

UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY

IN RE VONAGE INITIAL PUBLIC OFFERING ) Docket No. 07-CV-177 (FLW/LHG)  
(IPO) SECURITIES LITIGATION ) ALL CASES  
)  
) DISTRICT JUDGE FREDA L. WOLFSON  
)  
) MAGISTRATE JUDGE LOIS H. GOODMAN  
\_\_\_\_\_ )

**PROOF OF CLAIM AND RELEASE**

**I. GENERAL INSTRUCTIONS**

- A. It is important that you completely read and understand the Notice of Pendency and Proposed Settlement of Class Action (the "Notice"), including the Plan of Allocation described therein, that accompanies this Proof of Claim and Release ("Proof of Claim"). The Notice and the Plan of Allocation describe the Settlement, how Class Members are affected by it, and the manner in which the Settlement Fund will be distributed if the Settlement and Plan of Allocation are approved by the Court. The Notice also explains many of the defined terms (which are identified by initial capital letters) used in this Proof of Claim. By signing and submitting the Proof of Claim, you will be certifying that you have read and understood the Notice and agree to the terms of the Settlement including the Release provided therein.

To recover as a Class Member based on your claims in the Litigation, you must complete this Proof of Claim. If you fail to submit a Proof of Claim by the deadline, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the Settlement of the Litigation.

- B. Submission of this Proof of Claim, however, does not ensure that you will share in the proceeds of the Net Settlement Fund.
- C. YOU MUST COMPLETE AND SIGN THE PROOF OF CLAIM AND MAIL IT ALONG WITH THE REQUIRED SUPPORTING DOCUMENTS BY FIRST-CLASS MAIL, **POSTMARKED NO LATER THAN FEBRUARY 12, 2010**, ADDRESSED TO THE CLAIMS ADMINISTRATOR AS FOLLOWS:

VONAGE IPO SECURITIES LITIGATION  
CLAIMS ADMINISTRATOR  
C/O A.B. DATA, LTD.  
P.O. BOX 170500  
MILWAUKEE, WI 53217-8042

If you fail to submit a Proof of Claim by February 12, 2010, you may not be entitled to receive any portion of the Net Settlement Fund.

- D. To be eligible to share in the Net Settlement Fund, you must (1) have purchased Vonage common stock pursuant and/or traceable to the May 24, 2006 Initial Public Offering (the "IPO"), whether through the Directed Share Program ("DSP") or otherwise and suffered a Recognized Loss and (2) not have excluded yourself from the Class.
- E. If you are NOT a Class Member, as defined in the Notice, DO NOT submit a Proof of Claim.
- F. If you are a Class Member, and do not exclude yourself from the Class, YOU WILL BE BOUND BY THE TERMS OF ANY JUDGMENT ENTERED IN THE LITIGATION AND THE RELEASE PROVIDED THEREIN, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM.

**II. INSTRUCTIONS FOR CLAIMANT IDENTIFICATION**

- A. If you purchased Vonage common stock pursuant and/or traceable to the IPO, and held the common stock in your name, you are the beneficial owner as well as the record owner. If, however, the common stock was registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial owner and the third party is the record owner.
- B. Use Part I of the Proof of Claim entitled "CLAIMANT IDENTIFICATION" to identify each beneficial owner and record owner or nominee (if different from the beneficial owner) of the Vonage common stock that forms the basis of this Proof of Claim. THIS PROOF OF CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL OWNER(S) OR THE LEGAL REPRESENTATIVE OF SUCH OWNER(S) OF THE COMMON STOCK UPON WHICH THIS CLAIM IS BASED.

- C. All joint beneficial owners must sign this Proof of Claim. Officers or other authorized representatives filing for a corporation, partnership, or other business entity should use the name of the entity as beneficial owner. Executors, administrators, guardians, conservators, and trustees must complete and sign this Proof of Claim on behalf of persons or entities represented by them, and proof of their authority must accompany this Proof of Claim and their titles or capacities must be stated. The taxpayer identification number (“TIN”), consisting of a Social Security Number for individuals or Employer Identification Number for business entities, trusts, estates, etc., and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.
- D. If you would like to use an alternate address for any distribution you might be eligible for, please place a check mark next to “Check Here to Use Alternate Address for Distribution” on Page 3 and fill out the Distribution Address portion of the Proof of Claim.

