**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA**

Joint Application by Five9, Inc. (U-7275-C) and Zoom Video Communications, Inc. for Approval Pursuant to Public Utilities Code Section 854 of the Transfer of Control of Five9, Inc. (U-7275-C).	Application __________

JOINT APPLICATION FOR APPROVAL OF THE TRANSFER OF CONTROL OF FIVE9, INC. (U-7275-C) TO ZOOM VIDEO COMMUNICATIONS, INC.

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Dated: July 30, 2021

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA

Joint Application by Five9, Inc. (U-7275-C) and Zoom Video Communications, Inc. for Approval Pursuant to Public Utilities Code Section 854 of the Transfer of Control of Five9, Inc. (U-7275-C).	Application __________

JOINT APPLICATION FOR APPROVAL OF THE TRANSFER OF CONTROL OF FIVE9, INC. (U-7275-C) TO ZOOM VIDEO COMMUNICATIONS, INC.

Pursuant to Section 854(a) of the Public Utilities Code ("Pub. Utils. Code") and Article 2 and Rule 3.6 of the California Public Utilities Commission's Rules of Practice and Procedure ("Rules"), Five9, Inc. (U-7275-C) ("Five9") and Zoom Video Communications, Inc. ("Zoom") (collectively, "Joint Applicants") submit this Joint Application requesting Commission approval of the transfer of control of Five9 to Zoom ("Transaction"). In support of this request, Joint Applicants submit the following information.

INTRODUCTION

Zoom has agreed to acquire Five9. As a result of the Transaction, Five9 will become a direct wholly owned subsidiary of Zoom, and will continue to provide service in California under its existing authority. The Transaction will result in a change in the ownership of Five9, but no assignment of licenses, assets, or customers will occur as a consequence of the proposed Transaction. Immediately following the Transaction, Five9 will continue to provide service to its existing customers under the same rates, terms, and conditions and without interruption.

Diagrams of Five9's pre- and post-transaction ownership structure is provided in Exhibit A of this Joint Application and detailed descriptions of the transaction and parties involved are set forth below. The proposed transaction is expected to be consummated in the first half of

2022, contingent on Five9 shareholder approval and the satisfaction or waiver of other customary closing conditions.

As shown herein, the approval requested by this Joint Application is in the public interest and should be granted on an expedited basis so that the ensuing benefits to the customers of both Five9 and Zoom can be achieved without delay.

A. Requested Authority - Rule 2.1

The proposed transaction will introduce a new parent entity for Five9 through the merger of Five9 with a special-purpose subsidiary of Zoom and will not entail any transfer of assets, operating authorities, or customers. Therefore, this Joint Application is limited to a request for approval under Pub. Utils. Code § 854(a)[1] for the acquisition by Zoom of Five9.

B. Information Regarding Joint Applicants - Rule 2.1(a)

(1) Five9, Inc. is a publicly traded corporation organized under the laws of the state of Delaware. Its address is 3001 Bishop Drive Suite 350, San Ramon, CA 94583. It does not have any affiliated entities.

(2) Zoom Video Communications, Inc. is a publicly traded corporation organized under the laws of the state of Delaware. Its address is 55 Almaden Boulevard, 6th Floor, San Jose, California 95113.

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[1] Section 854(a) requires prior authorization from the Commission before the finalization of any transaction that results in the merger, acquisition, or a direct or indirect change in control of a public utility. Sections 854(b) and 854(c) are relevant only when a transacting utility has gross annual California revenues exceeding $500 million. Because Five9 and Zoom each have annual revenues less than $500 million, Section 854(b) and Section 854(c) are not applicable to this Joint Application.

C. Contact for Correspondence and Communications - Rule 2.1(b)

All communications, correspondence, and pleadings with respect to this Joint Application should be directed to:

For Five9:

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For Zoom:

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Notices, orders, and other papers may be served upon these persons and such service shall be deemed to be service upon the Joint Applicants.

D. Categorization, Need for Hearing, Issues, Schedule - Rule 2.1(c)

Proposed Category: The Joint Applicants propose that the Commission classify this proceeding as ratesetting. Although this Joint Application does not affect rates, the Rules specify that when a proceeding does not clearly fit any specifically identified category, it should be conducted under the ratesetting procedures.

Need for hearing: No hearings are needed for the Commission to act on this application.

Issues to be considered: The sole issue in this proceeding is whether the transfer of control is consistent with the public interest.

Proposed Schedule: Joint Applicants propose the following schedule:

Application Filing Date	July 30, 2021
Notice in Daily Calendar	Within 5 Days of the Application Filing Date
Protests and Responses Due	30 Days after Notice in Daily Calendar
Reply to Protests	10 Days after Protests, if any
Pre-Hearing Conference	5 Days after Reply to Protests, if any
Scoping Memo Issued	10 Days after Pre-Hearing Conference
Proposed Decision Issued	80 Days after Application Filing Date[2]
Commission Final Decision	90 Days after Application Filing Date[3]

[2] Applicants recognize that this date is only 15 days after the date set for the issuance of the Scoping Memo. Applicants note, however, that by the scheduled date for the issuance of the Scoping Memo, more than three weeks will have passed since the expiration of the protest period. If the initial preparation of a Proposed Decision ("PD") commences as soon as the Commission is apprised that the application is uncontested, the Assigned Commissioner would have forty (40) days to prepare and serve a PD.

[3] Rule 14.6(c)(2) of the Commission Rules of Practice and Procedure allows the Commission to waive the period for public review and comment on proposed decisions in the event that a matter is uncontested and where the decision grants the relief requested. Assuming no protests are filed and the decision grants the related request, Applicants request that the Commission waive the period for public comment and process this Application to accommodate the proposed schedule.

E. Organization and Qualification to Transact Business - Rule 2.2

(1) Five9. Copies of Five9's certificate of formation and certificate of registration to transact intrastate business in the state of California are included in Exhibit B. Real time verification of Five9's good standing with the Secretary of State may be found at Businesssearch.sos.ca.gov/. A search of the site as of the date of this application shows Transferor as "active" denoting it is "authorized to transact intrastate business in California" per the Secretary of State's definition of "active."[4]

(2) Zoom. Copies of Zoom's certificate of formation and certificate of registration to transact intrastate business in the state of California are included in Exhibit C. Real time verification of Five9's good standing with the Secretary of State may be found at Businesssearch.sos.ca.gov/. A search of the site as of the date this application is being submitted shows Zoom as "active" denoting it is "authorized to transact intrastate business in California" per the Secretary of State's definition of "active."

F. CEQA Compliance - Rule 2.4

This Joint Application merely seeks approval for a transfer of the control and does not propose any new construction. Therefore, Joint Applicants submit that it can be seen with certainty that there is no possibility that granting the Joint Application will have a significant adverse effect on the environment.

G. Character of Business and Territory Served - Rule 3.6(a)

(1) Five9. Five9 is based in California and operates a virtual call center platform

[4] The definition can be found at: http://www.sos.ca.gov/business-programs/business-entities/cbs-field-status-definitions/#status.

that enables call center agents from essentially anywhere in the world, including corporate offices, outsourced call centers, and remote agents who generally work from home to use their own computers and broadband service subscriptions to connect with the Five9 platform. The call center agents are employed by Five9's enterprise customers that need to stay connected with their customers through a call center service. In addition to providing a virtual call center service, Five9 resells voice telephony services to its enterprise customers for the transport of both inbound and outbound calls between consumers and the call center agents. Five9 provides resold intrastate telecommunications services in California. It also holds a blanket Section 214 authorization and an international Section 214 authorization and certificates to provide non-facilities-based competitive local exchange service and resold intrastate long distance service in Georgia.

(2) Zoom. Zoom is also a California-based company that provides a video communications platform that connects people through frictionless and secure video and content sharing and enables face-to-face video experiences for thousands of people in a single meeting across disparate devices and locations. The cornerstone of the platform is Zoom Meetings, through which Zoom provides a full suite of products and features designed to give users an easy, reliable, and innovative video communications experience. Many customers also choose to implement Zoom Rooms, a software-based video conference room system, which enables users to experience Zoom Meetings in their physical meeting spaces. In 2019, Zoom launched Zoom Phone, an interconnected voice over IP, cloud-based PBX system provided by its subsidiary Zoom Voice Communications, Inc. [5] Zoom does not provide any

[5] Zoom Phone complies with the Commission's requirements for monthly reporting and remittance of public purpose programs surcharges.

telecommunications services in the United States.

