

**FORTINET, INC.**  
**CODE OF BUSINESS CONDUCT AND ETHICS**

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## INTRODUCTION

This Code of Business Conduct and Ethics is designed to help deter wrongdoing and to promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely and understandable disclosure in reports and documents we file with or submit to the U.S. Securities and Exchange Commission and in our other public communications;
- compliance with applicable laws, rules and regulations;
- the prompt internal reporting of violations of this Code; and
- accountability for adherence to this Code.

This Code applies to all directors, officers and employees of Fortinet and its subsidiaries, who, unless otherwise specified, will be referred to jointly as employees. Agents and contractors of Fortinet are also expected to read, understand and abide by this Code.

This Code should help guide your conduct in the course of our business. However, many of the principles described in this Code are general in nature, and the Code does not cover every situation that may arise. Use common sense and good judgment in applying this Code. **If you have any questions about applying the Code, it is your responsibility to seek guidance.**

This Code is not the exclusive source of guidance and information regarding the conduct of our business. You should consult applicable policies and procedures in specific areas as they apply. The Code is intended to supplement, not replace, the employee handbook and the other policies and procedures of Fortinet.

We are committed to continuously reviewing and updating our policies and procedures. Fortinet therefore reserves the right to amend, alter or terminate this Code at any time and for any reason, subject to applicable law.

## **YOUR RESPONSIBILITIES**

- You are expected to read and understand this Code of Business Conduct and Ethics.
- You must uphold these standards in day-to-day activities and comply with all applicable policies and procedures in the Code.
- Part of your job and ethical responsibility is to help enforce this Code. You should be alert to possible violations and promptly report violations or suspected violations of this Code. Please refer to “Procedural Matters—Reporting Violations” for more information.
- You must cooperate with investigations into possible Code violations and be truthful and forthcoming in the course of these investigations.
- Reprisals, threats, retribution or retaliation against any person who has in good faith reported a violation or a suspected violation of law, this Code or other Fortinet policies, or against any person who is assisting in good faith in any investigation or process with respect to such a violation, is prohibited.
- In trying to determine whether any given action is appropriate, keep these steps in mind:
  - Obtain all relevant facts.
  - Assess the responsibilities and roles of those involved.
  - Using your judgment and common sense, evaluate whether the action seems unethical or improper.
  - Seek guidance.
- **If you are unsure about any situation or any provision of the Code, discuss the matter with your manager or responsible employees in the Legal or Human Resources Departments.**

## **GENERAL STANDARDS OF CONDUCT**

### **Overview**

Honest and ethical conduct is critical to our business. All employees, agents and contractors have a duty to comply with applicable law and to act in an honest and ethical manner.

### **Compliance with law**

You are responsible for complying with all laws, rules, regulations and regulatory orders applicable to the conduct of our business. If you are located or engaging in business outside of the United States, you must comply with laws, rules, regulations and regulatory orders of the United States, including the Foreign Corrupt Practices Act and U.S. export rules and regulations, in addition to the applicable laws of other jurisdictions. If compliance with the Code should ever conflict with law, you must comply with the law.

You should undertake to acquire knowledge of the legal requirements relating to your duties sufficient to enable you to recognize potential dangers and to know when to seek advice from managers or other appropriate personnel.

Violations of laws, rules, regulations and orders may subject you to individual criminal or civil liability, in addition to discipline by Fortinet. Violations may also subject Fortinet to civil or criminal liability or the loss of business.

### **No discrimination or harassment**

Fortinet is committed to providing a work environment that is free of discrimination and harassment. Fortinet is an equal opportunity employer and makes employment decisions on the basis of merit and business needs. In addition, Fortinet strictly prohibits harassment of any kind, including harassment on the basis of race, color, veteran status, religion, gender, sex, sexual orientation, age, mental or physical disability, medical condition, national origin, marital status or any other characteristics protected under federal or state law or local ordinance.

### **Health and safety**

You are responsible for using good judgment to help ensure a safe and healthy workplace for all employees.

