advisors.

The Committee shall conduct a periodic review of the adequacy of this charter and recommend to the Board any amendments of this charter as the Committee deems appropriate.

II. COMPOSITION.

The Committee shall be composed of at least two members of the Board (including a Chairperson).

Except as otherwise directed by the Board, a director selected as a Committee member shall continue to be a member for as long as he or she remains a director of the Company or until his or her earlier resignation or removal from the Committee. Any member may be removed from the Committee by the Board, with or without cause, at any time. The Chair of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board, and shall preside at meetings of the Committee and shall have the authority to convene meetings, set agendas for meetings and determine the Committee's information needs, except as otherwise

provided by action of the Committee. In the absence of the Chair at a duly convened meeting, the Committee may select a temporary substitute from among its members to serve as chair of the meeting. The Board may designate one or more directors as alternate members of the Committee, who may replace any absent or disqualified member or members at any meeting of the Committee.

III. MEETINGS AND OPERATIONS.

The Committee shall meet as often as it deems necessary to enable it to fulfill its responsibilities.

The Committee shall establish its own schedule of meetings. Notice of meetings shall be given to all Committee members or may be waived. The Committee may meet by telephone conference call or by any other means permitted by law or the Company's Amended and Restated Bylaws. A majority of the members of the Committee shall constitute a quorum for a meeting. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Subject to the Company's Amended and Restated Bylaws, the Committee may act by unanimous written consent of all members in lieu of a meeting. The Committee shall otherwise establish its own rules of procedure.

The Committee, by resolution approved by a majority of the Committee, may delegate any of its responsibilities to a subcommittee or to members of management so long as such delegation is not otherwise inconsistent with law.

The Committee shall conduct a periodic self-evaluation of the performance of the Committee, including its effectiveness and compliance with this charter.

The Committee shall report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.

IV. KEY RESPONSIBILITIES.

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes, with the understanding that the Committee may undertake other and different activities, and the Committee's activities may diverge from those described below, as appropriate under the circumstances.

In such manner as the Committee determines is appropriate to fulfill its purposes and in addition to such other duties as the Board may from time to time assign, the Committee shall review and discuss with management the Company's major technology and innovation strategies and plans, as developed by management, in the following areas:

- A. The Company's overall corporate strategy and approach to leverage technological and commercial innovation to accomplish the financial and market goals established by the Company including business performance, market share growth and competitive leadership;
- B. The Company's significant investments in technology and software, including innovation or technology acquisitions, market entry and exit, private or public company investments,

mergers, acquisitions, partnerships, joint ventures, divestitures, spin-offs, new business divisions or other related business development activities designed to provide ongoing business growth or strategic value, including the financial, strategic and operational benefits and risks of such investments;

- C. The execution of significant technology strategies formulated by management and the progress of major technology-related projects or strategic initiatives undertaken by the Company;
- D. Technology risks, opportunities and trends that could significantly affect the Company and the businesses in which it operates;
- E. The direction and effectiveness of the Company's research and development operations; and
- F. Review and, in its discretion, approve or make recommendations to the Board, the Audit Committee and as applicable, other committees of the Board, regarding technology and technology-related risk matters, including information and cybersecurity.

Approved by the Board of Directors of the Company on June 19, 2020.