

VOCERA COMMUNICATIONS, INC.
AMENDED AND RESTATED CHARTER OF
THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

As adopted July 20, 2011
As amended October 26, 2016

I. PURPOSE

The purpose of the Audit Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Vocera Communications, Inc. (the “*Company*”) is to assist the Board in fulfilling its oversight responsibilities relating to the Company’s financial accounting, reporting and controls. This charter (the “*Charter*”) sets forth the authority and responsibilities of the Committee in fulfilling its purpose. The Committee’s principal purpose is to:

- oversee the accounting and financial reporting processes of the Company, the audits of the Company’s financial statements by the Company’s independent auditors (the “*Independent Auditors*”) and the Company’s internal audit function;
- monitor the periodic reviews of the adequacy of the accounting and financial reporting processes and systems of internal control that are conducted by the Independent Auditors and the Company’s financial and senior management, and internal audit function;
- appoint the Independent Auditors, determine and approve the fees paid to the Independent Auditors and review and evaluate the qualifications, independence and performance of the Independent Auditors;
- review and evaluate the organization and performance of the Company’s internal audit function;
- facilitate communications among the Independent Auditors, the Company’s financial and senior management, and internal audit function, and the Board;
- prepare a report to the Company’s stockholders for inclusion in the Company’s proxy statement as required by the rules and regulations of the Securities and Exchange Commission (the “*Commission*”) under U.S. federal securities laws (the “*Commission Rules*”); and
- assist the Board in oversight of the Company’s compliance with legal and regulatory requirements.

The Committee’s responsibility is one of oversight. The members of the Committee are not employees of the Company, and they do not perform the duties and responsibilities of the Company’s management, the Company’s internal audit function or the Independent Auditors. The Committee relies on the expertise and knowledge of the Company’s management, the Company’s internal audit function and the Independent Auditors in carrying out its oversight responsibilities. It is not the responsibility of the Committee, for example, to plan or conduct audits or to determine that the Company’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles.

II. MEMBERSHIP

The Committee will consist of at least three members of the Board, with the exact number determined by the Board. Each member of the Committee will:

- be an “independent director” as defined under the applicable rules, regulations and listing requirements of the New York Stock Exchange (the “*Exchange Rules*”), except as may otherwise be permitted by the Exchange Rules;
- be “independent” as defined in Section 10A(m) of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), and Rule 10A-3 and any other Commission Rules, except as may otherwise be permitted by the Commission Rules;
- be financially literate, have the ability to read and understand fundamental financial statements and meet the financial sophistication and experience requirements of the Exchange Act, the Commission Rules and the Exchange Rules; and
- meet any other requirements imposed by applicable law, rules or regulations, subject to any applicable exemptions and transition provisions.

In addition, at least one member of the Committee will have prior experience in accounting, financial management or financial oversight, as required by the Exchange Rules, and be an “audit committee financial expert” as defined in Item 407(d)(5)(ii) of Regulation S-K promulgated by the Commission.

All members of the Committee will be appointed by, and will serve at the discretion of, the Board. The Board may appoint a member of the Committee to serve as the chairperson of the Committee (the “*Chair*”); if the Board does not appoint a Chair, the Committee members may designate a Chair by their majority vote. The Chair will set the agenda for, and conduct the proceedings of, those meetings.

III. RESPONSIBILITIES

The principal responsibilities of the Committee in serving the purposes outlined in Section I of this Charter are set forth below. These responsibilities are set forth as a guide with the understanding that the Committee will carry them out in a manner that is appropriate given the Company’s needs and circumstances. The Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

The Committee will:

Financial Statements and Disclosures

1. Review and discuss with management the Company’s quarterly results and the related earnings press release prior to distribution to the public, including periodically discuss on a general basis with management the type of information to be disclosed and type of presentation to be made regarding released financial information.
2. Review the Company’s quarterly and annual financial statements, including any report on the Company’s internal control over financial reporting, and any report or opinion by the Independent Auditors.
3. In connection with the Committee’s review of the annual financial statements:
 - discuss the financial statements and the results of the Independent Auditors’ audit of the financial statements with the Independent Auditors, the Company’s internal audit function and the Company’s management;
 - discuss any items required to be communicated by the Independent Auditors in accordance with the applicable requirements of the Public Company Accounting Oversight Board (the “*PCAOB*”). These discussions should include an overview of the planned scope and timing of the audit, the Independent Auditors’ judgments about the quality and appropriateness of

the Company's accounting principles, the reasonableness of significant judgments, the clarity of the disclosures in the Company's financial statements, the representations the Independent Auditors are requesting from the Company's management and any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information and management's response to such difficulties;

