

VISTANCE NETWORKS, INC.

Audit Committee Charter

I. Authority

The Audit 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 oversee the accounting and financial reporting processes of the Corporation and its subsidiaries and the audits of their financial statements and to prepare the Audit Committee Report required by the rules and regulations of the Securities and Exchange Commission (the “*SEC*”) to be included in the Corporation’s annual proxy statement, as well as to oversee the Corporation’s compliance with legal and regulatory requirements.

The Committee does not itself prepare financial statements or perform audits, and its members are not auditors or certifiers of the Corporation’s financial statements. It is not the duty of the Committee to determine that the Corporation’s financial statements and disclosures are complete and accurate and are in accordance with Generally Accepted Accounting Principles and applicable rules and regulations. These duties are the responsibilities of management and the independent auditors.

III. Composition

The members of the Committee shall be appointed by the Board. The Committee will be composed of not less than three Board members; provided, that if at any time there is a vacancy on the Committee and the remaining members meet all membership requirements, then the Committee may consist of two members for so long as permitted by applicable laws, rules and regulations, including applicable rules of the SEC, including Rule 10A-3 under the Securities Exchange Act of 1934, as amended, and the NASDAQ Stock Market LLC (“*NASDAQ*”) (collectively, the “Applicable Rules”). The Chair of the Committee shall be designated by the Board; provided, however, that if the Board does not appoint a Chair, the members of the Committee shall designate a Chair by majority vote of the members of the Committee. 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.

Each member of the Committee shall be “independent” in accordance with Applicable Rules, in each case; 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. In addition, no member of the Committee can have participated in the preparation of the Corporation’s or any of its subsidiaries’ financial statements at any time during the past three years.

Each member shall be able to read and understand fundamental financial statements, in accordance with NASDAQ requirements, and at least one member will have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background which results in the member's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities and will otherwise qualify as an "audit committee financial expert" as defined by applicable SEC rules

No member of the Committee may serve simultaneously on the audit committee of more than two other public companies. In addition, the Chair of the Committee may not serve simultaneously on the audit committee of more than one other public company.

IV. Committee Meetings

The Committee shall meet as often as it deems appropriate, but at least quarterly, to perform its duties and responsibilities under this charter. The Committee shall meet periodically with management, the corporate audit executive, the corporate ethics & compliance officer, and the independent auditors in separate executive sessions to discuss any matters that the Committee or any of these persons believes should be discussed privately. 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. The Committee will establish a schedule of agenda subjects to be discussed during the year (to the extent these can be foreseen).

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, 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.

V. Authority and Resources

The Committee may request any officer or employee of the Corporation or the Corporation's outside counsel or independent auditor to attend a Committee meeting or to meet with any members of, or consultants to, the Committee. The Committee shall have the power to conduct or authorize investigations into any matters within the Committee's scope of responsibilities. The Committee has the right at any time to obtain advice, reports or opinions from internal and external counsel and expert advisors and has the authority to hire and terminate its own legal, financial and other advisors as it may deem necessary.

The Corporation shall provide appropriate funding, as determined by the Committee, for payment of: (i) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation; (ii) compensation to any advisers employed by the audit committee under the preceding paragraph of this section; and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

VI. Duties and Responsibilities

The Committee shall:

A. Independent Auditor

1. Appoint, compensate, retain, remove and oversee the work of any accounting firms engaged (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services. Each such accounting firm (including the independent auditor) shall report directly to the Committee.
2. Pre-approve audit and permissible non-audit services to be provided to the Corporation by the independent auditors, as set forth in the Exchange Act and the rules and regulations promulgated thereunder by the SEC; provided, approval of audit and permitted non-audit services may also be made by the Chair of the Committee and the Committee may, in its discretion, adopt a pre-approval policy and may, in its discretion, delegate pre-approval authority to one or more of its other independent members. The decisions of any member to whom such authority is delegated shall be presented to the Committee at its next scheduled meeting. The Committee shall review and approve disclosures with respect to all services provided by the independent auditors.
3. Review and provide guidance with respect to the external audit and the Corporation's relationship with its independent auditors by:
 - reviewing the independent auditors' proposed audit scope, approach and independence;
 - obtaining on a periodic basis a formal written statement from the independent auditors delineating all relationships between the auditor and the Corporation;
 - actively engaging in a dialogue with the auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor; and
 - taking, or recommending that the Board take, appropriate action to oversee the independence of the independent auditor.
4. Obtain and review an annual report from the independent auditors describing (i) the independent auditors' internal quality control procedures and (ii) any material issues raised by the recent internal quality control review, peer review or Public Company Accounting Oversight Board review of the independent auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditors, and steps taken to deal with any such issues.
5. Review the experience, qualifications and performance of the Corporation's independent auditors, including the senior members of the independent auditor team, and assure the regular rotation, at least every five years, of the lead audit partner of the independent auditor.
6. Review and concur with the Corporation's hiring of any current or former employees of the independent auditor who were engaged on the Corporation's account.

B. Financial Reporting

1. Review with management and the independent auditor:
 - The Corporation's annual audited financial statements, and related footnotes, and quarterly unaudited financial statements, including the disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to filing the Corporation's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, respectively, with the SEC.
 - The independent auditors' audit of the annual financial statements and their report thereon.
 - Any reports with respect to interim periods.
 - Any reports from the independent auditor regarding critical audit matters, critical accounting principles and practices, alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the auditors and any other material written communications between the independent auditor and management, including any management representation or schedule of unadjusted differences.
 - Management's significant accounting judgments and estimates, including the reasonableness of assumptions and methodologies used, and any changes in accounting principles or estimates.
 - Any difficulties or disputes with management encountered during the course of the audit.
 - Any significant risks identified by the auditor during the audit.
2. Consider whether to recommend to the Board whether the audited financial statements be included in the Corporation's Form 10-K.
3. Provide the Audit Committee Report for inclusion in the Corporation's proxy statement in accordance with Applicable Rules.
4. Review and discuss the type and presentation of information to be included in the Corporation's earnings press releases and financial information and earnings guidance provided to analysts and ratings agencies. The Committee may discuss such matters generally (i.e., discuss the types of information to be disclosed and the type of presentation to be made), and the Committee need not discuss in advance each earnings release or each instance in which the Corporation provides financial information or earnings guidance to analysts or ratings agencies.
5. Discuss with the independent auditors any matters required to be discussed by applicable statements on auditing standards, applicable requirements of the Public Company Accounting Oversight Board and applicable laws and regulations.

C. Internal Control Over Financial Reporting

1. Consider and review with the independent auditor and the internal control function the adequacy of the Corporation's internal controls and any related significant findings and recommendations of the independent auditor and internal control function, including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the internal controls over financial reporting, together with management's responses thereto.
2. Establish procedures for receiving, retaining and treating complaints received by the Corporation regarding accounting matters, internal controls or auditing matters and

procedures for the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters, and assess the adequacy and effectiveness of the Corporation's internal controls, including the Corporation's ability to monitor and manage business risk, legal and ethical compliance programs. The Committee shall monitor compliance with applicable whistleblower protection laws, including the Dodd-Frank Wall Street Reform and Consumer Protection Act, and ensure the Corporation's policies prohibit retaliation against individuals who report concerns in good faith.

3. Review the certifications required from management under sections 302 and 906 of the Sarbanes-Oxley Act of 2002 and Rule 13a-14 under the Securities Exchange Act of 1934, as amended.
4. The form of audit opinion to be issued by the auditors on internal control over financial reporting.
5. Review management's annual assessment of the effectiveness of the Corporation's internal control over financial reporting as required by Section 404 of the Sarbanes-Oxley Act and the independent auditor's attestation report on management's assessment of the effectiveness of internal control over financial reporting.