## **AVOIDING CONFLICTS OF INTERESTS**

### **Overview**

Your decisions and actions in the course of your employment with Fortinet should be based on the best interests of the company, and not based on personal relationships or benefits. You should avoid situations where your personal activities and relationships conflict, or appear to conflict, with the interests of Fortinet. This includes situations where you may have or appear to have an indirect conflict through, for example, a significant other or a relative or other persons or entities with which you have a business, social, familial, personal or other relationship. A conflict may also arise when you take actions or have interests that make it difficult for you to perform your work for Fortinet objectively and effectively. You must disclose any interest that you have that may, or may appear to, conflict with the interests of Fortinet.

There are a variety of situations in which a conflict of interest may arise. While it would be impractical to attempt to list all possible situations, some common types of conflicts are discussed below.

### **Outside employment and directorships**

Unless you are a non-employee director of Fortinet, you may not perform services as a director, employee, agent or contractor for a customer, a supplier or any other entity that has a business relationship with Fortinet without approval. Non-employee directors of Fortinet must promptly inform the company of any such service. You may not perform services as a director, employee, agent or contractor for any competitor of Fortinet.

### **Financial interests in other companies**

You should not have a significant financial interest (an interest of 2% or less in a publicly held company is not a significant interest)—including an indirect interest through, for example, a relative or significant other—in any organization if that interest would give you or would appear to give you a conflict of interest with Fortinet. You should be particularly sensitive to financial interests in competitors, suppliers, customers, distributors and strategic partners.

### **Transactions with the company**

If you have a significant financial interest in a transaction involving Fortinet—including an indirect interest through, for example, a relative or significant other or a business entity—you must disclose that interest to Fortinet's General Counsel and Chief Executive Officer, and that interest must be approved in writing by Fortinet's Chief Executive Officer. We encourage you to seek guidance if you have any questions as to whether an interest in a transaction is significant. If it is determined that the transaction is required to be reported under SEC rules, the transaction will be subject to review and approval by the Audit Committee of the Board of Directors. Any dealings with a related party must be conducted in such a way that no preferential treatment is given to that party.

### **Corporate opportunities**

You may not directly or indirectly exploit for personal gain any opportunities that are discovered through the use of corporate property, information or position unless the opportunity is disclosed promptly and fully in writing to the

Board of Directors or its designated committee and the Board of Directors or its designated committee declines to pursue the opportunity.

### **Loans by the company**

Loans from Fortinet to directors and executive officers are prohibited. Loans from Fortinet to other officers and employees must be approved in advance by the Board of Directors or its designated committee.

### **Improper benefits**

You may not receive any improper benefit as a result of your position with Fortinet.

### **Election or appointment to public office**

You may serve in an elected or appointed public office provided that the position does not create or appear to create a conflict of interest.

### **Guidance and approvals**

Evaluating whether a conflict of interest exists, or may appear to exist, requires the consideration of many factors. We encourage you to seek guidance and approval in any case where you have any questions or doubts. Fortinet may at any time rescind prior approvals to avoid a conflict of interest, or the appearance of a conflict of interest, for any reason deemed to be in the best interest of Fortinet.



## **PUBLIC COMMUNICATIONS**

### **Public communications and filings**

Fortinet files reports and other documents with regulatory authorities, including the U.S. Securities and Exchange Commission and the NASDAQ Stock Market. In addition, from time to time Fortinet makes other public communications, such as issuing press releases.

Depending upon your position with Fortinet, you may be called upon to provide information to help assure that Fortinet's public reports and communications are complete, fair, accurate and understandable. You are expected to use all reasonable efforts to provide complete, accurate, objective, relevant, timely and understandable answers to inquiries related to Fortinet's public disclosures.

Individuals involved in the preparation of public reports and communications must use all reasonable efforts to comply with our disclosure controls and procedures, which are designed to ensure full, fair, accurate, timely and understandable disclosure in our public reports and communications.

If you believe that any disclosure is materially misleading or if you become aware of any material information that you believe should be disclosed to the public, it is your responsibility to bring this information to the attention of the Legal Department. If you believe that questionable accounting or auditing conduct or practices have occurred or are occurring, you should notify the Audit Committee of the Board of Directors.

### **Communication procedures**

You may not communicate externally on behalf of Fortinet unless you are authorized to do so. Fortinet has established specific policies regarding who may communicate information to the public, the press, market professionals (such as securities analysts, institutional investors, investment advisors, brokers and dealers) and security holders on behalf of Fortinet:

- Our Chief Executive Officer, Chief Financial Officer and Vice President of Corporate Communications, and their authorized designees, are our official spokespeople for financial matters.
- Our Chief Executive Officer and Vice President of Corporate Communications, and their authorized designees, are our official spokespeople for public comment, press, marketing, technical and other such information.

You should refer all calls or other inquiries from the press, market professionals or security holders to the Vice President of Corporate Communications, who will see that the inquiry is directed to the appropriate persons within Fortinet.

## **FINANCIAL REPORTING**

### **Overview**

As a public company, we are required to follow strict accounting principles and standards, to report financial information accurately and completely in accordance with these principles and standards, and to have appropriate internal controls and procedures to ensure that our accounting and financial reporting complies with the law. The integrity of our financial transactions and records is critical to the operation of our business and is a key factor in maintaining the confidence and trust of our employees, security holders and other stakeholders.

### **Compliance with rules, controls and procedures**

It is important that all transactions are properly recorded, classified and summarized in our financial statements, books and records in accordance with our policies, controls and procedures, as well as all generally accepted accounting principles, standards, laws, rules and regulations for accounting and financial reporting. If you have responsibility for or any involvement in financial reporting or accounting, you should have an appropriate understanding of, and you should seek in good faith to adhere to, relevant accounting and financial reporting principles, standards, laws, rules and regulations and Fortinet's financial and accounting policies, controls and procedures. If you are a senior officer, you should seek to ensure that the internal controls and procedures in your business area are in place, understood and followed.

### **Accuracy of records and reports**

It is important that those who rely on records and reports—managers and other decision makers, creditors, customers and auditors—have complete, accurate and timely information. False, misleading or incomplete information undermines Fortinet's ability to make good decisions about resources, employees and programs and may, in some cases, result in violations of law. Anyone involved in preparing financial or accounting records or reports, including financial statements and schedules, must be diligent in assuring that those records and reports are complete, accurate and timely. Anyone representing or certifying as to the accuracy of such records and reports should make an inquiry or review sufficiently adequate to establish a good faith belief in their accuracy.

Even if you are not directly involved in financial reporting or accounting, you are likely involved with financial records or reports of some kind—a voucher, time sheet, invoice or expense report. In addition, most employees have involvement with product, marketing or administrative activities, or performance evaluations, which can affect our reported financial condition or results. Therefore, Fortinet expects you to be familiar with finance or accounting matters, and to use all reasonable efforts to ensure that every business record or report with which you deal is accurate, complete and reliable.

### **Intentional misconduct**

You may not intentionally misrepresent Fortinet's financial performance or otherwise intentionally compromise the integrity of Fortinet's reports, records, policies and procedures. For example, you may not:

- report information or enter information in Fortinet's books, records or reports that fraudulently or intentionally hides, misrepresents or disguises the true nature of any financial or non-financial transaction or result;

- establish any undisclosed or unrecorded fund, account, asset or liability for any improper purpose;
- enter into any transaction or agreement that accelerates, postpones or otherwise manipulates the accurate and timely recording of revenues or expenses;
- intentionally misclassify transactions as to accounts, business units or accounting periods; or
- knowingly assist others in any of the above.

### **Dealing with auditors**

Our auditors have a duty to review our records in a fair and accurate manner. You are expected to cooperate with independent and internal auditors in good faith and in accordance with the law. In addition, you must not fraudulently induce or influence, coerce, manipulate or mislead our independent or internal auditors regarding financial records, processes, controls or procedures or other matters relevant to their engagement. You may not engage, directly or indirectly, any outside auditors to perform any audit, audit-related, tax or other services, including consulting, without written approval from the Chief Financial Officer and the Audit Committee of the Board of Directors.

### **Obligation to investigate and report potential violations**

You should make appropriate inquiries in the event you may see, for example:

- financial results that seem inconsistent with underlying business performance;
- inaccurate financial records, including travel and expense reports, time sheets or invoices;
- the circumventing of mandated review and approval procedures;
- transactions that appear inconsistent with good business economics;
- the absence or weakness of processes or controls; or
- persons within Fortinet seeking to improperly influence the work of our financial or accounting personnel, or our external or internal auditors.