### III. INSTRUCTIONS FOR SCHEDULE OF TRANSACTIONS

- A. In the space provided below, supply all required details of your transaction(s) in Vonage common stock. If you need more space, attach separate sheets providing all of the required information in substantially the same form. Print or type your name and include your TIN on each additional sheet.
- B. Please provide all of the requested information with respect to **all** of your purchases (including free receipts) and sales (including free deliveries) of Vonage common stock that took place at any time on or after May 24, 2006, whether such transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim.
- C. List each transaction separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.
- D. Broker confirmations or other documentation of your transactions in Vonage common stock including documentation relating to shares purchased through the DSP should be attached to your Proof of Claim. If the necessary documents are not in your possession, please obtain them from your broker or financial advisor. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.
- E. For purposes of calculating the Recognized Loss of an Authorized Claimant, the first in, first out (FIFO) method will be used. This means that sales of Vonage common stock will be matched with any purchases in chronological order.
- F. Shares of Vonage common stock acquired by means of a gift, inheritance, or operation of law shall only be considered if the shares in question were purchased by the donor, decedent, or transferor and the donor, decedent, or transferor does not submit a Proof of Claim with respect to the shares. In such instances, the recipient must provide documentation of the original purchase in addition to the transfer.
- G. The date of covering a “short sale” is deemed to be the date of purchase of Vonage common stock. The date of a “short sale” is deemed to be the date of sale of Vonage common stock. Any person or entity who sold Vonage common stock “short” shall have no Recognized Loss with respect to any purchase to cover such short sale, however, such transactions must be reported.
- H. The Proof of Claim is designed to provide the minimum amount of information necessary to process the claims. In some cases, the Claims Administrator may request additional information required to efficiently and reliably calculate your losses. If the Claims Administrator cannot perform the calculation accurately or at a reasonable cost to the Class with the information provided, the Claims Administrator may condition acceptance of the claim upon the production of additional information and/or the hiring of an accounting expert at the Claimant’s cost.
- I. If you have questions about this Proof of Claim, you may contact the Claims Administrator at 866-963-9979 or [info@vonagesecuritiessettlement.com](mailto:info@vonagesecuritiessettlement.com). If you are filing a Proof of Claim with 70 or more transactions or are a bank, broker or nominee, you may file electronically. Please visit [abdataclassaction.com](http://abdataclassaction.com) to download a copy of the electronic claim filing guidelines and the electronic claim filing template or you may call the Electronic Claims Filing Helpline at 800-949-0194 for additional details.

**MUST BE POSTMARKED  
NO LATER THAN  
FEBRUARY 12, 2010**

UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY  
*In re Vonage Initial Public Offering (IPO) Securities Litigation*  
Docket No. 07-CV-177 (FLW/LHG)  
**PROOF OF CLAIM AND RELEASE**  
Please Type or Print

  
For Official Use Only

**PART I: CLAIMANT IDENTIFICATION**

Last Name (Claimant) \_\_\_\_\_ First Name (Claimant) \_\_\_\_\_

Last Name (Beneficial Owner If Different From Claimant) \_\_\_\_\_ First Name (Beneficial Owner) \_\_\_\_\_

Last Name (Co-Beneficial Owner) \_\_\_\_\_ First Name (Co-Beneficial Owner) \_\_\_\_\_

Company/Other Entity (If Claimant Is Not an Individual) \_\_\_\_\_

Record Owner/Nominee/Trustee/Other \_\_\_\_\_

Account Number (If Claimant Is Not an Individual) \_\_\_\_\_ Trust/Other Date (If Applicable) \_\_\_\_\_

Address Line 1 \_\_\_\_\_

Address Line 2 (If Applicable) \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_

Foreign Province \_\_\_\_\_ Foreign Zip Code \_\_\_\_\_ Foreign Country \_\_\_\_\_