D. Internal Audit

1. Meet regularly with the corporate audit executive or, if none, the person(s) serving in a similar capacity, including private meetings without management present, to review the independence and authority of the internal audit department, and receive updates regarding results of the internal audit department's quality assurance and improvement program.
2. Review with the corporate audit executive the charter, budget, staffing and responsibilities of the internal audit department and the coordination of audit effort with the independent auditor to assure completeness of coverage, reduction of redundant efforts, and the effective use of audit resources.
3. Approve the risk based internal audit plan, at least annually, and consider and review with management and the corporate audit executive any significant findings during the year and management's responses thereto and any difficulties encountered during the audits, including any restrictions on the scope of work or access to required information.
4. Consider and review with management the remuneration of the corporate audit executive and any decisions regarding the appointment or removal of the corporate audit executive.

E. Corporate Ethics & Compliance

1. Meet regularly with the corporate ethics & compliance officer, including private meetings without management present, to receive updates regarding the Corporation's ethics and compliance program, and to consider and review any significant allegations of improper behavior and the findings of any related investigations.
2. Review with the corporate ethics & compliance officer the budget, staffing and responsibilities of the corporate ethics & compliance department to assure completeness of coverage, reduction of redundant efforts, and the effective use of resources.
3. Review and analyze the performance and organizational independence of the corporate ethics & compliance department.
4. Consider and review with management any decisions regarding the appointment or removal of the corporate ethics & compliance officer.

F. Risk Oversight

1. The Committee shall oversee the Corporation's overall risk management profile and policies with respect to risk assessment and risk management.
2. The Committee shall review and discuss with management:
 - the Corporation's risk assessment and risk management process and policies; and
 - the Corporation's major financial and other risk exposures and the steps management has taken to monitor and control such exposures.
3. The Committee shall periodically review risk assessments from management with respect to emerging risk matters, including data protection and cybersecurity matters, assessments of the overall threat landscape, steps management has taken to monitor or mitigate its risk exposure and related strategies and investments. This should include regular meetings with members of management responsible for various risk management processes and assessing the adequacy of resources and controls in place to manage such risks and comply with applicable laws and regulations.
4. At least annually, the Committee shall review the risk factors identified in the Corporation's public filings.

G. Self-Evaluation

1. The Committee shall conduct an annual self-evaluation of the Committee's performance, with oversight by the Nominating & Corporate Governance Committee of the Board, and recommend to the Board such changes as the Committee deems appropriate.

H. Other

1. Review with management and the independent auditors any correspondence with regulators or governmental agencies and any employee complaints regarding the Corporation's financial statements or accounting policies.
2. Review with management, the independent auditors, and the Corporation's counsel, as appropriate, the Corporation's and its subsidiaries' compliance with legal and regulatory requirements and any related compliance policies, and programs.
3. Report periodically to the Board concerning the Committee's activities with such recommendations as the Committee deems appropriate.
4. Review (a) the Corporation's Code of Conduct and Code of Ethics and Business Conduct (collectively, the "Codes of Ethics") (and the Committee should, as needed, recommend for Board approval any changes thereto), and (b) any corporate attorneys' reports of evidence of a material violation as they relate to the Codes of Ethics.
5. Review and approve any proposed related-person transactions on an ongoing basis in accordance with, and as required by, the Corporation's Related Person Transactions Policy. The Committee shall review the Corporation's Related Person Transactions Policy as it may from time to time deem appropriate, and recommend any changes to the Board.
6. Review and approve the decision to enter into swaps and other derivatives and make determinations with respect to the Corporation's and its subsidiaries' negotiation, execution, or termination of swaps and other derivatives, including, without limitation, to

utilize the commercial end user exemption and adopt policies and procedures to review and approve swaps.

7. Delegate, in its discretion, any of its responsibilities to the extent allowed under applicable law. Notwithstanding the foregoing, the Committee may not delegate its responsibilities for appointing the independent auditor, approving financial statements, preparing the Audit Committee Report, or other responsibilities that under applicable law or regulation must be performed by the full Committee.
8. Review the Committee's charter, structure, processes, and membership requirements and submit any recommended changes to the Board at least annually.
9. Perform such other functions as required by law, the Corporation's charter or bylaws, or the Board.