Dishonest or inaccurate reporting can lead to civil or even criminal liability for you and Fortinet and can lead to a loss of public faith. You are required to promptly report any case of suspected financial or operational misrepresentation or impropriety.

### **Keeping the Audit Committee informed**

The Audit Committee plays an important role in ensuring the integrity of our public reports. If you believe that questionable accounting or auditing conduct or practices have occurred or are occurring, you should notify the Audit Committee of the Board of Directors. In particular, the Chief Executive Officer and senior financial officers such as the Chief Financial Officer should promptly bring to the attention of the Audit Committee any information of which he or she may become aware concerning, for example:

- the inaccuracy of material disclosures made by Fortinet in its public filings;
- material weaknesses or significant deficiencies in internal control over financial reporting;
- any evidence of fraud that involves an employee who has a significant role in Fortinet's financial reporting, disclosures or internal controls or procedures; or
- any evidence of a material violation of the policies in this Code regarding financial reporting.

## **SAFEGUARDING COMPANY ASSETS**

### **Overview**

All employees, agents and contractors are responsible for the proper use of Fortinet assets. This responsibility applies to all of Fortinet's assets, including your time, work and work product; cash and accounts; physical assets such as inventory, equipment, vehicles, computers, systems, facilities and supplies; intellectual property, such as patents, copyrights, trademarks, inventions, software, databases, technology and trade secrets; and other proprietary or nonpublic information.

- You should use all reasonable efforts to safeguard Fortinet assets against loss, damage, misuse or theft.
- You should be alert to situations that could lead to loss, damage, misuse or theft of Fortinet assets, and should report any loss, damage, misuse or theft as soon as it comes to your attention.
- You should not use, transfer, misappropriate, loan, sell or donate Fortinet assets without appropriate authorization.
- You must take reasonable steps to ensure that Fortinet receives good value for company funds spent.
- You may not use Fortinet assets in a manner that would result in or facilitate the violation of law.
- You should use and safeguard assets entrusted to Fortinet's custody by customers, suppliers and others in the same manner as Fortinet assets.

### **Protecting the company's information**

In the course of your involvement with Fortinet, you may come into possession of information that has not been disclosed or made available to the general public. This nonpublic information may include, among other things:

- financial data and projections;
- proprietary and technical information and confidential intellectual property, such as trade secrets, confidential source code, patents, inventions, product plans and customer lists;
- information regarding corporate developments, such as business strategies, plans for acquisitions or other business combinations, divestitures, major contracts, expansion plans, financing transactions and management changes;
- personal information about employees; and
- nonpublic information of customers, suppliers and others.

If you have any questions as to what constitutes nonpublic information, please consult the Legal Department.

All nonpublic information must only be used for Fortinet business purposes. You have an obligation to use all reasonable efforts to safeguard Fortinet's nonpublic information. You may not disclose nonpublic information to anyone outside of Fortinet, except when disclosure is required by law or when disclosure is required for business purposes and appropriate steps have been taken to prevent misuse of that information. This responsibility includes not disclosing nonpublic information in Internet discussion groups, chat rooms, bulletin boards or other electronic media. In cases where disclosing nonpublic information is required or necessary, you should coordinate with the Legal Department. The misuse of nonpublic information is contrary to Fortinet policy and may also be a violation of law.

Each employee is required to sign an At Will Employment, Confidential Information, Invention Assignment, and Arbitration Agreement or similar agreement that addresses the use and disclosure of confidential information of Fortinet. Regardless of such agreement, you are responsible to maintain the confidentiality of Fortinet's confidential or proprietary information and to use such information only for the benefit of Fortinet.

### **Prohibition on insider trading**

You may not directly or indirectly—through, for example, significant others, family members or controlled entities—buy or sell stocks or other securities of Fortinet or any other company based on nonpublic information obtained from your work at Fortinet. In addition, you may not “tip” others by providing them nonpublic information under circumstances that suggest that you were trying to help them make an investment decision. These obligations are in addition to your obligations with respect to nonpublic information generally, as discussed above.

