



## Social Responsibility Committee Charter

### DELEGATED AUTHORITY

The Social Responsibility 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 Social Responsibility Committee is to oversee the Company's objectives, strategy and risks relating to sustainability and corporate social responsibility, including environmental, social and governance matters. The Committee is responsible to review, assess, and oversee the Company's ongoing execution versus those objectives.

### SOCIAL RESPONSIBILITY COMMITTEE MEMBERSHIP

- The Social Responsibility Committee shall be comprised of no fewer than two (2) members of the Board.
- The members of the Social Responsibility Committee may include Board members who 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 "**Independence Requirements**") and may also include Board members who do not meet the Independence Requirements, to the extent permitted by applicable rules, regulation and laws.
- The members of the Social Responsibility Committee shall be appointed and removed by the Board and will serve at the discretion of the Board.

### MEETINGS AND PROCEDURES

- The Social Responsibility Committee sets 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 Social Responsibility Committee may be held telephonically or by videoconference. The Social Responsibility Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Social Responsibility Committee may also act by written consent without a meeting in accordance with the Company's Bylaws.
- The Social Responsibility Committee may form subcommittees for any purpose that the Social Responsibility Committee deems appropriate and may delegate to such subcommittees such power and authority as the Social Responsibility Committee deems appropriate. The Social Responsibility Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Social Responsibility Committee as a whole, if any.

- The Board may designate one member of the Social Responsibility 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 Social Responsibility Committee shall report to the Board regarding its activities and recommendations. If all Board members attend the Social Responsibility Committee meeting, then the Social Responsibility 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 Social Responsibility Committee who are not Company employees shall receive such fees, if any, for their service as members of the Social Responsibility Committee 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 Social Responsibility Committee who are not Company employees 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 Social Responsibility Committee shall have the authority to engage and obtain advice, reports or opinions from expert advisors, as it determines necessary, to carry out its duties.

### **SOCIAL RESPONSIBILITY COMMITTEE AUTHORITY AND RESPONSIBILITIES**

The following are the principal responsibilities of the Board's Social Responsibility Committee.

- Oversee the Company's priorities relating to Corporate Social Responsibility (CSR), including environmental sustainability and social contribution priorities, with the objective to make a meaningful substantive positive contribution to the Company's stakeholders and to lead in a positive and differentiated way in identified top priority initiatives.
- Oversee the development of key metrics and procedures to gauge progress toward achievement of top social responsibility and sustainability objectives and monitor and track the Company's progress against those objectives and execution/performance compared to specific objectives.
- Review and oversee the priorities, performance and social contribution, as they relate to social responsibility priorities, of Fortinet's overall philanthropic philosophy and plan, and its charitable giving policies and programs.
- Collaborate with, and oversee the Company's internal CSR Committee in setting top objectives, proper prioritization, and driving execution. It includes overseeing the contribution by any consultant specialized in sustainability issues and engaged by the Company.
- Periodically consider input from Fortinet stakeholders, including stockholders, as to CSR priorities, to align Fortinet's CSR priorities as deemed appropriate.
- Overseeing the Company's risks related to its sustainability and corporate social responsibility, including climate change impacts and other long-term trends that may affect the Company's business and main stakeholders. Identify public policies relating to material ESG issues that the Company needs to address and review them.
- Review and oversee the Company's communication related to its social responsibility leadership initiatives and achievements, including disclosure on the Company's CSR website, and review strategies to enhance the Company's reputation among its

stakeholders by ensuring a substantive CSR program that contributes positively and in a differentiated and leading way, coupled with strong, clear communications related thereto.

- Review and make recommendations to the Board on stockholder proposals that relate to social responsibility and sustainability, which are submitted for inclusion in the Company's proxy statement for its annual meeting of stockholders, and work with the Governance Committee to determine the appropriate level of the Company's engagement with stockholders and other interested stakeholders concerning social responsibility and matters subject to oversight by the Social Responsibility Committee.
- As it deems appropriate, collaborate with the Governance Committee, which is primarily responsible for oversight of the Company's legal corporate governance matters; with the Human Resources Committee, which is primarily responsible for oversight of diversity, equity and inclusion matters; and with the Audit Committee, which oversees the Company's cybersecurity and other information technology risks, controls and procedures.
- Perform such other duties and responsibilities consistent with this Charter or as otherwise requested by the Board.
- Periodically review and reassess the adequacy and scope of this Charter, and recommend any proposed changes to the Board for approval.