H. Description of Involved Property, Purchase Price and Terms for Payment, and Purchase Agreement - Rules 3.6(b), 3.6(d) and 3.6(f)

The application seeks authority for an acquisition of control and does not involve the sale or other transfer of any property. Zoom will acquire control via a merger between a wholly-owned direct subsidiary of Zoom and Five9, with Five9 surviving the merger.

The purchase price and terms of payment for the proposed transaction are set forth in the Agreement and Plan of Merger among Five9 and Zoom, a copy of which is attached as Exhibit D.

I. Reasons for Entering into the Proposed Transaction - Rule 3.6(c), and Reasons the Transaction is in the Public Interest

As described above, the present Application is governed by Pub. Utils. Code Section 854(a). The standard generally applied by the Commission to determine if a transaction should be approved under Section 854(a) is "whether the transaction will be adverse to the public interest."[6] This transaction will not be adverse to the public interest, but rather promotes the public interest.

Zoom and Five9 operate complementary businesses, but are not competitors. Five9 is focused on providing contact center services to businesses, while Zoom is a provider of video communications services.

The Transaction will benefit the public interest by allowing Zoom and Five9 to enhance their platforms to bring a range of new services to their business customers. For Zoom, the Transaction advances its efforts to offer robust and reliable communications technology that

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[6] *Re* Central Valley Gas Storage, D.11-05-030.

enables interactions that build greater empathy and trust. Adding contact center capabilities to the broader Zoom portfolio of services will benefit Zoom customers by allowing Zoom to bring the benefits of Five9's technologies to companies of all sizes.

Five9 will continue to be operated by an experienced management team, which will include its current chief executive officer and other senior staff. Following the Transaction, Five9 will become part of a well-qualified company with a strong management team and substantial experience and expertise in video communications. This access to the operational and managerial resources of Zoom will improve Five9's ability to innovate and meet customer needs in the highly-competitive contact center service market.

The Transaction will be seamless to Five9's customers. Immediately following the Transaction, Five9 will continue to provide service to its customers at the same rates, terms, and conditions and without interruption. The Transaction will not trigger any federal or state anti-slamming or bulk customer transfer rules because the certificated, customer-facing service provider will be unchanged.

There are no harms to offset these public interest benefits. In particular, the Transaction will have no impact on competition in regulated telecommunications services in California because it involves the acquisition of a company with a very small presence in the telecommunication services market by a company that does not provide telecommunications services. Five9 is a nondominant resale carrier with less than one percent market share in California and in the national telecommunications market, while Zoom does not provide any telecommunications services in the United States. All of Zoom's other communications-related services are information services. The Transaction will not result in any change in Five9's regulatory status before the Commission.

Consequently, grant of this application would be in the public interest. Joint Applicants are seeking to complete the Transaction as soon as possible to ensure that customers can obtain rapidly the benefits of the Transaction. Joint Applicants therefore respectfully request that the Commission process, consider, and approve this Application as expeditiously as possible.

J. **Management and Verifications.**

To acquire control of a certificated company, the Rules require that a company that does not have a certificate must demonstrate that it meets the same requirements as an applicant seeking a CPCN. One of those requirements concerns the managerial qualifications necessary to provide the given services, which Zoom fully possesses. Zoom's officers include:

Eric S. Yuan	Founder and Chief Executive Officer
Ryan Azus	Chief Revenue Officer
Aparna Bawa	Chief Operating Officer & Interim Chief Legal Officer
Janine Pelosi	Chief Marketing Officer
Velchamy Sankarlingam	President of Product and Engineering
Kelly Steckelberg	Chief Financial Officer

The biographies of the management team of Zoom are attached hereto in **Exhibit E**. As described above, Zoom's management team is strong and experienced, and the parties expect Five9 senior management, including the current chief executive officer, to remain in place after the merger.

Additionally, Zoom states that, to the best of its knowledge and except as set forth below, neither it, any of its affiliates, officers, directors, partners, agents, or owners (directly or indirectly) of more than 10% of applicant, or anyone acting in a management capacity for applicant has: (a) held one of these positions with a company that filed for bankruptcy; (b) been personally found liable, or held one of these positions with a company that has been found liable, for fraud, dishonesty, failure to disclose, or misrepresentations to consumers or others; (c) been convicted of a felony; (d) been (to his/her knowledge) the subject of a criminal referral by judge or public agency; (e) had a telecommunications license or operating authority denied, suspended, revoked, or limited in any jurisdiction; (f) personally entered into a settlement, or held one of these positions with a company that has entered into settlement of criminal or civil claims involving violations of sections 17000 *et seq.,* 17200 *et seq.,* or 17500 *et seq.* of the California Business & Professions Code, or of any other statute, regulation, or decisional law relating to fraud, dishonesty, failure to disclose, or misrepresentations to consumers or others; (g) been found to have violated any statute, law, or rule pertaining to public utilities or other regulated industries; or (h) entered into any settlement agreements or made any voluntary payments or agreed to any other type of monetary forfeitures in resolution of any action by any regulatory body, agency, or attorney general.

Zoom further states that, to the best of its knowledge, and except as set forth below, neither it, any affiliate, officer, director, partner, or owner of more than 10% of applicant, or any person acting in such capacity whether or not formally appointed, is being or has been investigated by the Federal Communications Commission or any law enforcement or regulatory agency for failure to comply with any law, rule or order.

Zoom discloses the following information in connection with the certifications above:

Settlements and Related Items

Federal Trade Commission

Zoom and the FTC reached a settlement on November 9, 2020, regarding the FTC's allegations concerning, in part, Zoom's encryption design, its ZoomOpener web server, and the storage of meetings in Zoom's cloud. Zoom agreed to various forms of injunctive relief to enhance the security of its platform and was not ordered to pay a monetary penalty. The FTC gave final approval to the settlement on February 1, 2021.

New York Attorney General

On May 7, 2020, Zoom and the New York Attorney General reached a letter agreement in which Zoom committed to take additional measures to improve privacy and security on its platform, including implementing and maintaining a data security program, providing enhanced privacy controls, and permitting meeting hosts to report users engaging in abusive conduct.

Brazilian Consumer Suit[7]
Zoom settled a private consumer lawsuit for BRL 4,500.00 on July 8, 2021.

Individual AAA Demands

Starting in April 2020, over thirty individual arbitration demands were filed with the American Arbitration Association, against Zoom relating to its alleged privacy and security practices, including alleged data sharing with third parties. The claimants asserted violations of, among other things, a variety of consumer protection laws, including California's Unfair Competition Law (Cal. Bus. & Prof. Code §§ 17200 et seq.). These arbitrations have been closed.

Consumer Watchdog, individually and on behalf of the general public v. Zoom Video Communications, Inc. Case No. 1:20-cv-02526-JEB (U.S. Dist. Court for D.C., 2020)

On August 10, 2020, Consumer Watchdog filed a lawsuit against Zoom under the D.C. Consumer Protection Procedures Act ("CPPA") on behalf of members of the general public, alleging that Zoom misrepresented its end-to-end encryption capabilities in violation of D.C. Code §§ 28-3904(a)-(d)-(f-1), (h). Zoom denies any wrongdoing or liability of any kind with respect to the lawsuit, and maintains that it has not violated any laws. To avoid the risk and expenses of further litigation, however, the parties mutually entered into an agreement to settle and dismiss the lawsuit with prejudice on July 30, 2021. Under the terms of the settlement Zoom will pay Consumer Watchdog $325 thousand, inclusive of all costs, attorneys' fees, or other amounts, in exchange for a mutual release of all claims and/or defenses arising out of the subject matter of the lawsuit.

Investigations[8]

In June 2020, Zoom received a grand jury subpoena from the Department of Justice's U.S. Attorney's Office for the Eastern District of New York ("EDNY"), which requested information regarding our interactions with foreign governments and foreign political parties, including the Chinese government, as well as information regarding storage of and access to user data, the development and implementation of Zoom's privacy policies, and the actions we took relating to the Tiananmen commemorations on Zoom. In July

[7] Zoom affiliates in other countries may be subject to local administrative proceedings that set requirements for their operations but do not fall within the scope of the required verification.
[8] Matters that Zoom believes do no fall within the scope of the required verification have been omitted.

