

CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF
FIREEYE, INC.

(Adopted on September 4, 2013 and effective as of the
closing of the Company's initial public offering)

PURPOSE

The purpose of the Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of FireEye, Inc. (the "**Company**") shall be to:

- provide oversight of the Company's compensation policies, plans and benefits programs;
- assist the Board in discharging its responsibilities relating to (i) oversight of the compensation of the Company's Chief Executive Officer (the "**CEO**") and other executive officers (including officers reporting under Section 16 of the Securities Exchange Act of 1934 (the "**Exchange Act**")), and (ii) approving and evaluating the executive officer compensation plans, policies and programs of the Company; and
- administer the Company's equity compensation plans for its employees and other service providers and the issuance of stock options and other equity-based or equity-linked awards, whether or not such awards are granted pursuant to a plan.

The compensation programs for the Company's executive officers shall be (i) designed to attract, motivate and retain talented executives responsible for the success of the Company, (ii) determined within a competitive framework, and (iii) based on the achievement of the Company's overall financial results, individual contributions and a compensation philosophy of "pay for performance."

In furtherance of these purposes, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

MEMBERSHIP

The Committee members shall be appointed by, and shall serve at the discretion of, the Board. The Committee shall consist of no fewer than two non-employee members of the Board. The Board may designate one member of the Committee as its chair. Members of the Committee must meet the following criteria; *provided, however*, that the Company may avail of itself of any phase-in rules applicable to newly-listed companies in connection with an initial public offering:

- each member must be an independent director in accordance with (i) the compensation committee requirements of the Nasdaq Stock Market, Inc. Marketplace Rules (the "**Nasdaq Rules**") and (ii) Rule 10C-1(b)(1) under the Exchange Act;
- each member must be a "non-employee director" within the meaning of Rule 16b-3 promulgated under Section 16 of the Exchange Act; and

- each member must be an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended.

AUTHORITY

In discharging its oversight responsibilities, the Committee may conduct or authorize investigations into, or studies of, any matters of interest or concern that the Committee or Board deem appropriate. In connection with this responsibility, the Committee shall have unrestricted access to the Company’s facilities, personnel, books and records.

The Committee has the authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, legal counsel or other advisor. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such compensation consultant, legal counsel or other advisor retained by the Committee. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of reasonable compensation to its compensation consultants, legal counsel or other advisors and to otherwise perform its duties and responsibilities under this Charter.

The Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor to the Committee (other than in-house legal counsel) only after taking into consideration the factors specified in Nasdaq Rule 5605(d)(3)(D) (or any successor to such Nasdaq Rule). The Committee may retain, or receive advice from, any compensation consultant, legal counsel or other advisor that it prefers, including advisors that are not deemed independent, after considering the factors specified in Nasdaq Rule 5605(d)(3)(D) (or any successor to such Nasdaq Rule). Notwithstanding the foregoing, the Committee is not required to conduct an independence assessment for a compensation consultant, legal counsel or other advisor that acts in a role limited to the following activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation in favor of executive officers or directors of the Company and that is available generally to all salaried employees and/or (ii) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the advisor and about which the advisor does not provide advice.

The Committee shall not be required to implement or act consistently with the advice or recommendations of any compensation consultant, legal counsel or other advisor to the Committee, and the authority granted to the Committee pursuant to this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

Any advisors retained by the Committee will report directly to the Committee and may be terminated in the discretion of the Committee.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. Specifically, at its discretion, the Committee shall have the authority to establish an Equity Award Committee (the “**EAC**”), consisting of the Company’s Chief Financial Officer and General Counsel. The EAC shall have the non-exclusive authority to grant equity to new hire employees below the designation of Vice President, provided that in no event shall the EAC grant equity awards to a member of the EAC. If designated, any subcommittee, including the EAC, will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole.

RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the Committee shall include:

Executive and Other Compensation

- annually reviewing and approving for the CEO and the executive officers of the Company: (i) the annual base salary, (ii) the annual incentive bonus, including the specific goals and amount, (iii) equity compensation, (iv) any employment agreement, severance arrangement and change in control agreement/provision, (v) any signing bonus or payment of relocation costs and (vi) any other significant benefits, compensation or arrangements not available to employees generally; *provided* that any approvals relating to CEO compensation will be subject to the ratification of the entire Board, with any non-independent directors abstaining. One of the Committee's objectives shall be to use compensation to align the interests of the executive officers with the long-term interests of the Company's stockholders, thereby incentivizing management to increase stockholder value. In evaluating and determining CEO and other executive officer compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("**Say on Pay Vote**"), if and when required by Section 14A of the Exchange Act;
- reviewing and approving corporate goals and objectives relevant to the compensation of the CEO and the executive officers of the Company, evaluating performance in the light thereof, and considering factors related to the performance of the Company, including accomplishment of the Company's long-term business and financial goals;
- acting as Administrator of the Company's equity compensation plans for its employees and other service providers;
- providing oversight of the Company's overall compensation plans and benefits programs and making recommendations to the Board with respect to improvements or changes to such plans or the adoption of new plans when appropriate;
- evaluating, on a periodic basis, the competitiveness of (i) the compensation of the CEO and the executive officers of the Company and (ii) the Company's overall compensation plans;
- reviewing and discussing with management the risks arising from the Company's compensation policies and practices for all employees that are reasonably likely to have a material adverse effect on the Company;
- evaluating director compensation, consulting with outside consultants and/or with the Human Resources department when appropriate, and making recommendations to the Board regarding director compensation;
- reviewing and making recommendations to the Board with respect to the directors' stock option grants or other equity awards under the Company's equity plans and any proposed amendments thereto, subject to obtaining stockholder approval of any amendments as required by applicable law and the Nasdaq rules;
- reviewing and recommending to the Board for approval any equity award granting policy;

Related Duties and Authority

- periodically reviewing this Charter and its processes and recommending any proposed changes to the Board;
- consulting with the Human Resources department and, when appropriate, with outside consultants to assist in the evaluation of executive officer compensation and/or performance; and
- reviewing and discussing with management any Compensation Discussion and Analysis that may be included in the Company's annual proxy statement, and producing a report on executive compensation for inclusion in the Company's annual proxy statement that complies with the rules and regulations of the Securities and Exchange Commission and any other applicable rules and regulations.

MEETINGS

The Committee shall meet as often as may be deemed necessary or appropriate, in its judgment, in order to fulfill its responsibilities, but no less than quarterly. The Committee may meet either in person or telephonically, and at such times and places as the Committee determines. The Committee may establish its own meeting schedule, which it will provide to the Board. The Committee may invite to its meetings other Board members, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities. The Committee may also act by unanimous written consent of its members (including electronic consent), *provided* that any actions taken with respect to the compensation of executive officers, including but not limited to stock awards, will be taken in person or telephonically.

MINUTES

The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

REPORTS

The Committee shall make regular reports to the full Board on the actions and recommendations of the Committee. The CEO may not be present during voting or deliberations regarding CEO compensation.

COMPENSATION

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion.