

VOCERA COMMUNICATIONS, INC.

AMENDED AND RESTATED CHARTER OF THE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

As adopted July 20, 2011
As amended February 10, 2016

I. PURPOSE

The purpose of the Governance and Nominating Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Vocera Communications, Inc. (the “*Company*”) is to ensure that the Board is properly constituted to meet its fiduciary obligations to the Company and its stockholders, and to assist the Board with respect to corporate governance matters, including:

- identifying, considering and nominating candidates for membership on the Board consistent with criteria approved by the Board;
- developing and recommending corporate governance guidelines and policies for the Company;
- overseeing the evaluation of the Board and its committees, including an annual evaluation of the Committee; and
- advising the Board on corporate governance matters and Board performance matters, including recommendations regarding the structure and composition of the Board and its committees.

This charter (the “*Charter*”) sets forth the authority and responsibilities of the Committee in fulfilling its purpose.

II. MEMBERSHIP

The Committee will consist of at least two members of the Board, with the exact number being 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; and
- meet any other requirements imposed by applicable law, regulations or rules, 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 purpose 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:

Corporate Governance

1. Review regularly issues and developments related to corporate governance, and identify and bring to the attention of the Board current and emerging corporate governance trends and issues.
2. Develop and recommend to the Board corporate governance guidelines applicable to the Company ("***Corporate Governance Guidelines***").
3. Develop and recommend to the Board a code of business conduct and ethics ("***Code of Business Conduct and Ethics***") applicable to the Company, including all of its directors, officers and employees.
4. Working with the Audit Committee, develop and recommend to the Board procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, the prompt internal reporting of violations of the Code of Business Conduct and Ethics and confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters (the "***Whistleblower Policy***").
5. Review any proposed waivers of the Code of Business Conduct and Ethics requested for executive officers and directors (other than where the potential waiver involves a member of the Committee, in which event, such waiver shall be reviewed by the Board), and grant any waivers for executive officers and directors.
6. Develop and recommend to the Board an insider trading policy (the "***Insider Trading Policy***").
7. Review and approve any proposed transaction between the Company and any related party (other than transactions that are subject to review by the Board as a whole or any other committee of the Board), as defined by applicable law, the rules and regulations of the Securities and Exchange Commission (the "***Commission***") under U.S. federal securities laws (the "***Commission Rules***") and the Exchange Rules.
8. Assess periodically director access to the Company's management and management access to the directors, and establish and assess periodically procedures for stockholder communications with members of the Board.
9. Review and assess this Charter, the Corporate Governance Guidelines, the Code of Business Conduct and Ethics, the Whistleblower Policy, and the Insider Trading Policy at least annually, and recommend revisions to the Board.
10. Review stockholder proposals relating to corporate governance and other matters and recommend to the Board the Company's response to these proposals.
11. Oversee a continuing education program for all directors, including an orientation program for new directors.

12. Review and discuss the narrative disclosure regarding the Board leadership structure 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.

Board and Committee Composition and Evaluation

13. Oversee the Board and Board committee evaluation process, including facilitating self-evaluations and conducting evaluations of the performance of the Board and each Board committee on an annual basis, and prepare a report to the Board with a performance assessment and any recommendations for improving the operations of the Board and its committees.

14. Review periodically the composition and size of the Board and make recommendations to the Board on the appropriateness of any changes.

15. Review periodically the composition and size of each Board committee and make recommendations to the Board on the appropriateness of any changes.

16. Determine periodically, and recommend to the Board, desired qualifications, expertise and characteristics of individuals for membership on the Board and its committees.

17. Evaluate the qualifications, expertise, characteristics and performance of directors eligible for re-election consistent with the criteria approved by the Board.

18. Review and recommend to the Board the appropriateness of removal of a director or continued director service.

Director Nomination

19. Establish procedures for the submission by stockholders of candidates for election to the Board and the Committee's review of such candidates.

20. Recommend the director nominees for election to the Board by the stockholders at the annual meeting of stockholders.

21. Identify, consider and recommend qualified candidates to fill new positions or vacancies on the Board, including candidates properly submitted by stockholders, consistent with criteria approved by the Board.

22. Review and discuss the narrative disclosure regarding the director nomination process to be included in any Commission filing, including 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.

General

23. Make such recommendations to the Board and its committees as the Committee may consider necessary or appropriate and consistent with its purpose, and take such other actions and perform such other services as may be referred to it from time to time by the Board or required under the federal

securities laws, the Commission Rules and the Exchange Rules.

IV. STUDIES AND ADVISERS

The Committee, in discharging its responsibilities, may conduct or authorize studies of, or investigations into, any matter that the Committee deems appropriate, with full access to all books, records, 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. In order to carry out its nominating duties, the Committee will have the authority to retain and terminate any search firm to be used to assist it in identifying director candidates, including the authority to approve such firm's fees and other retention terms. The Company will provide for appropriate funding, as determined by the Committee, for:

- payment of compensation to any search firm, 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 will be held from time to time, 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 also may 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.

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.