

VOCERA COMMUNICATIONS, INC.

AMENDED AND RESTATED CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

As adopted July 20, 2011
As amended October 23, 2018

I. PURPOSE

The Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Vocera Communications, Inc. (the “*Company*”) through delegation from the Board, has principal responsibility to evaluate, recommend, approve and review executive officer compensation plans, policies and programs maintained by the Company, and to administer the Company’s cash-based and equity-based compensation plans, policies and programs for employees generally. The Committee will also consider and make recommendations to the Board regarding director compensation. This charter (the “*Charter*”) sets forth the authority and responsibilities of the Committee.

II. MEMBERSHIP

The Committee will consist of at least two members of the Board, with the exact number determined from time to time 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 such Exchange Rules;
- be “independent” as defined in the rules and regulations of the Securities and Exchange Commission (the “*Commission*”) under U.S. federal securities laws (the “*Commission Rules*”), except as may otherwise be permitted by Commission Rules;
- be a “non-employee director,” as defined in Rule 16b-3 under Section 16 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”); and
- meet any other requirements imposed by applicable law, rules or regulations, subject to any applicable exemptions and transition provisions.

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:

1. Annually review the Company's overall compensation strategy, including base salary, bonus and equity-based compensation, to assure that it promotes stockholder interests and supports the Company's strategic and tactical objectives, and that it provides for appropriate rewards and incentives for the Company's management and employees.
2. Annually review and approve the goals and objectives to be considered in determining the compensation of the Company's Chief Executive Officer (the "**CEO**") and other "executive officers" as defined under Rule 3b-7 and "officers" as defined under Rule 16a-1(f) promulgated under the Exchange Act (collectively with the CEO, the "**Executive Officers**").
3. Evaluate on an annual basis the performance of the CEO, and assess on an annual basis the performance evaluations of the other Executive Officers, in light of these goals and objectives and such other factors, including those related to corporate governance matters, as the Committee determines to be appropriate and in the best interests of the Company and its stockholders.
4. Review and approve for the CEO and other Executive Officers (i) annual base salary, (ii) annual incentive bonus, including specific targets and payouts, (iii) equity-based compensation, (iv) entering into or amendment or extension of any offer letter, employment contract, indemnification agreement or similar arrangement, (v) entering into or amendment or extension of any vesting acceleration, severance or change in control arrangements and (vi) any other compensation and perquisite matters. The Committee may take into account the recommendations of the Board (or any Board member) with respect to CEO and other Executive Officer compensation, and the recommendations of the CEO with respect to the compensation of the other Executive Officers. The CEO cannot be present during voting or deliberations regarding the CEO's compensation. In determining the long-term incentive component of CEO compensation, the Committee should consider the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the CEO in past years.
5. Review, evaluate, administer, approve and as applicable, make recommendations to the Board with respect to adoption and approval of, or amendments to, the Company's cash-based and equity-based compensation and other benefit plans and programs, including available cash amounts for awards, aggregate number of shares reserved for issuance, equity award guidelines for non-Executive Officers, equity burn rate and awards and grants.
6. Review periodically and oversee the compensation and benefit plans and programs for employees of the Company, and as applicable, the corporate goals and objectives relevant to those plans and programs and take account of the results of the Company's most recent say-on-pay voting results.
7. Administer and, if deemed necessary, amend the Company's 401(k) plan and any deferred compensation plans (collectively, the "**Designated Plans**"), and, if desired, delegate the routine administration of the Designated Plans to an administrative committee consisting of employees of the Company named by the Committee.
8. Review annually the Company's overall compensation strategy for its non-employee directors and recommend to the Board for its approval the form and amount of cash-based and equity-based compensation to be paid or awarded to the Company's non-employee directors, including compensation for service on the Board or on committees of the Board.
9. Review and assess with management risks that may arise from the Company's compensation policies and practices for its employees, whether any such risks are reasonably likely to have a material adverse effect on the Company and the steps management has taken to monitor or mitigate such risks.

10. As required by the Commission Rules, review and discuss the Company's "Compensation Discussion and Analysis" disclosure and any narrative disclosure regarding the Company's compensation policies and practices as they relate to its risk management prepared in response to the requirement of the Commission Rules, 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, and prepare a report of the Committee for inclusion in the annual report or the proxy statement for the Company's annual meeting in accordance with the Commission Rules.

11. When applicable, to review and recommend to the Board for approval the frequency with which the Company will conduct stockholder advisory "say on pay" votes required by Section 14A of the Exchange Act ("**Say on Pay Vote**"), taking into account the results of the most recent stockholder advisory vote on frequency of the Say on Pay Vote . Following any such vote on the frequency of the Say on Pay Vote, make recommendations to the Board regarding the frequency with which Say on Pay Votes will be included in the Company's proxy statement pending the next such vote on the frequency of the Say on Pay Vote. When applicable, in connection with its evaluation of Executive Officer compensation, the Committee will consider the results of the most recent Say on Pay Vote and make such adjustments to the Company compensation practices for Executive Officers as it deems appropriate in response thereto, if any.

12. Periodically consider and, if determined to be appropriate, make recommendations to the Board regarding adoption of policies regarding hedging and recovery of incentive-based compensation based on financial information required to be reported under the Exchange Act (or other federal securities laws) following restatement of such financial information or as may be required by the Commission, other applicable law, or as otherwise determined to be appropriate.

13. Oversee the Company's compliance with regulatory requirements associated with compensation of its directors, officers and employees, and review and approve the Company's compliance program relating to restrictions on and reporting of securities transactions by the Company and its Executive Officers and directors.

14. Review periodically with the CEO and the Chairman or lead independent director of the Board the succession plan for the Executive Officers and other key personnel, and periodically report its findings and recommendations to the Board.

15. Perform any other activities required by applicable law, rules or regulations, including the Exchange Rules and the Commission 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 may conduct or authorize studies of, or investigations into, matters within the Committee's scope of responsibility, with full access to all books, records, facilities and personnel of the Company. The Committee has the sole authority and right, at the Company's expense, to retain legal counsel, compensation and other consultants, accountants, experts and advisers of its choice to assist the Committee in connection with its functions, including any studies or investigations. In connection with the retention of such advisers, the Committee shall consider the factors related to the independence of such advisers as required by Commission Rules and any other applicable laws, rules or regulations.

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 counsel, compensation and other consultants, accountants, experts and advisers retained by the Committee;
- ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions; and
- the commission of any necessary studies or surveys concerning the levels of executive compensation payable in the industry in which the Company is engaged and in other related industries or obtaining recommendations from outside/independent consultants concerning comparable compensation programs.

V. MEETINGS AND ACTIONS WITHOUT A MEETING

The Committee will meet at least twice per year 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. A quorum of the Committee for the transaction of business will be a majority of its members. Meetings may be held via telephonic- 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. DELEGATION OF AUTHORITY

The Committee may from time to time, as it deems appropriate and to the extent permitted under applicable law, the Exchange Rules and the Commission Rules, and the Company's Certificate of Incorporation and Bylaws, form and delegate authority to subcommittees, and delegate (i) to one or more Executive Officers of the Company the authority to make awards or (ii) to one or more other members of the Board (including, without limitation, the CEO if the CEO is serving as a member of the Board, as a subcommittee of the Board), the authority to grant awards to any employee who is not an Executive Officer or director of the Company under such of the Company's cash-based or equity-based compensation plans as the Committee deems appropriate and in accordance with the terms of such plans and such guidelines as may be approved by the Committee.

VIII. 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.

IX. 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.