



## **Governance Committee Charter**

### **DELEGATED AUTHORITY**

The Governance Committee of the Board of Directors (the "**Board**") of Fortinet, Inc. (the "**Company**") is established pursuant to Article 4.1 of the Company's Bylaws and Section 141(c) of the Delaware General Corporation Law.

### **PURPOSE**

The purpose of the Governance Committee is to:

- Assist the Board in identifying individuals who are qualified to become members of the Board in accordance with criteria approved by the Board and select, or recommend to the Board that the Board select, specified individuals as the director nominees for each annual meeting of stockholders;
- Recommend members for each Board committee;
- Develop and recommend to the Board corporate governance guidelines and policies applicable to the Company; and
- Oversee the evaluation of the Board.

### **GOVERNANCE COMMITTEE MEMBERSHIP**

- The Governance Committee shall be comprised of no fewer than two (2) members.
- The members of the Governance Committee shall meet the independence requirements of The NASDAQ Stock Market LLC ("**NASDAQ**"), applicable rules and regulations promulgated by the Securities and Exchange Commission and other applicable laws.
- The members of the Governance Committee shall be appointed and removed by the Board and will serve at the discretion of the Board.

### **MEETINGS AND PROCEDURES**

- The Governance Committee will set its own schedule of meetings and will meet at least two times per year, with the option of holding additional meetings at such times as it deems necessary or appropriate. Meetings of the Governance Committee may be held telephonically. The Governance Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Governance Committee may also act by written consent without a meeting in accordance with the Company's Bylaws.
- The Governance Committee may form subcommittees for any purpose that the Governance Committee deems appropriate and may delegate to such subcommittees such power and authority as the Governance Committee deems appropriate. The Governance Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Governance Committee as a whole.

- The Board may designate one member of the Governance Committee as its chairperson. If the Board does not designate a chairperson, a majority of the members of the Governance Committee may elect a chairperson of the Governance Committee.
- Consistent with this Charter, the Governance Committee shall report to the Board regarding its activities and recommendations. If all Board members attend the Governance Committee meeting, then the Governance Committee shall not be obligated to report again the same information to the Board except as required for recommendations needed for Board approval.
- Members of the Governance Committee shall receive such fees, if any, for their service as Governance Committee members as may be determined by the Board in its sole discretion. Such fees may include retainers or per meeting fees. Fees may be paid in such form of consideration as is determined by the Board. Members of the Governance Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.
- In performing its responsibilities, the Governance Committee shall have the authority to engage and obtain advice, reports or opinions from internal or independent counsel and other expert advisors, as it determines necessary, to carry out its duties. The Governance Committee shall have sole authority to retain and terminate search firms to assist in identifying director candidates, including sole authority to approve the search firm's fees and other retention terms.

### **GOVERNANCE COMMITTEE AUTHORITY AND RESPONSIBILITIES**

The following are the principal responsibilities of the Governance Committee.

#### *Board Composition, Evaluation and Nominating Activities*

- Evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval.
- Review periodically the policy and procedures for considering stockholder nominees for election to the Board.
- Review the desired qualifications, expertise, and characteristics for Board membership.
- Search for, identify, evaluate and select, or recommend for the selection of the Board, candidates to fill new positions or vacancies on the Board, and review any candidates recommended by stockholders, provided such stockholder recommendations are made in compliance with the Company's Bylaws and its stockholder nominations and recommendations policies and procedures. When selecting Board candidates, the Governance Committee will in its selection process consider diversity of skills, experience, gender, and race, among other factors.
- Evaluate the performance of individual members of the Board eligible for re-election, and select, or recommend for the selection of the Board, the director nominees by class for election to the Board by the stockholders at the annual meeting of stockholders.
- Evaluate the "independence" of directors and director nominees against the independence requirements of NASDAQ, applicable rules and regulations promulgated by the Securities and Exchange Commission and other applicable laws.

#### *Board Committees*

- Review periodically the structure and composition of each committee of the Board and make recommendations, if any, to the Board for changes to the committees of the Board, including

changes in structure or composition of the committees, as well as the creation or dissolution of committees.

- Recommend to the Board persons to be members and chairpersons of the various committees.

#### *Corporate Governance Generally*

- Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company.
- Periodically review the corporate governance guidelines approved by the Board and recommend any changes deemed appropriate to the Board for its consideration.
- Periodically review and reassess the adequacy and scope of this Charter and the Governance Committee's established processes and procedures, and recommend any proposed changes to the Board for approval.
- Oversee the performance of the Board, including each committee of the Board, and self-evaluation process.
- Oversee the Company's corporate governance practices.
- Oversee compliance by the Board and its committees with applicable laws and regulations, including the rules of NASDAQ and applicable rules and regulations promulgated by the Securities and Exchange Commission.
- Review annually the performance of the Governance Committee.
- Review the disclosure included in the Company's proxy statement or other Securities and Exchange Commission filings regarding the Company's director nomination process and other corporate governance matters.