2020, Zoom received subpoenas from the Department of Justice's U.S. Attorney's Office for the Northern District of California ("NDCA") and the SEC. Both subpoenas seek documents and information relating to various security, data protection and privacy matters, including our encryption, and our statements relating thereto, as well as calculation of usage metrics and related public statements. In addition, the NDCA subpoena seeks information relating to any contacts between our employees and representatives of the Chinese government, and any attempted or successful influence by any foreign government in our policies, procedures, practices, and actions as they relate to users in the United States. Zoom has since received additional subpoenas from EDNY and NDCA seeking related information. Zoom is fully cooperating with these investigations and have been conducting its own thorough internal investigation. These investigations are ongoing, and Zoom does not know when they will be completed, which facts we will ultimately discover as a result of the investigations, or what actions the government may or may not take.

K. Financial Information - Rule 3.6(e)

Detailed consolidated financial statements for Five9 and Zoom are included in the respective parties' annual report and latest quarterly report filed with the United States Securities and Exchange Commission ("SEC"),[9] which are available, respectively, at:

- https://investors.five9.com/financial-information
- https://investors.zoom.us/sec-filings

The Commission's rules require that a company that intends to acquire control of a certificated company must either have at least an equivalent certificate or demonstrate that it meets the same requirements of an applicant seeking a certificate to exercise the type of authority held by the company being acquired.[10] Because Five9 has a reseller certification, Zoom must demonstrate that it possesses, at a minimum, access to $25,000 cash or cash equivalent.[11]

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[9] Past Commission precedent demonstrates that detailed financial statements, as set forth in SEC filings, meet the requirement under Rule 3.6, requiring submission of financial statements. See, e.g., D.17-05-008 (accepting 10-Q filing to meet requirement for showing that sufficient financial assets are available).

[10] See, e.g., D.17-05-008 at 7 ("Documentation must indicate that the entity to whom control is transferred, meets the requirements for issuance of a CPCN.").

[11] D.95-12-056, Appendix C.

Evidence that Zoom satisfies this requirement in included in its most recent annual report. Although an additional financial showing is required if a carrier expects to have deposits with wholesale service providers, Five9 does not have any carrier deposits for its existing ongoing operations and does not expect to be required to provide any such deposits in the future.

REQUEST FOR *EX PARTE* RELIEF

Joint Applicants respectfully request *ex parte* relief without a hearing. There is no need for a hearing because the proposed acquisition is in the public interest, is non-controversial, does not present novel or complex issues, and will not alter Five9's market share as a non-dominant carrier. Furthermore, there will not be the transfer of a customer base and the acquisition will not affect the rates, terms, conditions of service provided to Five9's customers. Additionally, expedited relief is essential to securing the full benefits of the transfer. Under these circumstances, approval on an expedited and *ex parte* basis is appropriate. Applicants therefore believe the information in this Application is sufficient for the Commission to authorize the transfer and grant the requested relief.

For the same reasons, Applicants request that the Commission waive the comment period for any uncontested matter under Section 311(g)(2) and Rule 14.6(c)(2), provided that no protest or response opposing the Application is filed and, in an uncontested matter, the decision grants the relief requested.

CONCLUSION

The Joint Applicants respectfully submit that the foregoing, including the referenced exhibits, demonstrates that the proposed transaction is consistent with the public interest and that their Joint Application should be granted.

Dated: July 30, 2021

Respectfully submitted,

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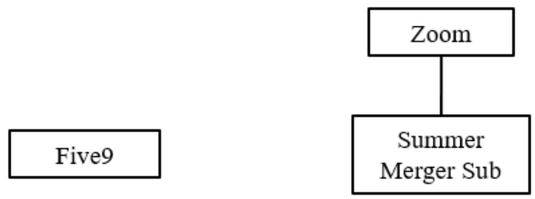
LIST OF EXHIBITS

Exhibit A	Pre- and Post- Ownership Diagrams
Exhibit B	Five9 Corporate Certificates
Exhibit C	Zoom Corporate Certificates
Exhibit D	Agreement and Plan of Merger
Exhibit E	Biographies of Executive Officers of Zoom

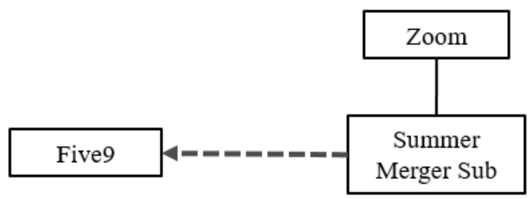
EXHIBIT A

Pre- and Post-Closing Organizational Charts

Before Transaction



Merger



After Transaction

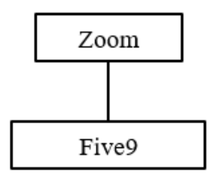


Exhibit B

Five9 Corporate Certificates

AMENDED AND RESTATED CERTIFICATE

OF INCORPORATION OF

FIVE9, INC.

Five9, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies as follows:

1. The name of the corporation is Five9, Inc. The name under which the corporation was originally incorporated was Five 9's Communications, Inc. The date of the filing of its original certificate of incorporation with the Secretary of State of the State of Delaware was March 13, 2001.

2. This Amended and Restated Certificate of Incorporation, which restates, integrates and further amends the certificate of incorporation of the corporation as heretofore amended and restated, has been duly adopted by the corporation in accordance with Sections 242 and 245 of the DGCL and has been adopted by the requisite vote of the stockholders of the corporation, acting by written consent in lieu of a meeting in accordance with Section 228 of the DGCL.

3. The certificate of incorporation is hereby amended and restated in its entirety to read as follows:

ARTICLE I

The name of the corporation is "Five9, Inc." (hereinafter called the "Corporation").

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware or any applicable successor act thereto, as the same may be amended from time to time (the "DGCL").

ARTICLE IV

(A) Classes of Stock. The total number of shares of all classes of capital stock that the Corporation is authorized to issue is 455,000,000 shares which shall be divided into two classes of stock to be designated "Common Stock" and "Preferred Stock". The total number of shares of Common Stock that the Corporation is authorized to issue is 450,000,000 shares, par value $0.001 per share. The total number of shares of Preferred Stock that the Corporation is

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authorized to issue is 5,000,000 shares, par value $0.001 per share. Subject to the rights of the holders of any series of Preferred Stock, the number of authorized shares of any of the Common Stock or Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority in voting power of the stock of the Corporation entitled to vote thereon irrespective of the provisions of Section 242(b)(2) of the DGCL, and no vote of the holders of any of the Common Stock or Preferred Stock voting separately as a class shall be required therefor.

(B) Common Stock. The powers, preferences and relative participating, optional or other special rights, and the qualifications, limitations and restrictions of the Common Stock are as follows:

1. Ranking. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock of any series as may be designated by the Board of Directors of the Corporation (the "Board") upon any issuance of the Preferred Stock of any series.

2. Voting. Except as otherwise provided by law or by the resolution or resolutions providing for the issue of any series of Preferred Stock, the holders of outstanding shares of Common Stock shall have the exclusive right to vote for the election and removal of directors and for all other purposes. Notwithstanding any other provision of this Amended and Restated Certificate of Incorporation (as the same may be amended and/or restated from time to time, including the terms of any Preferred Stock Designation (as defined below), this "Certificate of Incorporation") to the contrary, the holders of Common Stock shall not be entitled to vote on any amendment to this Certificate of Incorporation (including any Preferred Stock Designation) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together as a class with the holders of one or more other such series, to vote thereon pursuant to this Certificate of Incorporation (including any Preferred Stock Designation) or the DGCL.

3. Dividends. Subject to the rights of the holders of Preferred Stock, holders of shares of Common Stock shall be entitled to receive such dividends and distributions and other distributions in cash, stock or property of the Corporation when, as and if declared thereon by the Board from time to time out of assets or funds of the Corporation legally available therefor.

4. Liquidation. Subject to the rights of the holders of Preferred Stock, shares of Common Stock shall be entitled to receive the assets and funds of the Corporation available for distribution in the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary. A liquidation, dissolution or winding up of the affairs of the Corporation, as such terms are used in this Section B(4), shall not be deemed to be occasioned by or to include any consolidation or merger of the Corporation with or into any other person or a sale, lease, exchange or conveyance of all or a part of its assets.

(C) Preferred Stock.