- discuss with the Company's management and the Independent Auditors the Company's selection, application and disclosure of critical accounting policies and practices; and
- review the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

4. Recommend to the Board whether the annual financial statements should be included in the Company's Annual Report on Form 10-K.

5. In connection with the Committee's review of the quarterly financial statements:

- discuss with the Independent Auditors and the Company's management the results of the Independent Auditors' review of the quarterly financial statements;
- discuss significant issues, events and transactions and any significant changes regarding accounting principles, practices, policies, judgments or estimates with the Company's management and the Independent Auditors; and
- resolve any disagreements between the Company's management and the Independent Auditors regarding financial reporting.

6. Discuss on a general basis the type of information to be disclosed and type of presentation to be made regarding financial information and earnings guidance to analysts and rating agencies.

Internal Controls

7. Periodically discuss with the Company's management the function of the Company's disclosure controls and procedures and any disclosure committee that may be established by the Company. Discuss with the Company's Chief Executive Officer and Chief Financial Officer their conclusions regarding the effectiveness of the Company's disclosure controls and procedures.

8. Review and discuss with the Independent Auditors, the Company's internal audit function and the Company's management their periodic reviews of the adequacy of the Company's accounting and financial reporting processes and systems of internal control, including any significant deficiencies and material weaknesses in their design or operation.

9. Review any fraud involving management or any employee of the Company with a significant role in the Company's internal controls over financial reporting that are disclosed to the Committee.

10. Discuss any comments or recommendations of the Independent Auditors outlined in their annual management letter or internal control reports, and any recommendations for improvements to the Company's internal controls highlighted by the Company's management or the Company's internal audit function. If appropriate, approve a schedule for implementing any recommended changes, managements' action plan for implementing any recommended changes and monitor compliance with the schedule and action plan.

11. Periodically consult with the Independent Auditors out of the presence of the Company's management about internal controls, the fullness and accuracy of the Company's financial statements and

any other matters that the Committee or these groups believe should be discussed privately with the Committee.

12. Review with management the Company's major financial, legal and other risk exposures and the steps management has taken to monitor such exposures, including the Company's procedures and any related policies, with respect to risk assessment and risk management.

13. Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. Oversee the review of any such complaints and submissions that have been received, including the current status and the resolution if one has been reached.

Independent Auditors

14. Be directly responsible for the appointment, compensation, retention and oversight of the work of the Independent Auditors. The Independent Auditors will report directly to the Committee.

15. Review the continuing independence of the Independent Auditors, including:

- obtaining and reviewing, on an annual basis, a letter from the Independent Auditors describing all relationships between the Independent Auditors and the Company required to be disclosed by applicable requirements of the PCAOB;
- reviewing and discussing with the Independent Auditors their independence, including the nature and scope of any such relationships; and
- taking appropriate action to oversee the independence of the Independent Auditors, including discontinuing any relationships that the Committee believes compromises the independence of the Independent Auditors.

16. Approve the Company's hiring of employees or former employees of the Independent Auditors, as required by Commission Rules, Exchange Rules and other applicable laws, rules and regulations.

17. Review the Independent Auditors' audit planning, scope and staffing.

18. Approve the fees and other compensation to be paid to the Independent Auditors, and pre-approve all audit and non-audit related services provided by the Independent Auditors permitted by the Exchange Rules, Commission Rules and other applicable laws, rules and regulations. The Committee may establish pre-approval policies and procedures, as permitted by the Exchange Rules, Commission Rules and applicable law, for the engagement of the Independent Auditors to render services to the Company, including without limitation policies that would allow the delegation of pre-approval authority to one or more members of the Committee, provided that any pre-approval decision is reported to the Committee at its next scheduled meeting.