**Check Here to Use Alternate Address for Distribution**

(Optional) Distribution Address

Distribution Address Line 1 \_\_\_\_\_

Distribution Address Line 2 (If Applicable) \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_

Foreign Province \_\_\_\_\_ Foreign Zip Code \_\_\_\_\_ Foreign Country \_\_\_\_\_

Telephone Number (Day) \_\_\_\_\_ Telephone Number (Night) \_\_\_\_\_

Beneficial Owner's Employer Identification Number or Social Security Number \_\_\_\_\_

Email Address \_\_\_\_\_

**IDENTITY OF CLAIMANT**

- Individual  Joint Owners  Estate  Corporation  Trust  Partnership  Limited Liability Company  Legal Representative
- IRA, Keogh, or Other Type of Individual Retirement Plan (indicate type of plan, mailing address, and name of current custodian)
- Other (specify, describe on separate sheet) \_\_\_\_\_

Excluded from the Class are Defendants, members of their immediate families, any entity in which any of the Defendants has a controlling interest or of which they are a parent or subsidiary or that is controlled by any of the Defendants, and the officers, directors, employees, affiliates (as defined in SEC Rule 12b-2), legal representatives, heirs, predecessors, successors and assigns of the Defendants. The Class also excludes persons who timely and validly request exclusion from the Class and all persons who indicated they would purchase a share of Vonage's common stock pursuant and/or traceable to the IPO and did not pay for such shares.

- Check here if the Claimant or beneficial owner is excluded from the Class.
- Check here if the Claimant or beneficial owner was an officer or director of Vonage at any time during the period on or after May 24, 2006. If so, please state position(s) held and dates position(s) was (were) held:  
\_\_\_\_\_

**PART II: SCHEDULE OF TRANSACTIONS IN VONAGE COMMON STOCK**

**A. Purchases, acquisitions, and free receipts of Vonage common on or after May 24, 2006:**

Trade Date(s) of Purchase/Acquisition List Chronologically			Number of Shares of Common Stock Purchased/Acquired	Purchase/Acquisition Price Per Share of Common Stock	Aggregate Cost (excluding commissions, taxes, and fees)	Proof of Purchase Enclosed
MM	DD	YY				
				\$	\$	<input type="radio"/> Y <input type="radio"/> N
				\$	\$	<input type="radio"/> Y <input type="radio"/> N
				\$	\$	<input type="radio"/> Y <input type="radio"/> N
				\$	\$	<input type="radio"/> Y <input type="radio"/> N

**Any shares purchased through the DSP listed above must be identified by date and number of shares below. Documentation of DSP status must be provided:**  
\_\_\_\_\_

**B. Sales or free deliveries of Vonage common stock during the period beginning on May 24, 2006 through June 5, 2006:**

Trade Date(s) of Sale List Chronologically			Number of Shares of Common Stock Sold	Sale Price Per Share of Common Stock	Amount Received (excluding commissions, taxes, and fees)	Proof of Sale Enclosed
MM	DD	YY				
				\$	\$	<input type="radio"/> Y <input type="radio"/> N
				\$	\$	<input type="radio"/> Y <input type="radio"/> N
				\$	\$	<input type="radio"/> Y <input type="radio"/> N
				\$	\$	<input type="radio"/> Y <input type="radio"/> N

**C. Number of other shares of Vonage common stock held at the close of trading on June 5, 2006:** (If none, write "0." If other than "0," documentation must be provided.) \_\_\_\_\_ Proof Enclosed? Y N

IF YOU REQUIRE ADDITIONAL SPACE, ATTACH EXTRA SCHEDULES IN THE SAME FORMAT AS SCHEDULES A AND B. PRINT THE FULL NAME AND TIN OF THE BENEFICIAL OWNER ON EACH ADDITIONAL PAGE.

**YOU MUST PROVIDE SUPPORTING DOCUMENTATION OF ALL HOLDINGS AND TRANSACTIONS IN VONAGE COMMON STOCK INCLUDING ANY DOCUMENTATION OF PARTICIPATION IN THE DIRECTED SHARE PROGRAM.**

YOU MUST READ AND SIGN THE RELEASE ON PAGE 6. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.