Shares of Preferred Stock may be issued from time to time in one or more series. The Board is hereby authorized to provide by resolution or resolutions from time to time for the issuance, out of the unissued shares of Preferred Stock, of one or more series of Preferred Stock, without stockholder approval, by filing a certificate pursuant to the applicable law of the State of Delaware (the "Preferred Stock Designation"), setting forth such resolution and, with respect to each such series, establishing the number of shares to be included in such series, and fixing the voting powers, full or limited, or no voting power of the shares of such series, and the designation, preferences and relative, participating, optional or other special rights, if any, of the shares of each such series and any qualifications, limitations or restrictions thereof. The powers, designation, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, and the qualifications, limitations and restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. The authority of the Board with respect to each series of Preferred Stock shall include, but not be limited to, the determination of the following:

(a) the designation of the series, which may be by distinguishing number, letter or title;

(b) the number of shares of the series, which number the Board may thereafter (except where otherwise provided in the Preferred Stock Designation) increase or decrease (but not below the number of shares thereof then outstanding);

(c) the amounts or rates at which dividends will be payable on, and the preferences, if any, of shares of the series in respect of dividends, and whether such dividends, if any, shall be cumulative or noncumulative;

(d) the dates on which dividends, if any, shall be payable;

(e) the redemption rights and price or prices, if any, for shares of the series;

(f) the terms and amount of any sinking fund, if any, provided for the purchase or redemption of shares of the series;

(g) the amounts payable on, and the preferences, if any, of shares of the series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation;

(h) whether the shares of the series shall be convertible into or exchangeable for, shares of any other class or series, or any other security, of the Corporation or any other corporation, and, if so, the specification of such other class or series or such other security, the conversion or exchange price or prices or rate or rates, any adjustments thereof, the date or dates at which such shares shall be convertible or exchangeable and all other terms and conditions upon which such conversion or exchange may be made;

(i) restrictions on the issuance of shares of the same series or any other class or series;

(j) the voting rights, if any, of the holders of shares of the series generally or upon specified events; and

(k) any other powers, preferences and relative, participating, optional or other special rights of each series of Preferred Stock, and any qualifications, limitations or restrictions of such shares, all as may be determined from time to time by the Board and stated in the resolution or resolutions providing for the issuance of such Preferred Stock.

Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to any other series of Preferred Stock to the extent permitted by law.

ARTICLE V

This Article V is inserted for the management of the business and for the conduct of the affairs of the Corporation.

(A) General Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board, except as otherwise provided by law.

(B) Number of Directors; Election of Directors. Subject to the rights of holders of any series of Preferred Stock to elect directors, the number of the directors of the Corporation shall be fixed from time to time by resolution of the Board.

(C) Classes of Directors. Subject to the rights of holders of any series of Preferred Stock to elect directors, the Board shall be and is divided into three classes, designated Class I, Class II and Class III. Each class shall consist, as nearly as may be possible, of one third of the total number of directors constituting the entire Board. The Board is authorized to assign members of the Board already in office to Class I, Class II or Class III at the time such classification becomes effective.

(D) Terms of Office. Subject to the rights of holders of any series of Preferred Stock to elect directors, each director shall serve for a term ending on the date of the third annual meeting of stockholders following the annual meeting of stockholders at which such director was elected; provided that each director initially assigned to Class I shall serve for a term expiring at the Corporation's first annual meeting of stockholders held after the effectiveness of this Certificate of Incorporation; each director initially assigned to Class II shall serve for a term expiring at the Corporation's second annual meeting of stockholders held after the effectiveness of this Certificate of Incorporation; and each director initially assigned to Class III shall serve for a term expiring at the Corporation's third annual meeting of stockholders held after the effectiveness of this Certificate of Incorporation; provided further, that the term of each director shall continue until the election and qualification of his or her successor and be subject to his or her earlier death, disqualification, resignation or removal.

(E) Vacancies. Subject to the rights of holders of any series of Preferred Stock, any newly created directorship that results from an increase in the number of directors or any vacancy on the Board that results from the death, disability, resignation, disqualification or removal of any director or from any other cause shall be filled solely by the affirmative vote of a majority of the total number of directors then in office, even if less than a quorum, or by a sole remaining director and shall not be filled by the stockholders. Any director elected to fill a vacancy not resulting from an increase in the number of directors shall hold office for the remaining term of his or her predecessor.

(F) Removal. Subject to the rights of the holders of any series of Preferred Stock, any director or the entire Board may be removed from office at any time, but only for cause.

(G) Committees. Pursuant to the Amended and Restated Bylaws of the Corporation (as the same may be amended and/or restated from time to time, the "Bylaws"), the Board may establish one or more committees to which may be delegated any or all of the powers and duties of the Board to the full extent permitted by law.

(H) Stockholder Nominations and Introduction of Business. Advance notice of stockholder nominations for election of directors and other business to be brought by stockholders before a meeting of stockholders shall be given in the manner provided by the Bylaws.

ARTICLE VI

Unless and except to the extent that the Bylaws shall so require, the election of directors of the Corporation need not be by written ballot.

ARTICLE VII

To the fullest extent permitted by the DGCL as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that nothing contained in this Article VII shall eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to the provisions of Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit. No repeal or modification of this Article VII shall apply to or have any adverse effect on any right or protection of, or any limitation of the liability of, a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE VIII

The Corporation may indemnify, and advance expenses to, to the fullest extent permitted by law, any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE IX

Subject to the terms of any series of Preferred Stock, any action required or permitted to be taken by the stockholders of the Corporation must be effected at an annual or special meeting of the stockholders and may not be effected by written consent in lieu of a meeting.

ARTICLE X

Special meetings of stockholders for any purpose or purposes may be called at any time by the Board, the Chairman of the Board or the Chief Executive Officer of the Corporation, and may not be called by another other person or persons. Business transacted at any special meeting of stockholders shall be limited to matters relating to the purpose or purposes stated in the notice of meeting.

ARTICLE XI

The Corporation reserves the right at any time from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and any other provisions authorized by the DGCL may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Article XI. Notwithstanding any other provision of this Certificate of Incorporation or any provision of law that might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of the holders of any series of Preferred Stock required by law, by this Certificate of Incorporation or by any Preferred Stock Designation, the affirmative vote of the holders of a majority in voting power of the stock of the Corporation entitled to vote thereon shall be required to amend, alter, change or repeal any provision of this Certificate of Incorporation, or to adopt any new provision of this Certificate of Incorporation; provided, however, that the affirmative vote of the holders of at least sixty-six and two-thirds percent (66 2/3%) in voting power of the stock of the Corporation entitled to vote thereon shall be required to amend, alter, change or repeal, or adopt any provision inconsistent with, any of Article V, Article VII, Article VIII, Article IX, Article X, Article XII, Article XIII, and this sentence of this Certificate of Incorporation, or in each case, the definition of any capitalized terms used therein or any successor provision (including, without limitation, any such article or section as renumbered as a result of any amendment, alteration, change, repeal or adoption of any other provision of this Certificate of Incorporation). Any amendment, repeal or modification of any of Article VII,

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Article VIII and this sentence shall not adversely affect any right or protection of any person existing thereunder with respect to any act or omission occurring prior to such repeal or modification.

ARTICLE XII

In furtherance and not in limitation of the powers conferred upon it by law, the Board is expressly authorized and empowered to adopt, amend and repeal the Bylaws by the affirmative vote of a majority of the total number of directors present at a regular or special meeting of the Board at which there is a quorum or by written consent. Notwithstanding any other provision of this Certificate of Incorporation or any provision of law that might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of the holders of any series of Preferred Stock required by law, by this Certificate of Incorporation or by any Preferred Stock Designation, the Bylaws may also be amended, altered or repealed and new Bylaws may be adopted by the affirmative vote of the holders of at least sixty-six and two-thirds percent (66 2/3%) in voting power of the stock of the Corporation entitled to vote thereon.

ARTICLE XIII

Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall, to the fullest extent permitted by law, be the sole and exclusive forum for (1) any derivative action or proceeding brought on behalf of the Corporation, (2) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (3) any action asserting a claim arising pursuant to any provision of the DGCL, or (4) any action asserting a claim governed by the internal affairs doctrine. Any person or entity purchasing or otherwise acquiring or holding any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Article XIII.

[*Remainder of Page Intentionally Left Blank*]

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed this 7th day of April, 2014.

FIVE9, INC.

By:	/s/ Michael Burkland
Name:	Michael Burkland
Title:	President and Chief Executive Officer

Exhibit C

Zoom Corporate Certificates

Exhibit 3.1

ZOOM VIDEO COMMUNICATIONS, INC.

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

Zoom Video Communications, Inc. (the "**Corporation**"), a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

A. The Corporation was originally incorporated under the name of Saasbee, Inc., and the original certificate of incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on April 21, 2011.

B. This Amended and Restated Certificate of Incorporation (this "**Amended and Restated Certificate of Incorporation**") was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware (the "**DGCL**"), and has been duly approved by the written consent of the stockholders of the Corporation in accordance with Section 228 of the DGCL.

