

**VISTANCE NETWORKS, INC.**  
**Nominating and Corporate Governance Committee Charter**

***I. Authority***

The Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Vistance Networks, Inc. (the “**Corporation**”) is established pursuant to Section 3.01 of the Corporation’s Amended and Restated Bylaws (as may be amended from time to time, the “**Bylaws**”) and Section 141(c) of the Delaware General Corporation Law.

***II. Purpose***

The purpose of the Committee is to assist the Board in discharging the Board’s responsibilities regarding the following matters:

- the process for nomination of directors to serve on the Board and such related matters as may be required under the federal securities laws;
- identifying individuals qualified to become Board members, consistent with criteria approved by the Board;
- recommending to the Board the persons to be nominated for election as directors at any meeting of stockholders at which directors are to be elected and the persons (if any) to be elected by the Board to fill any vacancies or newly created directorships on the Board;
- recommending to the Board the directors to be appointed to each committee of the Board;
- overseeing the onboarding and continuing education of directors;
- reviewing the Board and committee structure and determining the appropriate Board leadership structure, including determinations with respect to the separation of the offices of chairman and chief executive officer;
- monitoring Board and committee effectiveness, including oversight of the Board and committee evaluation process;
- developing and recommending to the Board the corporate governance guidelines of the Corporation (the “**Guidelines**”);
- recommending to the Board whether to accept or reject a director resignation, or take other action, where a director fails to receive a majority vote as specified under the Corporation’s Bylaws and the Guidelines;
- reviewing and reporting to the Board, on a periodic basis, matters of corporate governance, including the review of, and recommendations with regard to, stockholder proposals and other proposals to be brought at the annual stockholders’ meeting;
- overseeing the Corporation’s overall compliance with and execution of the Guidelines and corporate governance function generally; and
- any related matters required by the federal securities laws or delegated to the Committee by the Board.

### ***III. Structure and Membership***

The members of the Committee shall be appointed by the Board and shall be composed entirely of two or more members of the Board, unless otherwise determined by the Board. Each member of the Committee shall be “independent” in accordance with the Securities Exchange Act of 1934, as amended, the rules promulgated thereunder and the rules and listing standards of the NASDAQ Stock Market LLC (“*NASDAQ*”) (collectively, the “*Applicable Rules*”); provided, that if a member of the Committee ceases to be independent for reasons outside the member’s reasonable control, then the member may remain on the Committee for so long as permitted by Applicable Rules respecting transitions in the event of loss of independence. The Chair of the Committee shall be designated by the Board, provided that if the Board does not designate a Chair, the members of the Committee, by majority vote, may designate a Chair. Members may be removed at any time with or without cause, upon the determination of the Board, and vacancies on the Committee may be filled by the Board.

### ***IV. Authority and Responsibilities***

The Committee is granted the authority and responsibilities enumerated below and such other authority and responsibilities as may from time to time be delegated to the Committee by the Board. The Committee shall discharge its responsibilities and shall assess the information provided by the Corporation’s management, in accordance with its business judgment.

1. Selection of Director Nominees. Except where the Corporation is legally required by contract, corporate charter, bylaw or otherwise to provide third parties with the right to nominate directors, the Committee shall be responsible for (i) identifying and screening individuals qualified to become Board members, consistent with the criteria approved by the Board, and (ii) recommending to the Board the nominees for election as directors at any meeting of stockholders at which directors are to be elected and the persons to be elected by the Board to fill any vacancies or newly created directorships on the Board. In making such recommendations, the Committee shall consider candidates proposed by stockholders. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria and shall follow substantially the same process in considering them, as it does in considering other candidates.

2. Criteria for Selecting Directors. The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth below. The Committee shall be responsible for reviewing with the Board the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.

#### ***A. General Criteria***

(i) Nominees should have a reputation for integrity, honesty and adherence to high ethical standards.

(ii) Nominees should have demonstrated business acumen, experience and ability to exercise sound judgments in matters that relate to the current and long-term objectives of the Corporation and should be willing and able to contribute positively to the decision-making process of the Corporation.

(iii) Nominees should have a commitment to understand the Corporation and its industry and to regularly attend and participate in meetings of the Board and its committees.

(iv) Nominees should have the interest and ability to understand the sometimes conflicting interests of the various constituencies of the Corporation, which include stockholders, employees, clients, governmental units, creditors and the general public, and to act in the interests of all stakeholders.

