

VONAGE HOLDINGS CORP.

RULES OF CONDUCT

June 8, 2017

Welcome to the 2017 Annual Stockholders' Meeting. To keep the meeting on schedule, we plan to follow the Order of Business outlined in this program. We ask for your cooperation in following the Order of Business and observing the following rules of procedure for the meeting:

- You may vote until the polls close at approximately 10:15 a.m.
- Questions will be permitted during the Question and Answer session at the end of the Meeting and shall not be permitted during the formal part of the Meeting.
- If you wish to ask a question during the Question and Answer period, please submit your question in the field provided on the lower left of the meeting web page.
- The questions of all stockholders are welcome. However, the Chair of the Meeting reserves the right to disregard questions that are not related to the conduct of the Company's normal business operations.
- The Meeting is not an appropriate place to raise personal grievances. We ask that you refrain from submitting questions containing inappropriate and/or derogatory references to personalities or statements. Such questions will not be addressed by the Chair of the Meeting.

We appreciate your attendance. Your fellow stockholders will appreciate your courtesy in observing these procedures.