C. The certificate of incorporation of the Corporation is hereby amended and restated in its entirety to read as follows:

ARTICLE I

The name of the Corporation is Zoom Video Communications, Inc.

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

ARTICLE IV

A. Classes of Stock. The total number of shares of capital stock that the Corporation shall have authority to issue is 2,500,000,000, consisting of the following: 2,000,000,000 shares of Class A Common Stock, par value $0.001 per share ("**Class A Common Stock**"), 300,000,000 shares of Class B Common Stock, par value $0.001 per share ("**Class B Common Stock**"), and 200,000,000 shares of undesignated Preferred Stock, par value $0.001 per share ("**Preferred Stock**").

B. Rights of Preferred Stock. The Board of Directors is authorized, subject to any limitations prescribed by law but to the fullest extent permitted by law, to provide by resolution for the designation and issuance of shares of Preferred Stock in one or more series, to establish from time to time the number of shares to be included in each such series, to fix the designation, powers (which may include, without limitation, full, limited or no voting powers), preferences, and relative, participating, optional or other rights of the shares of each such series and any qualifications, limitations or restrictions thereof, and to file a certificate pursuant to the applicable law of the State of Delaware (such certificate being hereinafter referred to as a "**Preferred Stock Designation**"), setting forth such resolution or resolutions.

C. Vote to Increase or Decrease Authorized Shares of Preferred Stock. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of all of the outstanding shares of capital stock of the Corporation entitled to vote thereon, without a separate class vote of the holders of Preferred Stock, or any separate series votes of any series thereof, unless a vote of any such holders is required pursuant to the terms of any Preferred Stock Designation.

D. Rights of Class A Common Stock and Class B Common Stock. The relative powers, rights, qualifications, limitations and restrictions granted to or imposed on the shares of Class A Common Stock and Class B Common Stock are as follows:

1. Voting Rights.

(a) General Right to Vote Together; Exception. Except as otherwise expressly provided herein or required by applicable law, the holders of Class A Common Stock and Class B Common Stock shall vote together as one class on all matters submitted to a vote of the stockholders; provided, subject to the terms of any Preferred Stock Designation, the number of authorized shares of Class A Common Stock or Class B Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of the capital stock of the Corporation entitled to vote thereon, without a separate class vote of the holders of either the Class A Common Stock or the Class B Common Stock.

(b) Votes Per Share. Except as otherwise expressly provided herein or required by applicable law, on any matter that is submitted to a vote of the stockholders, each holder of Class A Common Stock shall be entitled to one (1) vote for each such share, and each holder of Class B Common Stock shall be entitled to ten (10) votes for each such share.

2. Identical Rights. Except as otherwise expressly provided herein or required by applicable law, shares of Class A Common Stock and Class B Common Stock shall have the same rights and privileges and rank equally, share ratably and be identical in all respects as to all matters, including, without limitation:

(a) Dividends and Distributions. Shares of Class A Common Stock and Class B Common Stock shall be treated equally, identically and ratably, on a per share basis, with respect to any Distribution paid or distributed by the Corporation, unless different treatment of the shares of each such class is approved by the affirmative vote of the holders of a majority of the outstanding shares of Class A Common Stock and by the affirmative vote of the holders of a majority of the outstanding shares of Class B Common Stock, each voting separately as a class; provided that in the event a Distribution is paid in the form of shares of Class A Common Stock or Class B Common Stock (or Rights to acquire such stock), then holders of Class A Common Stock shall receive shares of Class A Common Stock (or Rights to acquire such stock, as the case may be) and holders of Class B Common Stock shall receive shares of Class B Common Stock (or Rights to acquire such stock, as the case may be) and the affirmative vote of the holders of a majority of the outstanding shares of Class A Common Stock or Class B Common Stock shall not be required.

(b) Subdivision or Combination. If the Corporation in any manner subdivides or combines the outstanding shares of Class A Common Stock or Class B Common Stock, the outstanding shares of the other such class will be subdivided or combined in the same proportion and manner, unless different treatment of the shares of each such class is approved by the affirmative vote of the holders of a majority of the outstanding shares of Class A Common Stock and by the affirmative vote of the holders of a majority of the outstanding shares of Class B Common Stock, each voting separately as a class.

(c) Equal Treatment in a Change of Control or any Merger Transaction. In connection with any Change of Control Transaction, shares of Class A Common Stock and Class B Common Stock shall be treated equally, identically and ratably, on a per share basis, with respect to any consideration into which such shares are converted or any consideration paid or otherwise distributed to stockholders of the Corporation, unless different treatment of the shares of each such class is approved by the affirmative vote of the holders of a majority of the outstanding shares of Class A Common Stock and by the affirmative vote of the holders of a majority of the outstanding shares of Class B Common Stock, each voting separately as a class. Any merger or consolidation of the Corporation with or into any other entity, which is not a Change of Control Transaction, shall require approval by the affirmative vote of the holders of a majority of the outstanding shares of Class A Common Stock and by the affirmative vote of the holders of a majority of the outstanding shares of Class B Common Stock, each voting separately as a class, unless (i) the shares of Class A Common Stock and Class B Common Stock remain outstanding and no other consideration is received in respect thereof or (ii) such shares are converted on a pro rata basis into shares of the surviving or parent entity in such transaction having identical rights to the shares of Class A Common Stock and Class B Common Stock, respectively.

3. Conversion of Class B Common Stock.

(a) Voluntary Conversion. Each one (1) share of Class B Common Stock shall be convertible into one (1) share of Class A Common Stock at the option of the holder thereof at any time upon written notice to the transfer agent of the Corporation unless the notice specifies a later effective date or an effective date determined upon the happening of an event, in which case the conversion shall occur upon such date or the happening of such event.

(b) Automatic Conversion. Each one (1) share of Class B Common Stock shall automatically, without any further action, convert into one (1) share of Class A Common Stock upon:

(i) a Transfer, other than a Permitted Transfer, of such share; or

(ii) other than with respect to the Founder, the death of the holder of such share if such holder is a natural person.

(c) Automatic Conversion of all Outstanding Class B Common Stock. Each one (1) share of Class B Common Stock shall automatically, without any further action, convert into one (1) share of Class A Common Stock upon the earliest of (such date, the "**Final Conversion Date**"):

(i) the date that is six months following the death or Incapacity of the Founder;

(ii) the date that is six months following the date that the Founder is no longer providing services to the Corporation as an officer, employee, director or consultant or the date that the Founder's employment with the Corporation is terminated for Cause;

(iii) the date specified by the holders of a majority of the then outstanding shares of Class B Common Stock, voting as a separate class; and

(iv) the date that is the fifteen (15) year anniversary of the closing of the Corporation's first firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act (or a registration statement under similar securities laws of any foreign jurisdiction, to the extent applicable) in connection with an offering of securities on the Securities Exchange.

(d) Final Conversion of Class B Common Stock. On the Final Conversion Date, each one (1) share of Class B Common Stock shall automatically, without any further action, convert into one (1) share of Class A Common Stock. Following such conversion, the reissuance of all shares of Class B Common Stock shall be prohibited, and such shall be retired and cancelled in accordance with Section 243 of the DGCL and the filing with the Secretary of State of the State of Delaware required thereby, and upon such retirement and cancellation, all references to Class B Common Stock in this Amended and Restated Certificate of Incorporation shall be eliminated.

(e) Procedures. The Corporation may, from time to time, establish such policies and procedures relating to the conversion of Class B Common Stock into Class A Common Stock and the general administration of this dual class stock structure, including the issuance of stock certificates (or the establishment of book-entry positions) with respect thereto, as it may deem reasonably necessary or advisable, and may from time to time request that holders of shares of Class B Common Stock furnish certifications, affidavits or other proof to the Corporation as it deems necessary to verify the ownership of Class B Common Stock and to confirm that a conversion into Class A Common Stock has not occurred. A determination in good faith by the Secretary of the Corporation that a Transfer results in a conversion into Class A Common Stock shall be conclusive and binding.

(f) Immediate Effect. In the event of a conversion of shares of Class B Common Stock into shares of Class A Common Stock pursuant to this Article IV, Section D.3, or upon the Final Conversion Date, such conversion(s) shall be deemed to have been made at the time that the Transfer of shares occurred or immediately upon the Final Conversion Date at 11:59 p.m. Pacific Time (unless such time is otherwise specified in accordance with Article IV, Section D.3(c)), as applicable. Upon any conversion of Class B Common Stock into Class A Common Stock, all rights of the holder of shares of Class B Common Stock shall cease and the person or persons in whose names or names the certificate or certificates (or book-entry position(s)) representing the shares of Class A Common Stock are to be issued shall be treated for all purposes as having become the record holder or holders of such shares of Class A Common Stock. Shares of Class B Common Stock that are converted into shares of Class A Common Stock as provided in this Article IV, Section D.3 shall be retired and may not be reissued.