(v) Nominees shall not be discriminated against on the basis of race, religion, national origin, gender, sexual orientation, disability or any other basis proscribed by law. The Committee recognizes the value of diversity on the Board, including diversity of experience, thought, perspective, skills, background, and other attributes that contribute to Board effectiveness, and will consider diverse candidates and a range of viewpoints in evaluating director nominees.

### ***B. Application of Criteria to Existing Directors***

The re-nomination of existing directors should not be viewed as automatic, but should be based on continuing qualification under the criteria set forth above. In addition, the Committee shall consider the existing directors' performance on the Board and any committee on which such directors serve.

### ***C. Criteria for Composition of the Board***

The backgrounds and qualifications of the directors considered as a group should provide a significant breadth of experience, knowledge and abilities that shall assist the Board in fulfilling its responsibilities.

3. Selection of Committee Members. The Committee will review the structure of the Board, its committee structure, overall size, and the number of independent directors on each committee, and shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board.

4. Director Orientation and Continuing Education. The Committee shall oversee director orientation programs for new directors and continuing education opportunities for all directors. The Committee shall ensure that directors receive appropriate information about the Corporation, its business, and their fiduciary duties, and shall encourage directors to participate in relevant educational programs.

5. Evaluation of Committee and Board Effectiveness. The Committee will develop and recommend to the Board an annual evaluation process for the Board and its committees. The Committee will provide oversight and coordination with the Board committees of the self-evaluation process and make any recommendations to the Board it deems appropriate.

6. Corporate Governance Recommendations. The Committee will advise and make recommendations to the Board on corporate governance, Board leadership structure, and all matters pertaining to the role of the Board and the practices and the performance of its directors, including the development of the Guidelines and the periodic review of the Corporation's documents, policies and procedures (including the charter, bylaws and committee charters). Among other things in this regard, the Committee shall, from time to time, make appropriate determinations of the factors and circumstances (in general and in any specific case) pursuant to which the offices of chairman and chief executive officer should be separated or may be held simultaneously by the same person.

Additionally, the Committee will review, and make recommendations to the Board with regards to, stockholder proposals and the annual stockholders' meeting.

7. Review Governance Guidelines. The Committee shall periodically review and assess the adequacy of the Guidelines and recommend any changes to the Board. The Committee shall monitor and oversee the Company's compliance with the Guidelines and implement policies, practices and means of communication with management to facilitate that oversight role.

8. Review and Analyze Tendered Resignations. The Committee shall review and analyze the resignation tendered by a director where a director fails to receive a majority vote as specified under our Bylaws and the Guidelines and recommend to the Board whether to accept or reject such director resignation or take other action.

9. Independence Determinations. The Committee will review the independence of each director and nominee under the Applicable Rules at least annually, and will consider possible conflicts of interests of directors and executive officers and review the institutional and other affiliations of directors and nominees and determine whether a director has a relationship that would impair his or her independence, and shall make recommendations to the Board with respect to the determination of director independence.

10. Corporate Responsibility and Sustainability (CRS). The Committee will oversee and monitor the Corporation's CRS efforts, including the alignment of such efforts with the Corporation's overall strategy and any material risks related thereto. The Committee will also periodically review key reports on CRS matters and recommend any appropriate action to the Board.

#### ***V. Procedures and Administration***

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Chairman of the Board, the Chair of the Committee, the Lead Director, a majority of the members of the Committee, or the Secretary of the Corporation may call meetings of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The action of a majority of the members present at a meeting, at which a quorum is present, shall be the act of the Committee; provided that if a Committee member abstains due to a conflict of interest, the action of a majority of the remaining members, even if less than a quorum, shall constitute Committee action. Committee members may attend meetings in person, by conference call or through other means by which each member may hear and be heard by each other member, and the Committee may also act by unanimous written consent in lieu of a meeting, which will be maintained as part of the corporate records. Minutes will be prepared for each meeting and will be maintained as part of the corporate records.

2. Subcommittees. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member) as it deems appropriate from time to time under the circumstances.

3. Reports to the Board. The Committee shall report regularly to the Board concerning the Committee's activities with such recommendations as the Committee deems appropriate.

4. Charter. The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.

5. Advisors and Consultants. If the Committee desires to utilize a search firm to assist the Committee in the identification of director candidates, then the Committee shall have the sole authority to retain and terminate such search firm, including the sole authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal and external legal, accounting and other advisors as it deems necessary and appropriate, without obtaining the approval of the Board or management. The Committee shall receive appropriate funding from the Corporation, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its consultants and advisors.