

Audit Committee Charter

PURPOSE

The purpose of the Audit Committee of the Board of Directors (the "**Board**") of Fortinet, Inc. (the "**Company**") is to:

- provide oversight of the Company's accounting and financial reporting processes and the audit of the Company's financial statements;
- assist the Board in oversight of (1) the integrity of the Company's financial statements, (2) the Company's compliance with legal and regulatory requirements, (3) the internal audit function, (4) the independent auditor's qualifications, independence and performance, and (5) the Company's internal accounting and financial controls; and
- provide to the Board such information and materials as it may deem necessary to make the Board aware of significant financial matters that require the attention of the Board.

AUDIT COMMITTEE MEMBERSHIP

- The Audit Committee shall consist of at least three members of the Board. Members of the Audit Committee shall be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee and may be removed by the Board in its discretion.
- Each member shall be an independent director in accordance with (1) the Audit Committee requirements of The Nasdaq Stock Market, Inc. Marketplace Rules (the "**Nasdaq Rules**") and (2) the rules of the SEC.
- Each member shall be able to read and understand fundamental financial statements, in accordance with the Audit Committee requirements of the Nasdaq Rules.
- At least one member of the Audit Committee shall be an "audit committee financial expert," as determined by the Board in accordance with SEC rules.
- No member of the Audit Committee may have participated in the preparation of the financial statements of the Company or any of the Company's current subsidiaries at any time during the past three years.
- The Board will designate a chairperson of the Audit Committee.

AUDIT COMMITTEE AUTHORITY AND RESPONSIBILITIES

The following are the principal recurring responsibilities of the Audit Committee. The Audit Committee may perform such other functions as the Board or the Audit Committee deem appropriate. In carrying out its responsibilities, the Audit Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

1. Select and Hire the Independent Auditor. The Audit Committee shall be responsible for appointing, compensating, retaining and, where appropriate, replacing the independent auditor. The independent auditor will report directly to the Audit Committee.
2. Supervise and Evaluate the Independent Auditor. The Audit Committee shall:
 - oversee and evaluate the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;
 - review and resolve any disagreements that may arise between management and the independent auditor regarding financial controls or financial reporting; and
 - review the independence of the outside auditor, including (1) obtaining on a periodic basis a written statement from the independent auditor regarding relationships and services with the Company that may impact independence, as defined by applicable standards and SEC requirements and discussing with the independent auditor its independence, (2) presenting this statement to the Board, and (3) to the extent there are relationships, monitoring and investigating them.

3. Approve Audit and Non-Audit Services and Fees. The Audit Committee shall (1) review and approve, in advance, the scope and plans for the audits and the audit fees and (2) approve in advance all non-audit services to be performed by the independent auditor that are not otherwise prohibited by law and any associated fees. The Audit Committee may delegate to one or more members of the Audit Committee the authority to pre-approve audit and permissible non-audit services, as long as this pre-approval is presented to the full Audit Committee at scheduled meetings. The Audit Committee may, in accordance with applicable law, establish pre-approval policies and procedures for the engagement of independent accountants to render services to the Company.
4. Review Procedures. The Audit Committee shall review and discuss the following with management and the independent auditor, as applicable:
 - the Company's annual audited and quarterly unaudited financial statements, including the disclosures in "Management's Discussion and Analysis of Financial Condition and Results of Operations";
 - the results of the independent audit and the quarterly reviews, and the independent auditor's opinion on the annual financial statements;
 - the reports and certifications regarding internal controls over financial reporting and disclosure controls;
 - major issues regarding accounting principles and financial statement presentations;
 - analyses prepared by management or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements; and
 - any problems or difficulties the independent auditor encountered in the course of its audit work.
5. Reports and Communications from the Independent Auditor. The Audit Committee shall review reports from the independent auditor concerning the following:
 - the financial statements and audit findings;
 - all critical accounting policies and practices used by the Company;
 - all alternative treatments of financial information within generally accepted accounting principles that the auditor has discussed with management, ramifications of the use of these alternative disclosures and treatments, and the treatment preferred by the independent auditor;
 - other material written communications between the independent auditor and management; and
 - other matters required to be communicated to the Audit Committee under generally accepted auditing standards and other legal or regulatory requirements.
6. Audit Committee Report. The Audit Committee shall prepare the report that SEC rules require to be included in the Company's annual proxy statement.
7. Internal Controls. The Audit Committee shall review and discuss with management and the independent auditor the adequacy and effectiveness of the Company's internal controls, including any changes, significant deficiencies or material weaknesses in those controls reported by the independent auditor and any special audit steps adopted in light of significant control deficiencies, and any fraud, whether or not material, that involves management or other Company employees who have a significant role in the Company's internal controls.
8. Legal and Regulatory Compliance. The Audit Committee shall review and discuss with management the overall adequacy and effectiveness of the Company's legal, regulatory and ethical compliance programs, including the Company's Code of Business Ethics and Conduct, compliance with the Foreign Corrupt Practices Act, and compliance with export control regulations.
9. Internal Audit. The Audit Committee shall review the appointment, qualifications and performance of the Company's internal audit function. Such review would include approval of the annual audit plan and resources necessary to carry out that plan. The Audit Committee will review the reporting structure of the audit function including its independence from management.
10. Complaints. The Audit Committee shall oversee procedures established for the receipt, retention and treatment of complaints on accounting, internal accounting controls or audit matters, as well as for confidential and anonymous submissions by the Company's employees concerning questionable accounting or auditing matters.
11. Risks. The Audit Committee shall review and discuss with management, internal audit and the independent auditor the Company's major financial risk exposures and the steps management has taken to monitor and control those exposures,

including the Company's guidelines and policies with respect to risk assessment and risk management.

12. Related Party Transactions. The Audit Committee shall review all transactions between the Company and a

related person for which review or oversight is required by applicable law or that are required to be disclosed in the Company's financial statements or SEC filings.

The function of the Audit Committee is primarily one of oversight. The Company's management is responsible for preparing the Company's financial statements, and the independent auditor is responsible for auditing and reviewing those financial statements. The Audit Committee is responsible for assisting the board in overseeing the conduct of these activities by management and the independent auditor. The Audit Committee is not responsible for providing any expert or special assurance as to the financial statements or the independent auditor's work.

MEETINGS AND PROCEDURES

1. Meetings. The Audit Committee will meet at least four times each year (with additional meetings as it deems necessary or appropriate) at such times and places as the Audit Committee determines. The Audit Committee shall cause to be kept adequate minutes of its proceedings. The chairperson of the Audit Committee shall preside at each meeting. If a chairperson is not designated or present, an acting chair may be designated by the Audit Committee members present. The Audit Committee shall also meet periodically with members of management as deemed appropriate, internal audit and the independent auditor in separate executive sessions.
2. Reporting to the Board of Directors. The Audit Committee shall report regularly to the Board with respect to the Audit Committee's activities.
3. Authority to Retain Advisors. The Audit Committee shall have the authority to engage independent counsel or other advisors as it deems necessary or appropriate to carry out its duties. The Company will provide appropriate funding, as determined by the Audit Committee, to pay the independent auditor, any outside advisors hired by the Audit Committee and any administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its activities.
4. Committee Charter Review. The Audit Committee shall periodically review this charter and the performance of the Audit Committee.
5. Authority to Investigate. In the course of its duties, the Audit Committee shall have authority, at the Company's expense, to investigate any matter brought to its attention.
6. Access. The Audit Committee shall be given full access to the chairperson of the Board, management and the independent auditor, as well as the Company's books, records, facilities and other personnel.