



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:

- Advising the Board and officers of the Company on governance matters;
- Oversee the evaluation of the Board;
- Develop and recommend to the Board governance guidelines and policies applicable to the Company;
- 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; and
- Recommend members for each Board committee.

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.

Corporate Governance Generally

- Develop and recommend to the Board a set of governance guidelines applicable to the Company.
- Periodically review the 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 Company's 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.
- Oversee the Company's political contributions and its policies and procedures regarding political contributions.
- 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 governance matters.
- Consider the Board's leadership structure, including the separation of the Chairperson of the Board and Chief Executive Officer roles or the appointment of a lead independent director, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Governance Committee deems appropriate.

- Periodically consider procedures for stockholder communications with members of the Board.
- Periodically review with the Chief Executive Officer and the Chairperson of the Board or lead independent director the succession plans for senior management positions, reporting its findings and recommendations to the Board. If requested by the Board, the Governance Committee will evaluate potential successors to executive officer positions and review strategies to accelerate the readiness of candidates identified for these positions, including an overall assessment of executive talent. The Governance Committee also will review other leadership and management processes upon request of the Board.

Board Composition, Evaluation and Nominating Activities

- Oversee the performance of the Board, including each committee of the Board, and self-evaluation process.
- Review annually the performance of the Governance Committee.
- 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.
- Recommend that the Board establish special committees as may be desirable or necessary from time to time in order to address interested director, ethical, legal or other matters that may arise.