### PART III: SUBMISSION TO JURISDICTION OF THE COURT AND ACKNOWLEDGMENTS

1. I (We) submit this Proof of Claim under the terms of the Stipulation of Settlement described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the District of New Jersey, including any order the Court issues concerning discovery, with respect to the subject matter of the Settlement and my (our) claim as a Class Member(s) and for purposes of enforcing the Release set forth herein and in the Judgment that may be entered in the Litigation.
2. I (we) further acknowledge that I am (we are) bound by and subject to the terms of the Judgment that may be entered in the Litigation and the Release contained in the Judgment and set forth below in Part IV.
3. I (We) agree to furnish additional information to the Claims Administrator to support this claim if required to do so.

### PART IV: DEFINITIONS AND RELEASE

1. I (We) agree, and if I am (we are) acting on behalf of another person or entity, that person or entity agrees, to be bound by and subject to the terms of the Notice, the Settlement, and the Judgment that may be entered in the Litigation, and the release of "Released Persons" of and from all "Released Claims" (as defined below) contained in the Judgment. I (We) further agree and understand that if the Settlement of the Litigation is approved by the Court and becomes Final, the "Released Claims" (as defined below) with respect to the "Released Persons" (as defined below) will be released, satisfied, discharged, and extinguished forever.
2. "Released Claims" means all claims, demands, rights, liabilities and causes of action of every nature and description whatsoever, known or unknown (including "Unknown Claims" as defined below), suspected or unsuspected, contingent or absolute, matured or unmatured, whether or not concealed or hidden, asserted or that could have been asserted by the Class or any member of the Class, including, without limitation, class, derivative, direct actions, individual or other claims for negligence, gross negligence, breach of duty of care and/or breach of duty of loyalty, fraud, breach of fiduciary duty, or violations of any state or federal common law or statutes, rules or regulations including, without limitation, the federal securities laws and regulations, against the Released Persons arising out of, based upon or related in any way to the purchase of Vonage's common shares pursuant and/or traceable to Vonage's IPO, and the facts, transactions, events, occurrences, acts, disclosures, statements, omissions or failure(s) to act which were or could have been alleged in the Litigation. Released Claims shall also include claims arising out of, relating to, or in connection with the Settlement of the Litigation other than claims to enforce the Stipulation of Settlement.
3. "Released Persons" means each of the Defendants and any of their respective families, affiliates, parents or subsidiaries and each and all of their respective past, present or future officers, directors, members, employees, agents, attorneys, advisors, insurers, accountants, trustees, representatives, heirs, executives, personal representatives, administrators, predecessors, successors and assigns.
4. "Unknown Claims" means any and all Released Claims that Lead Plaintiff or any other Class Member do not know or suspect to exist in their favor at the time of the release of the Released Persons which, if known by them, might have affected their Settlement with and release of the Released Persons, or might have affected their decision not to object to this Settlement. The Parties to the Stipulation of Settlement intend that any and all Unknown Claims be released fully and forever to the extent permitted by law. With respect to any and all Released Claims against the Released Persons, including Unknown Claims, the Settling Parties stipulate and agree that, upon the Effective Date (as described in the Stipulation of Settlement), the Lead Plaintiff shall expressly waive and relinquish, and the other Class Members shall be deemed to have, and by operation of the Judgment shall have, expressly waived and relinquished, to the fullest extent permitted by law, the provisions, rights and benefits conferred by §1542 of the California Civil Code, which provides:

**A general release does not extend to claims which the creditor does not know or expect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.**

The Lead Plaintiff and all Class Members shall also, upon the Effective Date, expressly waive and relinquish, to the fullest extent permitted by law, the provisions, rights and benefits conferred by United States law or any law of any state or territory of the United States, or principle of common law, or of international or foreign law, which is similar, comparable or equivalent to §1542 of the California Civil Code. Lead Plaintiff and the other Class Members may hereafter discover facts in addition to or different from those which he, she, or it now knows or believes to be true with respect to the Released Claims, but the Settling Parties hereby stipulate and agree that upon the Effective Date, the Lead Plaintiff fully, finally, and forever settles and releases, and each other Class Member shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever settled and released the Released Persons from any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct which is negligent, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. The parties to the Stipulation of Settlement acknowledge that the foregoing waiver was separately bargained for and is a material term of the Settlement.