Under securities and other laws, it is unlawful for any person who has “material” nonpublic information about a company to trade in the stock or other securities of that company or to disclose such information to others who may trade. Material nonpublic information is information about a company that is not known to the general public and that a typical investor would consider important in making a decision to buy, sell or hold securities. Violations of securities laws may result in civil and criminal penalties, including disgorgement of profits, civil judgments, fines and jail sentences.

You should be aware that stock market surveillance techniques are becoming increasingly sophisticated, and the probability that U.S. federal or other regulatory authorities will detect and prosecute even small-level trading is significant. Insider trading rules are strictly enforced, even in instances when the financial transactions seem small.

If you have any questions at all regarding trading in Fortinet's securities, contact the Legal Department for guidance.

### **Maintaining and managing records**

Fortinet is required by local, state, federal, foreign and other applicable laws, rules and regulations to retain certain records and to follow specific guidelines in managing its records. Records include paper documents, email, compact discs, computer hard drives, floppy disks, microfiche, microfilm and all other recorded information, regardless of medium or characteristics. Civil and criminal penalties for failure to comply with such guidelines can be severe for employees, agents, contractors and Fortinet.

You should consult with the Legal Department regarding the retention of records in the case of actual or threatened litigation or government investigation. The Legal Department will notify you if a legal hold is placed on records for which you are responsible. A legal hold suspends all document destruction procedures

in order to preserve appropriate records under special circumstances, such as litigation or government investigations. The Legal Department determines and identifies what types of records or documents are required to be placed under a legal hold. If a legal hold is placed on records for which you are responsible, you must preserve and protect the necessary records in accordance with instructions from the Legal Department. **Records or supporting documents that are subject to a legal hold must not be destroyed, altered or modified under any circumstance.** A legal hold remains effective until it is officially released in writing by the Legal Department. If you are unsure whether a document has been placed under a legal hold, you should preserve and protect that document while you check with the Legal Department.

## **RESPONSIBILITIES TO OUR CUSTOMERS, SUPPLIERS AND COMPETITORS**

### **Overview**

You should respect the rights of, and deal fairly with, Fortinet's customers, suppliers, business partners and competitors in compliance with the law. You should not take unfair advantage of anyone through deception, misrepresentation, manipulation, coercion, abuse of privileged information or any intentional unfair business practice. You are responsible for reading, understanding, and complying with Fortinet's Anti-Corruption Policy.

### **Improper payments**

You should not authorize, offer, promise or give, or solicit or accept anything of value, including money, gifts, entertainment, privileges, gratuities, benefits or other items intended to improperly influence, directly or indirectly, any business decision or that otherwise violate the law or create the appearance of impropriety. You should contact the Legal Department if you have any questions as to whether a payment is proper.

### **Gifts and entertainment**

You may, from time to time, provide or accept business amenities to aid in building legitimate business relationships. Business amenities may include gifts, meals, services, entertainment, reimbursements, loans, favors, privileges or other items of value.

Any business amenity should be consistent with customary business practice and should be reasonable and appropriate for the circumstance. Business amenities should not be lavish or excessive. Business amenities should not violate the law or create any possible appearance of impropriety. You must avoid providing or accepting any cash payment, or other business amenity that can be construed as a bribe or payoff. All Fortinet funds expended for business amenities must be accurately recorded in Fortinet's books and records. We encourage you to contact the Legal Department if you have any questions as to whether a business amenity is permissible.

In some business situations outside of the United States, it is customary and lawful for business executives to present gifts to representatives of their business partners. These gifts may be of more than a nominal value, and under the circumstances, returning the gifts or paying for them may be an affront to the giver. If you find yourself in such a situation, you must report the gift to the General Counsel. In some cases, you may be required to turn the gift over to Fortinet.

Special restrictions apply when dealing with government employees. For more information, see the next section on "Working with Governments".

### **Selecting suppliers**

Fortinet's policy is to select suppliers based on the merits of their products, services and business practices and to purchase supplies based on need, quality, service, price and other terms and conditions of sale. You may not establish a business relationship with any supplier if you know that its business practices violate applicable laws.



