

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE 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 Nominating and Corporate Governance Committee (the "**Committee**") of the Board of Directors (the "**Board**") of FireEye, Inc. (the "**Company**") shall be to review and make recommendations to the Board on matters concerning corporate governance, Board composition and the effectiveness, evaluation and nomination of director candidates, Board committees, stockholder proposals and conflicts of interest.

In furtherance of these purposes, the Committee will undertake the 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 members of the Board. The Board may designate one member of the Committee as its chair. Each member of the Committee must be an "Independent Director" as defined by the listing standards of the Nasdaq Stock Market, Inc. (the "**Exchange Rules**"); *provided, however*, that the Company may avail itself of any phase-in rules applicable to newly-listed companies in connection with an initial public offering.

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 may form and delegate authority to subcommittees when appropriate.

The Committee shall have the sole authority to engage outside counsel or other consultants or advisors, and to obtain such advice, reports or opinions as it determines necessary to carry out its duties. Moreover, the Committee shall have the authority, at the Company's expense, to retain and terminate any search firm to be used to identify or recruit Board nominees. In each case, the Committee shall have sole authority to approve related fees and retention terms, and the Company shall provide the Committee with adequate funding to allow the Committee to perform its duties under this Charter.

RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the Committee shall include:

Corporate Governance Generally

- reviewing annually any corporate governance guidelines approved by the Board to ensure that they remain relevant and are being complied with, and recommending changes to the Board as necessary;
- reviewing proposed changes to the Company's Certificate of Incorporation and Bylaws and making recommendations to the Board;
- determining the manner in which stockholders may send communications to the Board (as a whole or individually), as well as the process by which stockholder communications will be relayed to the Board and what the Board's response, if any, should be;
- reviewing governance-related and other stockholder proposals and recommending Board responses;
- overseeing compliance by the Board and its committees with applicable laws and regulations, including those promulgated by the Securities and Exchange Commission and the Exchange Rules;
- reviewing the Committee's Charter and processes on an annual basis;
- reviewing issues and developments related to corporate governance generally and identifying and bringing to the attention of the Board current and emerging corporate governance trends and issues that may affect the business operations, performance or public image of the Company;
- reviewing and recommending to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the most recent stockholder advisory vote on frequency of Say on Pay Votes, if and when required by Section 14A of the Exchange Act, and reviewing and approving any proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement;

Board Composition, Evaluation and Nominating Activities

- overseeing the Board evaluation process, including conducting periodic evaluations of the performance of the Board as a whole and each Board committee and evaluating the performance of Board members eligible for re-election;
- reviewing and making recommendations to the Board regarding the composition and size of the Board and determining the relevant criteria (including any minimum qualifications) for Board membership;
- establishing procedures for the submission of nominees for election to the Board (including recommendations by stockholders of the Company);
- establishing procedures for identifying and evaluating nominees for director;

- reviewing and recommending nominees for election to the Board at the annual meeting of stockholders in compliance with the Company's policies and procedures for consideration of Board nominees;
- identifying, considering and recommending nominees to fill new positions or vacancies on the Board (in performing these duties, the Committee shall have the authority, at the Company's expense, to retain and terminate any search firm to be used to identify Board candidates and shall have authority to approve the search firm's fees and other retention terms);
- reviewing the disclosure included in the Company's proxy statement regarding the Company's nomination process;
- making recommendations for orientation of new Board members and continuing education of Board members;

Board Committees

- periodically reviewing the charter and composition of each Board committee and making recommendations to the Board for the creation of additional Board committees or the change in mandate, composition or dissolution of Board committees;
- annually recommending to the Board persons to be members and chairs of the various Board committees;

Conflicts of Interest

- reviewing and approving the Company's Code of Business Conduct and Ethics;
- establishing procedures for addressing potential violations of the Code of Business Conduct and Ethics, other than complaints received by the Company pursuant to its Whistleblower Policy or any other complaints or potential wrongdoing regarding the Company's accounting, internal accounting controls or auditing matters;
- reviewing any proposed waivers to the Code of Business Conduct and Ethics for its principal executive and senior financial officers and making recommendations to the Board regarding the requested waivers; and
- reviewing actual and potential conflicts of interest of Board members and corporate officers (other than related-party transactions within the meaning of Rule 4-08(k) of Regulation S-X and transactions with related persons within the meaning of Item 404 of Regulation S-K, in each case reviewed by the Audit Committee), and approving or prohibiting any involvement of such persons in matters that may involve a conflict of interest or taking of a corporate opportunity.

MEETINGS

The Committee shall meet as often as may be deemed necessary or appropriate, in its judgment, in order to fulfill its responsibilities. 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).

MINUTES

The Committee shall maintain written minutes of its meetings, which 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.

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.