5. This Release shall be of no force or effect unless and until the Court approves the Settlement and the Effective Date provided for in the Settlement occurs.

### PART V: REPRESENTATIONS

I am (We are) a member(s) of the following Class, or am (are) acting with authorization on behalf of a member of the following Class: all persons and entities who purchased shares of common stock of Vonage pursuant and or traceable to the IPO whether through the DSP or otherwise and who suffered damages. The Class excludes Defendants, members of their immediate families, any entity in which any of the

Defendants has a controlling interest or of which they are a parent or subsidiary or that is controlled by any of the Defendants, and the officers, directors, employees, affiliates (as defined in SEC Rule 12b-2), legal representatives, heirs, predecessors, successors and assigns of the Defendants. The Class also excludes persons who timely and validly request exclusion from the Class and all persons who indicated they would purchase a share of Vonage's common stock pursuant and/or traceable to Vonage's IPO and did not pay for such shares.

1. I (We) have read and understand the contents of the Notice with respect to the Settlement of the Litigation including the release of "Released Persons" of and from all "Released Claims" set forth in Part IV above in which I (we) expressly join.
2. Neither I (we), nor the person or entity on whose behalf I am (we are) acting, have requested or will request to be excluded from the Class.
3. I (We) believe that I am (we are), or the person or entity on whose behalf I am (we are) acting is, entitled to receive a share of the Net Settlement Fund.
4. I (We) hereby warrant and represent that I (we) have included the information requested about all of my (our) purchases and sales of Vonage common stock.
5. I (We) have not submitted any other claim covering the same purchases of common stock. I (We) know of no other person having done so on my (our) behalf or on behalf of the person or entity on whose behalf I am (we are) acting.
6. I (We) understand that the information contained in this Proof of Claim is subject to such verification as the United States District Court for the District of New Jersey may direct. I (We) agree to cooperate in that verification process.
7. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to the Release or any part or portion thereof.
8. I (We) certify that I am (we are) not subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code because (a) I am (we are) exempt from backup withholding or (b) I (we) have not been notified by the IRS that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends or (c) the IRS has notified me (us) that I am (we are) no longer subject to backup withholding. **NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike out the statement that you are not subject to backup withholding in the certification above.**
9. If I am (we are) signing on behalf of someone else, I (we) certify and warrant that I am (we are) authorized to execute and submit this Proof of Claim. **NOTE: If you have a joint account, both parties must sign the form below.**

I (We) declare under penalty of perjury under the laws of the United States of America that the foregoing information supplied by the undersigned is true and correct and that this Proof of Claim was executed this \_\_\_\_ day of \_\_\_\_\_ (month/year) in \_\_\_\_\_ (city/state).

\_\_\_\_\_  
Signature of Claimant

\_\_\_\_\_  
Print your name here

\_\_\_\_\_  
Signature of joint Claimant, if any

\_\_\_\_\_  
Print your name here

\_\_\_\_\_  
Capacity of person(s) signing (e.g., beneficial owner, purchaser, executor, administrator, trustee)

**Reminder Checklist:**

1. Please sign the REPRESENTATIONS section of the Proof of Claim on Page 6.
2. If this claim is being made on behalf of joint Claimants, both must sign.
3. Remember to attach supporting documentation. Do not use a highlighter on the Proof of Claim or any supporting documents.
4. Do not send any original documentation. Please send only copies. Originals cannot be returned to you by the Claims Administrator.
5. Keep a copy of your Proof of Claim and all documents submitted for your records.
6. If you desire an acknowledgement of receipt of your Proof of Claim, please send it by Certified Mail, Return Receipt requested, or its equivalent.
7. If you move or change your name after submitting this Proof of Claim, please notify the Claims Administrator of your new address or name change.
8. These forms and all supporting documentation must be postmarked no later than February 12, 2010.