19. Review and discuss with the Independent Auditors the reports delivered to the Committee by the Independent Auditors regarding:

- critical accounting policies, estimates and practices used;
- alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, the ramifications of the alternatives, and the treatment preferred by the Independent Auditors; and

- other material written communications between the Independent Auditors and the Company's management, such as any management letter or schedule of unadjusted differences.

20. Conduct an annual review of the Independent Auditors' report describing its internal quality control procedures, and any material issues identified within the preceding five years respecting one or more independent audits carried out by the firm and any steps taken to deal with any such issues.

Internal Audit

21. Review the activities, organizational structure and qualifications of the Company's internal audit function.

22. Review the Company's internal audit project plan and review periodic reports summarizing results of the internal audit projects, including any significant findings, and any issues encountered in the course of the internal audit function's work.

General

23. On a regular basis, review the status of any legal matters that could have a significant impact on the Company's financial statements.

24. Report to the Board of Directors, as requested from time to time by the Board, on key risks to the Company's business and, where applicable, steps that may be appropriate to mitigate such risks.

25. Review and discuss the narrative disclosure regarding the Board's role in risk oversight to be included in any Commission filing in response to the requirements of Regulation S-K (or any successor disclosure item), and based on such review and discussion recommend to the Board whether such disclosure should be included in the Company's annual report on Form 10-K, proxy statement or similar document.

26. Annually prepare a report to the Company's stockholders for inclusion in the Company's annual proxy statement as required by the Commission Rules.

27. Perform any other activities required by applicable law, rules or regulations, including the Commission Rules and the Exchange Rules, and take such other actions and perform and carry out any other responsibilities and duties delegated to it by the Board or as the Committee deems necessary or appropriate consistent with its purpose.

IV. STUDIES AND ADVISERS

The Committee, in discharging its responsibilities, may conduct, direct, supervise or authorize studies of, or investigations into, any matter that the Committee deems appropriate, with full and unrestricted access to all books, records, documents, facilities and personnel of the Company. The Committee has the sole authority and right, at the expense of the Company, to retain legal and other consultants, accountants, experts and advisers of its choice to assist the Committee in connection with its functions, including any studies or investigations. The Committee will have the sole authority to approve the fees and other retention terms of such advisers. The Company will provide for appropriate funding, as determined by the Committee, for:

- payment of compensation to any legal and other consultants, accountants, experts and advisers retained by the Committee; and

- ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions.

V. MEETINGS AND ACTIONS WITHOUT A MEETING

Meetings of the Committee shall be held at least once each quarter or more frequently, as determined appropriate by the Committee. The Chair, in consultation with the other member(s) of the Committee, will set the dates, times and places of such meetings. The Chair or any other member of the Committee may call meetings of the Committee by notice in accordance with the Company's Bylaws. A quorum of the Committee for the transaction of business will be a majority of its members. Meetings may be held via tele- or video-conference. The Committee may also act by unanimous written consent in lieu of a meeting in accordance with the Company's Bylaws. Subject to the requirements of this Charter, applicable law, the Exchange Rules and the Commission Rules, the Committee and the Chair may invite any director, executive or employee of the Company, or such other person, as it deems appropriate in order to carry out its responsibilities, to attend and participate (in a non-voting capacity) in all or a portion of any Committee meeting. The Committee may exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities. The Chair will designate a secretary for each meeting, who need not be a member of the Committee.

VI. MINUTES AND REPORTS

The Committee will maintain written minutes of its meetings and copies of its actions by written consent, and will cause such minutes and copies of written consents to be filed with the minutes of the meetings of the Board. The Chair will regularly report to the Board with respect to the activities of the Committee, including on significant matters related to the Committee's responsibilities and the Committee's deliberations and actions. The minutes of the Committee and actions by the unanimous written consent of the Committee members will be made available to the other members of the Board.

VII. COMPENSATION

Members of the Committee will receive such fees, if any, for their service as Committee members as may be determined by the Board, which may include additional compensation for the Chair.

VIII. REVIEW OF COMMITTEE COMPOSITION, PERFORMANCE AND CHARTER

The Committee will evaluate the Committee's composition and performance on an annual basis and submit a report to the Board. The Committee also will review and reassess the adequacy of this Charter periodically, and recommend to the Board any changes the Committee determines are appropriate.