## **Handling the nonpublic information of others**

You must handle the nonpublic information of others responsibly and in accordance with our agreements with them. Nonpublic information of others includes notes, reports, conclusions and other materials prepared by a company employee based on the nonpublic information of others.

Once Fortinet has received nonpublic information, you should use all reasonable efforts to abide by the terms of any relevant nondisclosure agreement, including any obligations with respect to the return or destruction of the nonpublic information.

## **Improperly obtaining or using assets or information**

You may not unlawfully obtain or use the materials, products, intellectual property, proprietary or nonpublic information or other assets of anyone, including suppliers, customers, business partners and competitors. You may not coerce or improperly induce past or present employees of other companies to disclose proprietary or nonpublic information of their former or other employers.

## **Free and fair competition**

It is our policy to lawfully compete in the marketplace. Our commitment to fairness includes respecting the rights of our competitors to compete lawfully in the marketplace and abiding by all applicable laws in the course of competing.

Most countries have well-developed bodies of law designed to encourage and protect free and fair competition. These laws are broad and far-reaching and regulate the company's relationships with its distributors, resellers, suppliers and customers. Competition laws generally address the following areas: pricing practices (including predatory pricing, price fixing and price discrimination), discounting, terms of sale, credit terms, promotional allowances, secret rebates, exclusive relationships, product bundling, restrictions on carrying competing products, termination and many other practices.

Competition laws also govern, usually quite strictly, relationships between the company and its competitors. Collusion among competitors is illegal, and the consequences of a violation are severe. You must not enter into an agreement or understanding, written or oral, express or implied, with any competitor concerning prices, discounts or other terms or conditions of sale; profits or profit margins; costs; allocation of product, customers, markets or territories; limitations on production or supply; boycotts of customers or suppliers; or bids or the intent to bid, or even discuss or exchange information on these subjects.

Fortinet is committed to obeying both the letter and spirit of these laws, which are often referred to as antitrust, consumer protection, competition or unfair competition laws. Although the spirit of these laws is straightforward, their application to particular situations can be quite complex. To ensure that Fortinet complies fully with these laws, you should have a basic knowledge of them and should promptly involve our Legal Department when questionable situations arise.

## **WORKING WITH GOVERNMENTS**

### **Overview**

Special rules govern our business and other dealings with governments. Employees, agents and contractors of Fortinet should use all reasonable efforts to comply with all applicable laws and regulations governing contact and dealings with governments, government employees and public officials. If you deal with governments, government employees or public officials, you should undertake to understand the special rules that apply. If you have any questions concerning government relations, you should contact the Legal Department.

### **Government contracts**

You should use all reasonable efforts to comply with all relevant laws and regulations that apply to government contracting. You should refer any contract with any governmental entity to the Legal Department for review and approval.

### **Requests by regulatory authorities**

You must cooperate with appropriate government inquiries and investigations in accordance with the law. It is important, however, to protect the legal rights of Fortinet with respect to its nonpublic information. All government requests for Fortinet information, documents or investigative interviews must immediately be referred to the Legal Department. You should work with the Legal Department in responding to requests by regulatory authorities to ensure appropriate responses and to avoid inappropriate disclosure of attorney-client privileged materials, trade secret information or other nonpublic information. This policy should not be construed to prevent an employee from disclosing information to a government or law enforcement agency where the employee has reasonable cause to believe that the information discloses a violation of, or noncompliance with, a state or federal statute or regulation.

### **Improper payments to government officials**

You may not offer any payment or business amenity to a public official or a government employee if doing so could reasonably be construed as having any connection with Fortinet's business, maintaining current business or creating new business, even if it has a nominal value or no value at all. You should be aware that what may be permissible in dealings with commercial businesses may be deemed illegal and possibly criminal in dealings with the government. You should contact the Legal Department for guidance.

Whether you are located in the United States or abroad, you are also responsible for fully complying with the Foreign Corrupt Practices Act. The Foreign Corrupt Practices Act makes it illegal to offer, pay, promise to pay or authorize to pay any money, gift or other item of value to any foreign official, political party or candidate to assist Fortinet or another to obtain or retain business. All managers and supervisory personnel are expected to monitor continued compliance with the Foreign Corrupt Practices Act.

