



## Charter for the Strategic Investment Committee of the Board of Directors of 8x8, Inc.

(Approved by the Board on January 23, 2025)

### I. PURPOSE

The purpose of the Strategic Investment Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of 8x8, Inc. (“**8x8**”) is to assist the Board in overseeing 8x8’s strategic investment strategy to ensure the effective and strategic use of resources. This includes evaluating, providing guidance on, approving, and overseeing the execution of decisions related to strategic investments including shareholder returns (including dividends and share repurchases), debt management, acquisitions, divestitures, external investments, and similar transactions (collectively, “**Strategic Transactions**”), as more fully set forth in Section III of this Charter.

### II. SIZE & MEMBERSHIP

The Committee will consist of that number of directors as the Board may establish from time to time. The Board will appoint Committee members based upon the recommendation of the Board’s Nominating and Corporate Governance Committee. The Board may also appoint a chairperson of the Committee. However, whenever there is no chairperson appointed by the Board, the Committee members may designate a chairperson by majority vote. Each Committee member and the chairperson serve at the discretion of the Board.

### III. DUTIES & RESPONSIBILITIES

The Committee’s principal responsibilities include:

- A. Strategy & Analysis.** Review and assess 8x8’s overall strategic investment strategy including plans, policies, and guidelines, including the balance between organic growth investments, research and development, shareholder returns (such as dividends and share repurchases), debt management, and Strategic Transactions. Identify and consider key risks, benefits, and opportunities associated with 8x8’s Strategic Transaction activities, including both financial and strategic implications.
- B. Financial Oversight.** Review and assess 8x8’s shareholder return policies, including dividend declarations and share repurchase programs, to ensure they align with the company’s long-term financial strategy. Provide oversight of debt management strategies, including leverage ratios, refinancing plans, and repayment schedules.
- C. Strategic Transactions Execution & Performance Review.** Oversee the execution of approved strategic investment decisions, ensuring alignment with 8x8’s strategic objectives. Periodically review the performance of completed Strategic Transactions with 8x8’s management in the manner that the Committee deems necessary or appropriate.
- D. Evaluation of Strategic Transactions.** Review and assess Strategic Transactions and related performance metrics with 8x8’s management, including transaction evaluation criteria, timing, milestones, valuation, financial models and results, financing considerations, and integration success metrics, as applicable.

- E. Approval of Transactions.** Review and recommend Strategic Transactions proposed by 8x8's management for Board approval, or approve such transactions in connection with requirements the Board may establish and delegate from time to time, including the terms of such Strategic Transactions and the total consideration to be paid or received by 8x8, in cash, stock or other consideration.
- F. Due Diligence and Investigation.** Oversee the investigation and the due diligence of potential transaction opportunities on behalf of 8x8 with management and review the strategy, financial performance, and business models of potential acquisition or investment targets.
- G. Performance Review of Completed Transactions.** Periodically review the performance of completed Strategic Transactions with 8x8's management in the manner that the Committee deems necessary or appropriate, which may include strategic, financial, operational and integration outcomes.
- H. Charter & Committee Evaluation.** Annually or on such other frequency as determined by the Committee, review and assess the adequacy of this Charter and evaluate the performance of the Committee, and recommend any proposed changes to the Board.
- I. Delegated Responsibilities.** Unless specifically allocated to another committee of the Board, perform any other activities consistent with this Charter, the purposes of the Committee, 8x8's bylaws, and governing laws, regulations, and rules as the Committee or the Board deems necessary or appropriate.

#### IV. OTHER MATTERS

- A. Meeting Frequency.** The Committee will meet periodically as necessary or appropriate to act upon any matter within the scope of its authority or to carry out its responsibilities under this Charter.
- B. Quorum & Voting.** A majority of the members of the Committee will constitute a quorum for the transaction of business at all Committee meetings, and the act of a majority of those present at any meeting at which a quorum is present will be the act of the Committee.
- C. Conflict of Interest.** In the event that a member of the Committee has a potential or actual conflict of interest with respect to any proposed transaction or investment under review by the Committee, such member must promptly disclose the conflict to the Committee and the Board. The disinterested members of the Committee must then determine whether the conflicted member should be recused from discussions, deliberations, or voting on the matter. If a majority of the Committee is conflicted, the matter must be referred to the Board for consideration. All conflict-of-interest determinations must be documented in the Committee's minutes to ensure transparency and compliance with 8x8's governance policies and fiduciary duties under Delaware law.
- D. Access to Executives and Resources.** The Committee will have full access to 8x8's corporate development group, finance team, and other 8x8 executives as necessary to carry out its responsibilities, including reviewing financial models, R&D budgets, shareholder return plans, and transaction performance metrics.

- E. Retention of Advisers.** The Committee may retain, at 8x8's expense, outside counsel, experts, and other advisers of its choice that it deems necessary or appropriate to assist in the performance of its duties. 8x8 will provide appropriate funding to the Committee, as determined by the Committee in its capacity as a committee of the Board, for payment of compensation to any such advisers so retained by the Committee and for payment of ordinary administrative expenses of the Committee.
- F. Board Reporting.** The Committee will report regularly to the full Board on its activities.
- G. Recordkeeping.** The Committee will maintain written minutes of its meetings. The minutes will be filed in 8x8's minute books along with the minutes of the Board meetings.
- H. Action by Written Consent.** In accordance with 8x8's bylaws, the Committee may take action by unanimous written consent.

*[End of Charter]*