(g) Reservation of Stock. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock, solely for the purpose of effecting the conversion of the shares of Class B Common Stock, such number of shares of Class A Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Class B Common Stock into shares of Class A Common Stock.

E. No Further Issuances. Except for the issuance of Class B Common Stock issuable upon exercise of Rights outstanding at the Class B Effective Time, a dividend payable in accordance with Article IV, Section D.2(a) or a subdivision of shares effectuated in accordance with Article IV, Section D.2(b), the Corporation shall not at any time after the Class B Effective Time issue any additional shares of Class B Common Stock, unless such issuance is approved by the affirmative vote of the holders of a majority of the outstanding shares of Class B Common Stock. After the Final Conversion Date, the Corporation shall not issue any additional shares of Class B Common Stock.

ARTICLE V

The following terms, where capitalized in this Amended and Restated Certificate of Incorporation, shall have the meanings ascribed to them in this Article V:

"**Board of Directors**" means the Board of Directors of the Corporation.

"**Cause**" means (i) the Founder's unauthorized use or disclosure of the Corporation's confidential information or trade secrets, which use or disclosure causes material harm to the Corporation, (ii) the Founder's material breach of any agreement between the Founder and the Corporation, (iii) the Founder's material failure to comply with the Corporation's written policies or rules, (iv) the Founder's conviction of, or his plea of "guilty" or "no contest" to, a felony under the laws of the United States or any state thereof, (v) the Founder's gross negligence or willful misconduct, (vi) the Founder's willful and continuing failure to perform assigned duties after receiving written notification of the failure from the Board of Directors, or (vii) the Founder's failure to cooperate in good faith with a governmental or internal investigation of the Corporation or its directors, officers or employees, if the Corporation has requested the Founder's cooperation, in each case as determined in good faith by the Board of Directors.

"**Change of Control Share Issuance**" means the issuance by the Corporation, in a transaction or series of related transactions, of voting securities representing more than two percent (2%) of the total voting power of the outstanding voting securities of the Corporation (assuming Class A Common Stock and Class B Common Stock each have one (1) vote per share) before such issuance to any person or persons acting as a group as contemplated in Rule 13d-5(b) under the Exchange Act (or any successor provision) that immediately prior to such transaction or series of related transactions held fifty percent (50%) or less of the total voting power of the outstanding voting securities of the Corporation (assuming Class A Common Stock and Class B Common Stock each have one (1) vote per share), such that, immediately following such transaction or series of related transactions, such person or group of persons would hold more than fifty percent (50%) of the total voting power of the outstanding voting securities of the Corporation (assuming Class A Common Stock and Class B Common Stock each have one (1) vote per share).

"**Change of Control Transaction**" means (i) the sale, lease, exclusive license, exchange, or other disposition (other than liens and encumbrances created in the ordinary course of business, including liens or encumbrances to secure indebtedness for borrowed money that are approved by the Board of Directors, so long as no foreclosure occurs in respect of any such lien or encumbrance) of all or substantially all of the Corporation's property and assets (which shall for such purpose include the property and assets of any direct or indirect subsidiary of the Corporation), provided that any sale, lease, exclusive license, exchange or other disposition of property or assets exclusively between or among the Corporation and any direct or indirect subsidiary or subsidiaries of the Corporation shall not be deemed a "**Change of Control Transaction**"; (ii) the merger, consolidation, business combination, or other similar transaction of the Corporation with any other entity, other than a merger, consolidation, business combination, or other similar transaction that would result in the voting securities of the Corporation outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) more than fifty percent (50%) of the total voting power represented by the outstanding voting securities of the Corporation *and* more than fifty percent (50%) of the total number of outstanding shares of the Corporation's capital stock, in each case as outstanding immediately after such merger, consolidation, business combination, or other similar transaction, and the stockholders of the Corporation immediately prior to the merger, consolidation, business combination, or other similar transaction continuing to own voting securities of the Corporation, the surviving entity or its parent immediately following the merger, consolidation, business combination, or other similar transaction in substantially the same proportions (vis a vis each other) as such stockholders owned of the voting securities of the Corporation immediately prior to the transaction; (iii) a recapitalization, liquidation, dissolution, or other similar transaction involving the Corporation, other than a recapitalization, liquidation, dissolution, or other similar transaction that would result in the voting securities of the Corporation outstanding immediately prior thereto continuing to represent (either by remaining outstanding or being converted into voting securities of the surviving entity or its parent) more than fifty percent (50%) of the total voting power represented by the voting securities of the Corporation *and* more than fifty percent (50%) of the total number of outstanding shares of the Corporation's capital stock, in each case as outstanding immediately after such recapitalization, liquidation, dissolution or other similar transaction, and the stockholders of the Corporation immediately prior to the recapitalization, liquidation, dissolution or other similar transaction continuing to own voting securities of the Corporation, the surviving entity or its parent immediately following the recapitalization, liquidation, dissolution or other similar transaction in substantially the same proportions (vis a vis each other) as such stockholders owned of the voting securities of the Corporation immediately prior to the transaction; and (iv) any Change of Control Share Issuance.

"**Class B Effective Time**" means November 13, 2018.

"**Controlled Company Exemption**" means, if and to the extent otherwise applicable to the Corporation, the exemptions from the corporate governance rules and requirements of the Securities Exchange available to any company that constitutes a "controlled company" within the meaning of the corporate governance rules and requirements of the Securities Exchange.

"**Distribution**" means (i) any dividend or distribution of cash, property or shares of the Corporation's capital stock, if, as and when declared from time to time by the Board of Directors; and (ii) any distribution following or in connection with any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary.

"**Exchange Act**" means the United States Securities Exchange Act of 1934, as amended.

"**Family Member**" means an individual's spouse, ex-spouse, domestic partner, lineal (including by adoption) descendant or antecedent, brother or sister, the adopted child or adopted grandchild, or the spouse or domestic partner of any child, adopted child, grandchild or adopted grandchild of such individual.

"**Founder**" means Eric S. Yuan, an individual.

"**Incapacity**" means, with respect to an individual, that such individual is incapable of managing his or her financial affairs under the criteria set forth in the applicable probate code that can be expected to result in death or which has lasted or can be expected to last for a continuous period of not less than twelve (12) months as determined by a licensed medical practitioner. In the event of a dispute regarding whether an individual has suffered an Incapacity, no Incapacity of such individual will be deemed to have occurred unless and until an affirmative ruling regarding such Incapacity has been made by a court of competent jurisdiction.

"**Parent**" means, with respect to an entity, any entity that directly or indirectly owns or controls a majority of the voting power of the voting securities of such entity.

"**Permitted Entity**" means, with respect to a Qualified Stockholder, (i) a Permitted Trust solely for the benefit of (A) such Qualified Stockholder and/or (B) any other Permitted Entity of such Qualified Stockholder, or (ii) any general partnership, limited partnership, limited liability company, corporation or other entity exclusively owned by (A) such Qualified Stockholder and/or (B) any other Permitted Entity of such Qualified Stockholder.

"**Permitted Transfer**" means, and is restricted to, any Transfer of a share of Class B Common Stock that satisfies the following requirements:

(a) a Transfer by a Qualified Stockholder to (A) any Permitted Entity of such Qualified Stockholder, (B) such Qualified Stockholder's Family Members or to a trust or trusts or other estate planning vehicle for the benefit of such Qualified Stockholder's Family Members, in each case so long as such Qualified Stockholder continues to exercise Voting Control over such shares, or (C) the Founder; or

(b) a Transfer by a Permitted Entity of a Qualified Stockholder to (A) such Qualified Stockholder or (B) any other Permitted Entity of such Qualified Stockholder.

"**Permitted Transferee**" means a transferee of shares of Class B Common Stock received in a Transfer that constitutes a Permitted Transfer.

"**Permitted Trust**" means a bona fide trust where each trustee is (i) a Qualified Stockholder or (ii) a professional in the business of providing trustee services, including private professional fiduciaries, trust companies and bank trust departments.