### **Political contributions**

Fortinet reserves the right to communicate its position on important issues to elected representatives and other government officials. It is Fortinet's policy to comply fully with all local, state, federal, foreign and other applicable laws, rules and regulations regarding political contributions. Fortinet's assets—including company funds, employees' work time and company premises and equipment—must not be used

for, or be contributed to, political campaigns or political activities under any circumstances without prior written approval.

### **Lobbying**

You must obtain prior written approval from the General Counsel for any work activity that requires lobbying communication with any member or employee of a legislative body or with any government official or employee in the formulation of legislation. Work activity covered by this policy includes meetings with legislators or members of their staffs or with senior executive branch officials on behalf of Fortinet. Preparation, research and other background activities that are done in support of such lobbying communication are also covered by this policy even if the communication ultimately is not made.

### **Trade restrictions**

A number of countries maintain controls on the destinations to which products or software may be exported. Some of the strictest export controls are maintained by the United States against countries that the U.S. government considers unfriendly or as supporting international terrorism. U.S. regulations are complex and apply both to deemed exports from the United States and to deemed exports of products from other countries when those products contain U.S.-origin components or technology. For example, software created in the United States is subject to these regulations even if duplicated and packaged abroad. In some circumstances, an oral presentation containing technical data made to foreign nationals in the United States or access by foreign nationals to certain technology may constitute a controlled export. The Legal Department can provide you with guidance on which countries are prohibited destinations for Fortinet products or whether a proposed technical presentation or the provision of controlled technology to foreign nationals may require a U.S. government license.

## **PROCEDURAL MATTERS**

### **Distribution**

All employees will receive a copy of this Code at the time they join Fortinet and will receive periodic updates. Agents and contractors should also be provided with access to a copy of the Code.

### **Acknowledgment**

All new employees must sign an acknowledgment form confirming that they have read the Code and that they understand and agree to comply with its provisions. Signed acknowledgment forms will be kept in your personnel file. Failure to read the Code or to sign an acknowledgement form does not excuse any person from the terms of the Code.

### **Approvals and waivers**

Except as otherwise provided in the Code, the Board of Directors or its designated committee must review and approve any matters requiring special permission under the Code for a member of the Board of Directors or an executive officer. Except as otherwise provided in the Code, the Chief Financial Officer and the General Counsel must review and approve any matters requiring special permission under the Code for any other employee, agent or contractor.

Any waiver of any provision of this Code for a member of the Board of Directors or an executive officer must be approved in writing by the Board of Directors or its designated committee and promptly disclosed, along with the reasons for the waiver, to the extent required by law or regulation. Any waiver of any provision of this Code with respect to any other employee, agent or contractor must be approved in writing by the Chief Financial Officer and the General Counsel.

Copies of approvals and waivers will be retained by Fortinet.

### **Reporting violations**

You should promptly report violations or suspected violations of this Code to the General Counsel at: General Counsel, Fortinet, Inc., (408) 235-7700, 899 Kifer Road, Sunnyvale, California 94086 U.S.A. If you wish to remain anonymous, send an anonymous letter addressed to the General Counsel at: General Counsel, Fortinet, Inc., 899 Kifer Road, Sunnyvale, California 94086 U.S.A., or you may report pursuant to Fortinet's whistleblower helpline accessible from the Legal section of Fortinet's intranet site, myFortinet.com, or accessible at [www.ethicspoint.com](http://www.ethicspoint.com).

If your concerns relate to accounting, internal controls or auditing matters, or if the General Counsel is implicated in any violation or suspected violation, you may also contact the Audit Committee of the Board of Directors, on an anonymous basis or otherwise, pursuant to Fortinet's whistleblower helpline accessible from the Legal section of the company's intranet site, myFortinet.com, or accessible at [www.ethicspoint.com](http://www.ethicspoint.com).

If you make an anonymous report, please provide as much detail as possible, including copies of any documents that you believe may be relevant to the issue.

When reports are not made anonymously, reasonable efforts will be made to keep your identity confidential. In certain circumstances, however, your identity may become apparent during an investigation or

may need to be disclosed (*e.g.*, in regulatory proceedings). Accordingly, it is not possible for Fortinet to give a blanket guarantee of confidentiality.