"**Qualified Stockholder**" means (i) the registered holder of a share of Class B Common Stock immediately following the Class B Effective Time; (ii) the initial registered holder of any shares of Class B Common Stock that are originally issued by this Corporation pursuant to the exercise, conversion or settlement of a Right; (iii) each natural person who Transfers shares of or Rights for Class B Common Stock to a Permitted Entity that is or becomes a Qualified Stockholder; or (iv) a Permitted Transferee.

"**Rights**" means any option, restricted stock unit, warrant, conversion right or contractual right of any kind to acquire (through purchase, conversion or otherwise) shares of the Corporation's authorized but unissued capital stock (or issued but not outstanding capital stock).

"**Securities Act**" means the United States Securities Act of 1933, as amended.

"**Securities Exchange**" means, at any time, the registered national securities exchange on which the Corporation's equity securities are then principally listed or traded, which shall be the New York Stock Exchange or Nasdaq Global Market (or similar national quotation system of the Nasdaq Stock Market) ("**Nasdaq**") or any successor exchange of either the New York Stock Exchange or Nasdaq.

"**Transfer**" means, with respect to a share of Class B Common Stock, any sale, assignment, transfer, conveyance, hypothecation or other transfer or disposition of such share or any legal or beneficial interest in such share, whether or not for value and whether voluntary or involuntary or by operation of law, including, without limitation, a transfer to a broker or other nominee (regardless of whether there is a corresponding change in beneficial ownership), or the transfer of, or entering into a binding agreement with respect to, Voting Control over such share by proxy or otherwise; provided that the following shall not be considered a "Transfer":

(a) the granting of a revocable proxy to officers or directors or agents of the Corporation with the approval and at the request of the Board of Directors in connection with actions to be taken at an annual or special meeting of stockholders;

(b) entering into a voting trust, agreement or arrangement (with or without granting a proxy) solely with stockholders who are holders of Class B Common Stock that (A) is disclosed either in a Schedule 13D filed with the Securities and Exchange Commission or in writing to the Secretary of this Corporation, (B) either has a term not exceeding one (1) year or is terminable by the holder of the shares subject thereto at any time and (C) does not involve any payment of cash, securities, property or other consideration to the holder of the shares subject thereto other than the mutual promise to vote shares in a designated manner;

(c) in connection with a Change of Control Transaction that has been approved by the Board of Directors, the entering into a support, voting, tender or similar agreement or arrangement (in each case, with or without the grant of a proxy) that has also been approved by the Board of Directors; or

(d) the pledge of shares of Class B Common Stock by a stockholder that creates a mere security interest in such shares pursuant to a bona fide loan or indebtedness transaction for so long as such stockholder continues to exercise Voting Control over such pledged shares; provided that a foreclosure on such shares or other similar action by the pledgee shall constitute a "Transfer" unless such foreclosure or similar action qualifies as a "Permitted Transfer";

provided that a "Transfer" shall be deemed to have occurred with respect to a share of Class B Common Stock beneficially held by (y) an entity that is a Permitted Entity, if there occurs any act or circumstance that causes such entity to no longer be a Permitted Entity, or (z) an entity that is a Qualified Stockholder, if there occurs a Transfer on a cumulative basis, from and after the Class B Effective Time, of a majority of the voting power of the voting securities of such entity or any direct or indirect Parent of such entity, other than a Transfer to parties that are, as of the Class B Effective Time, holders of voting securities of any such entity or Parent of such entity.

"**Voting Control**" means the power (whether directly or indirectly) to vote or direct the voting of an equity interest, interest in a trust or other interest or security by proxy, voting agreement, or otherwise.

ARTICLE VI

A. General Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

B. Number of Directors; Election. Subject to the rights of holders of any series of Preferred Stock with respect to the election of directors, the number of directors that constitutes the entire Board of Directors of the Corporation shall be fixed solely by resolution of the Board of Directors. Subject to the rights of holders of any series of Preferred Stock with respect to the election of directors, each director of the Corporation shall hold office until the expiration of the term for which he or she is elected and until his or her successor has been duly elected and qualified or until his or her earlier resignation, death, disqualification or removal.

C. Classified Board Structure. From and after the effectiveness of the filing of the Amended and Restated Certificate of Incorporation first inserting this sentence with the Secretary of State of the State of Delaware (the "**Effective Time**"), and subject to the rights of holders of any series of Preferred Stock with respect to the election of directors, the directors of the Corporation shall be divided into three (3) classes as nearly equal in size as is practicable, hereby designated Class I, Class II and Class III. The Board of Directors may assign members of the Board of Directors already in office to such classes at the time such classification becomes effective. The term of office of the initial Class I directors shall expire at the first annual meeting of stockholders following the Effective Time, the term of office of the initial Class II directors shall expire at the second annual meeting of stockholders following the Effective Time and the term of office of the initial Class III directors shall expire at the third annual meeting of stockholders following the Effective Time. At each annual meeting of stockholders, commencing with the first annual meeting of stockholders following the Effective Time, each of the successors elected to replace the directors of a class whose term shall have expired at such annual meeting shall be elected to hold office until the third annual meeting next succeeding his or her election and until his or her respective successor shall have been duly elected and qualified.

Notwithstanding the foregoing provisions of this Article VI, and subject to the rights of holders of any series of Preferred Stock with respect to the election of directors, each director shall serve until his or her successor is duly elected and qualified or until his or her death, resignation, disqualification, or removal. Subject to the rights of holders of any series of Preferred Stock with respect to the election of directors, if the number of directors is hereafter changed, any newly created directorships or decrease in directorships shall be so apportioned among the classes as to make all classes as nearly equal in number as is practicable, provided that no decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

D. Removal; Vacancies. Subject to the rights of holders of any series of Preferred Stock with respect to the election of directors, for so long as the Board of Directors is divided into classes pursuant to Article VI, Section C, any director may be removed from office by the stockholders of the Corporation only for cause. Vacancies occurring on the Board of Directors for any reason and newly created directorships resulting from an increase in the authorized number of directors may be filled only by vote of a majority of the remaining members of the Board of Directors (and not by the stockholders), although less than a quorum, or by a sole remaining director, at any meeting of the Board of Directors. A person so elected by the Board of Directors to fill a vacancy or newly created directorship shall hold office until the next election of the class for which such director shall have been chosen and until his or her successor shall be duly elected and qualified.

ARTICLE VII

A. Written Ballot. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

B. Amendment of Bylaws. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation; provided that an amendment to the Bylaws of the Corporation adopted by stockholders which specifies the votes that shall be necessary for the election of directors shall not be further amended or repealed by the Board of Directors.

C. Special Meetings. Special meetings of the stockholders may be called only by (i) the Board of Directors pursuant to a resolution adopted by a majority of the total number of directors (after giving effect to vacancies and previously authorized but unfilled directorships); (ii) the chairman of the Board of Directors; (iii) the chief executive officer of the Corporation; or (iv) the president of the Corporation (in the absence of a chief executive officer).

D. No Stockholder Action by Written Consent. Subject to the rights of holders of any series of Preferred Stock, no action shall be taken by the stockholders of the Corporation except at an annual or special meeting of the stockholders called in accordance with the Bylaws of the Corporation, and no action shall be taken by the stockholders by written consent.

E. No Cumulative Voting. No stockholder will be permitted to cumulate votes at any election of directors.

F. No Reliance on the Controlled Company Exemption. At any time during which shares of capital stock of the Corporation are listed for trading on the Securities Exchange, the Corporation shall not rely upon the Controlled Company Exemption.

ARTICLE VIII

To the fullest extent permitted by the DGCL, as it presently exists or may hereafter be amended from time to time, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of any fiduciary duties as a director. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

Neither any amendment nor repeal of this Article VIII, nor the adoption of any provision of the Corporation's certificate of incorporation inconsistent with this Article VIII, shall eliminate or reduce the effect of this Article VIII in respect of any matter occurring, or any cause of action, suit or proceeding accruing or arising or that, but for this Article VIII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE IX

The Corporation shall indemnify, to the fullest extent permitted by applicable law, any director of the Corporation or any person designated as an executive officer of the Corporation by the Board of Directors who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**") by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Corporation shall be required to indemnify a person in connection with a Proceeding (or part thereof) initiated by such person only if the Proceeding (or part thereof) was authorized by the Board of Directors.

The Corporation shall have the power to indemnify, to the extent permitted by the DGCL, as it presently exists or may hereafter be amended from time to time, any employee or agent of the Corporation who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

A right to indemnification or to advancement of expenses arising under a provision of this Amended and Restated Certificate of Incorporation or the Bylaws of the Corporation shall not be eliminated or impaired by an amendment to this Amended and Restated Certificate of Incorporation or the Bylaws of the Corporation after the occurrence of the act or omission that is the subject of the civil, criminal, administrative or investigative action, suit or proceeding for which indemnification or advancement of expenses is sought, unless the provision in effect at the time of such act or omission explicitly authorizes such elimination or impairment after such action or omission has occurred.

ARTICLE X

Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if and only if the Court of Chancery of the State of Delaware lacks subject matter jurisdiction, any state court located within the State of Delaware or, if and only if all such state courts lack subject matter jurisdiction, the federal district court for the District of Delaware) shall be the sole and exclusive forum for the following types of actions or proceedings under Delaware statutory or common law: (A) any derivative action or proceeding brought on behalf of the Corporation; (B) any action asserting a breach of a fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders; (C) any action asserting a claim against the Corporation or any director or officer or other employee of the Corporation arising pursuant to any provision of the DGCL, this Amended and Restated Certificate of Incorporation or the Bylaws of the Corporation; (D) any action or proceeding to interpret, apply, enforce or determine the validity of this Amended and Restated Certificate of Incorporation or the Bylaws of the Corporation (including any right, obligation, or remedy thereunder); (E) any action or proceeding as to which the DGCL confers jurisdiction to the Court of Chancery of the State of Delaware; or (F) any action asserting a claim against the Corporation or any director or officer or other employee of the Corporation that is governed by the internal affairs doctrine, in all cases to the fullest extent permitted by law and subject to the court's having personal jurisdiction over the indispensable parties named as defendants. This Article X shall not apply to suits brought to enforce a duty or liability created by the Exchange Act or any other claim for which the federal courts have exclusive jurisdiction.

To the fullest extent permitted by law, unless the Corporation consents in writing to the selection of an alternative forum, the federal district courts of the United States of America shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended, subject to and contingent upon a final adjudication in the State of Delaware of the enforceability of such exclusive forum provision.

Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and to have consented to the provisions of this Article X.

ARTICLE XI

If any provision of this Amended and Restated Certificate of Incorporation becomes or is declared on any ground by a court of competent jurisdiction to be illegal, unenforceable or void, portions of such provision, or such provision in its entirety, to the extent necessary, shall be severed from this Amended and Restated Certificate of Incorporation, and the court will replace such illegal, void or unenforceable provision of this Amended and Restated Certificate of Incorporation with a valid and enforceable provision that most accurately reflects the Corporation's intent, in order to achieve, to the maximum extent possible, the same economic, business and other purposes of the illegal, void or unenforceable provision. The balance of this Amended and Restated Certificate of Incorporation shall be enforceable in accordance with its terms.

Except as provided in Article VIII and Article IX above, the Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation; provided that, notwithstanding any other provision of this Amended and Restated Certificate of Incorporation or any provision of law that might otherwise permit a lesser vote or no vote, but in addition to any vote of the holders of any class or series of the stock of this Corporation required by law or by this Amended and Restated Certificate of Incorporation, the affirmative vote of the holders of at least sixty-six and two-thirds percent (66-2/3%) of the voting power of the outstanding shares of stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend or repeal, or adopt any provision of this Amended and Restated Certificate of Incorporation inconsistent with, Article VI, Article VII, Article VIII, Article IX, Article X or this Article XI.

* * *

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been signed on behalf of the Corporation by its duly authorized officer effective this 23rd day of April, 2019.

ZOOM VIDEO COMMUNICATIONS, INC.

By: /s/ Eric S. Yuan
Eric S. Yuan,
President and Chief Executive Officer

Exhibit E

Biographies of Executive Officers of Zoom

Eric S. Yuan
Founder and Chief Executive Officer

Eric Yuan founded Zoom in 2011 to deliver happiness and bring teams together in a frictionless video environment. Zoom's video-first unified communications platform continues to dramatically transform the way leading global enterprises communicate. Under Eric's leadership, Zoom was one of the highest-performing tech IPOs of 2019.

Prior to founding Zoom, Eric was corporate vice president of engineering at Cisco, where he was responsible for Cisco's collaboration software development. Eric was one of the founding engineers and vice president of engineering at Webex. Between 1997 and 2011, he grew his team from 10 engineers to more than 800 worldwide and contributed to revenue growth from $0 to more than $800M.

Eric has been named one of the Most Powerful People in Enterprise Tech by Business Insider. In 2018, he was named the #1 CEO of a large US company by Glassdoor and EY Entrepreneur of the Year in Northern California (software category). In 2019, he was added to the Bloomberg 50 as a leader who changed the game in global business. Eric is a named inventor on 11 issued and 20 pending patents in real-time collaboration.

Ryan Azus
Chief Revenue Officer

As Zoom's chief revenue officer, Ryan Azus is responsible for Zoom's sales, customer success, customer support, solution engineering, and channel teams. Before joining Zoom, Ryan spent nine years at RingCentral, where as executive vice president of global sales and services he was instrumental in building the company's multi-product, multi-channel field sales and channel organizations from the ground up, as well as growing the company's services organization.

Prior to RingCentral, Ryan spent nine years in sales at Cisco Webex, where he drove major revenue streams from pre-IPO to post-Cisco acquisition. He has a BS in Business Administration from California Polytechnic State University.

Aparna Bawa
Chief Operating Officer & Interim Chief Legal Officer

Aparna brings to Zoom an expertise in building operations and infrastructure for rapidly growing technology companies. She serves as our Chief Operating Officer. Prior to this, she was our Chief Legal Officer. Most recently before Zoom, she was SVP, General Counsel for Magento Commerce, which was acquired by Adobe in 2018. Prior to Magento, Aparna was the VP, General Counsel for Nimble Storage (NYSE: NMBL); she was instrumental in Nimble's initial public offering in 2013. Later, she led Nimble's sale to Hewlett Packard Enterprise in 2017. Previously, Aparna led the legal and corporate development functions for Inphi Corp (NYSE:

IPHI). Bawa began her career as a corporate and securities attorney for Wilson Sonsini Goodrich & Rosati. She was also an investment banker at Lehman Brothers and Deutsche Bank, where she executed multiple IPO and M&A transactions for technology clients.

Janine Pelosi
Chief Marketing Officer

Janine Pelosi is Zoom's Chief Marketing Officer, responsible for the company's brand, communications, go-to-market, product marketing, lead generation, and customer marketing, as well as Zoom's online business and its corporate responsibility initiatives under the Zoom Cares Foundation.

Janine joined Zoom in March 2015 as Head of Marketing and built its marketing organization from scratch. She helms the company's bold branding strategy, as well as its powerful demand capture and pipeline engines that have fueled Zoom's massive growth in the past five years. Janine brought over 15 years of strategic marketing experience to Zoom, with an in-depth knowledge of SaaS business models. Prior to joining Zoom, Janine led the worldwide demand generation function for the collaboration business unit at Cisco. She built successful teams and transformative programs at both Webex (pre-acquisition) and Cisco, garnering a deep knowledge of both eCommerce and direct sales go-to-market models.

In 2020, Janine was named one of the most innovative CMOs in the world by Business Insider.

Janine graduated from San Jose State University with a BS in Marketing.

Velchamy Sankarlingam
President of Product and Engineering

Velchamy Sankarlingam is President of Product and Engineering for Zoom. Prior to joining Zoom, Velchamy was Senior Vice President of Cloud Services Development and Operations at VMware and had roles across both R&D and IT. He managed a business unit in R&D and was also responsible for all infrastructure in the company, including building and operating one of the largest private clouds. Velchamy was also responsible for helping VMware transform to SaaS and the development of all business applications at VMware. Before joining VMware, Velchamy was Vice President of Engineering and Operations at Cisco where he was responsible for engineering and operations of Webex. Prior to that, Velchamy held Vice President positions at Webex (acquired by Cisco) and Presenter.com (acquired by Webex). He also worked at Andersen Consulting (now Accenture), IBM, Network Computing Devices, and Standard Microsystems. Velchamy is on the board of Bellus3D.

Kelly Steckelberg
Chief Financial Officer

Kelly Steckelberg brings to Zoom extensive leadership and finance experience. Most recently, she was CEO of Zoosk, where she previously held positions of CFO and COO. Prior to Zoosk, Kelly was the Sr. Director of Consumer Segment Finance of Cisco. Kelly has also held various roles in finance at Cisco Webex, Epiphany, PeopleSoft, and KPMG. She has a MA in accounting from The University of Texas at Austin. Kelly is a board member of the Episcopal Community Services of San Francisco and loves to travel, having been to over 60 countries.