Reprisals, threats, retribution or retaliation against any person who has in good faith reported a violation or a suspected violation of law, this Code or other Fortinet policies, or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited.

## **Investigations**

The Board of Directors or its designated committee will be responsible for investigating violations and determining appropriate disciplinary action for matters involving members of the Board of Directors or executive officers. The Board of Directors or its designated committee may designate others to conduct or manage investigations on its behalf and recommend disciplinary action.

Subject to the general authority of the Board of Directors to administer this Code, the Chief Financial Officer and the General Counsel will be jointly responsible for investigating violations and determining appropriate disciplinary action for other employees, agents and contractors. The Chief Financial Officer and the General Counsel may designate others to conduct or manage investigations on their behalf and recommend disciplinary action. The Chief Financial Officer and the General Counsel will periodically report Code violations and the corrective actions taken to the Board of Directors or its designated committee. The Board of Directors reserves the right to investigate violations and determine appropriate disciplinary action on its own and to designate others to do so in place of, or in addition to, the Chief Financial Officer and the General Counsel.

Fortinet will promptly investigate any suspected violations. If it is determined that evidence of a violation exists, the individual subject to investigation will be notified. The subject of an investigation will have an opportunity to respond to any allegations made against that person. A person suspected of violating the Code may be suspended with or without pay while an investigation is conducted. Fortinet will follow local grievance procedures in jurisdictions where such procedures apply.

## **Disciplinary action**

Fortinet will take appropriate action against any employee, agent or contractor whose actions are found to violate the Code. Disciplinary actions may include, at Fortinet's sole discretion, oral or written reprimand, suspension or immediate termination of employment or business relationship, or any other disciplinary action or combination of disciplinary actions as deemed appropriate to the circumstances. A record of the disciplinary action will be retained in the employee's personnel file.

In determining what disciplinary action is appropriate in a particular case, Fortinet will take into account all relevant information, including the nature and severity of the violation, any history of warnings and violations, whether the violation appears to have been intentional or inadvertent and whether the violator reported his or her own misconduct. Fortinet will strive to enforce the Code in a consistent manner while accounting for all relevant information. An alleged violator may make a written request for reconsideration within 14 days of notification of the final disciplinary decision.

Where Fortinet has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Certain violations of this Code may also be subject to civil or criminal prosecution by governmental authorities and others. Where laws have been violated, Fortinet will report violators to the appropriate authorities.

### **ADDITIONAL INFORMATION**

Nothing in this Code of Business Conduct and Ethics creates or implies an employment contract or term of employment. Employment at Fortinet is employment at-will. Employment at-will may be terminated with or without cause and with or without notice at any time by the employee or Fortinet. Nothing in this Code shall limit the right to terminate employment at-will. No employee of Fortinet has any authority to enter into any agreement for employment for a specified period of time or to make any agreement or representation contrary to Fortinet's policy of employment at-will. Only the Chief Executive Officer has the authority to make any such agreement, which must be in writing.

The policies in this Code do not constitute a complete list of Fortinet policies or a complete list of the types of conduct that can result in discipline, up to and including discharge.

**ACKNOWLEDGMENT  
CODE OF BUSINESS CONDUCT AND ETHICS**

- I acknowledge that I have received and read the company's Code of Business Conduct and Ethics.
- I acknowledge that I understand the standards, policies and procedures contained in the Code of Business Conduct and Ethics and understand that there may be additional standards, policies, procedures and laws relevant to my position.
- I agree to comply with the Code of Business Conduct and Ethics.
- I acknowledge that if I have questions concerning the meaning or application of the Code of Business Conduct and Ethics, any company policies, or the legal or regulatory requirements applicable to my position, it is my responsibility to seek guidance from my manager, the Human Resources Department, the Legal Department or other relevant individuals or departments.
- I acknowledge that neither this Acknowledgement nor the Code of Business Conduct and Ethics is meant to vary or supersede the regular terms and conditions of my employment by the company or to constitute an employment contract.

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*(print name)*

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*(signature)*

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*(date)*

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*Position/Title*

Please review, sign and return this form to the Human Resources Department.