

**FORTINET, INC.**

**GOVERNANCE GUIDELINES**

As Adopted by the Board of Directors  
on January 19, 2012

The governance standards established by the Board of Directors (the "**Board**") of Fortinet, Inc. (the "**Company**") provide a structure within which directors and management can effectively pursue the Company's objectives for the benefit of its stockholders. To that end, the Board has adopted the following Governance Guidelines.

**I. THE PRINCIPAL FUNCTIONS OF THE BOARD OF DIRECTORS**

To Review the Company's Strategic Direction and Annual Financial Plan and Monitor the Company's Performance:

The fundamental role of the members of the Board is to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders. It is the duty of the Board to oversee the Chief Executive Officer and other senior management in the competent and ethical operation of the Company.

The Board is scheduled to meet at least once a quarter, and each quarterly meeting of the Board will generally include a business and finance update and discussion.

The Board or a committee of the Board reviews the Company's annual financial plan. On an ongoing basis during the year, the Board monitors the Company's performance against its annual financial plan.

To Review Management Performance and Compensation:

The Human Resources Committee of the Board evaluates compensation for the Company's executive officers ("**Executive Officers**") to ensure it is appropriate.

The Human Resources Committee annually reviews and approves the compensation, including equity compensation, for the Chief Executive Officer and the other Executive Officers.

To Review Management Succession Planning:

The Board or a committee of the Board reviews the Company's succession planning efforts for its executive officers based on input from senior management, in particular, the input of the Company's Chief Executive Officer.

To Advise and Counsel Management:

The Board should be composed of individuals whose knowledge, background, experience and judgment are valuable to the Company, with the ability to provide advice to management.

Members of the Board have access to management and other employees to help with the Board's advice, counsel and decisions, as well as to the Company's records and documents. The Board may also seek legal or other expert advice from a source independent of management.

To Monitor and Manage Potential Conflicts of Interests of Management, Board Members, and Stockholders:

The Audit Committee of the Board shall review and approve related person transactions for which audit committee approval is required by applicable law or the rules of the Nasdaq Stock Market.

To Provide Oversight of the Integrity of Financial Information and Legal Compliance:

The Audit Committee provides oversight of the Company's accounting and financial reporting processes and the audit of the Company's financial statements and assists the Board in oversight of (1) the integrity of the Company's financial statements, (2) the Company's compliance with legal and regulatory requirements, (3) the independent auditor's qualifications, independence and performance, and (4) the Company's internal accounting and financial controls.

To Monitor the Effectiveness of the Governance Practices under which the Board Operates and Make Changes as Needed:

The Governance Committee of the Board shall periodically review and evaluate the effectiveness of the governance practices under which the Board operates and make changes to such practices as needed.

**II. BOARD STRUCTURE AND COMPOSITION**

Selection and Evaluation of Board Candidates:

The Board shall have a majority of directors who meet the criteria for independence established by applicable law, including the Sarbanes-Oxley Act of 2002, the rules and regulations of the Securities and Exchange Commission, and the Nasdaq Stock Market.

The Governance Committee will approve all nominees for membership on the Board, including the slate of director nominees to be proposed by the Board to the Company's stockholders for election or any director nominees to be elected or appointed by the Board to fill interim director vacancies on the Board.

Selection of Chair and Chief Executive Officer:

The Board does not have a policy on whether or not the roles of the Chairperson of the Board and Chief Executive Officer should be separate. The Board believes it should be free to determine what is best for the Company at a given point in time.

Term and Term Limits:

All directors shall serve for one-year terms.

The Board does not believe it should establish term limits because directors who have developed over time increasing insight into the Company and its operations oftentimes provide an increasing contribution to the Board as a whole.

### Director Elections

In accordance with the Company's Bylaws, if none of the stockholders provides the Company notice of an intention to nominate one or more candidates to compete with the Board's nominees in a director election, or if such notice was submitted but subsequently withdrawn by the day before fourteenth (14th) day preceding the date the corporation files its definitive proxy statement (regardless of whether or not thereafter revised or supplemented) with the Securities and Exchange Commission, a nominee must receive more votes cast for than against his or her election or re- election. Effective following the 2012 annual meeting of stockholders, the Board shall nominate for election or re-election as director only those candidates who tender an irrevocable resignation that will be effective upon (i) the failure to receive the required vote at a meeting of the stockholders at which such director faces election or re-election and (ii) Board acceptance of such resignation.

Accordingly, effective following the 2012 annual meeting of stockholders, prior to any meeting of stockholders at which directors will be elected, as a condition to nomination, each director nominee shall submit a resignation of his or her directorship in writing to the Chairman of the Governance Committee (or another member of the Governance Committee if the director nominee also serves as the Chairman of the Governance Committee) to address majority voting in director elections. The resignation becomes effective only if the director fails to receive a sufficient number of votes for reelection at the meeting of stockholders as described in the Bylaws and the Board of Directors accepts the resignation. If the director nominee fails to receive the requisite vote contemplated by the Bylaws, the Governance Committee will make a recommendation to the Board as to whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Governance Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. In accordance with the foregoing, the Governance Committee may establish additional procedures under which any director nominee who is not elected in accordance with the Bylaws shall offer to tender his or her resignation to the Board.

The Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation. The Board shall have the discretion to accept or reject the offer of resignation of any director.

### **III. BOARD OPERATIONS AND MEETINGS**

The items on the agenda are typically determined by the Company's senior management in consultation with the Board. Any director may request that an item be included on the agenda.

Each member of the Board is expected to ensure that other commitments do not materially interfere with the member's service as a director. To facilitate participation, directors may attend in person or via telephone conference.

The Board's policy is to schedule separate meetings of the independent directors to follow each regularly scheduled Board meeting. The Non-Executive Chairman of the Board will preside over the meetings of the independent directors, or, in his absence, the other independent directors will select an alternative presiding director.

#### **IV. BOARD INTERACTION WITH THIRD PARTIES**

##### Board Access to Management:

After providing written notice to the Company's Chief Executive Officer, members of the Board shall have access to the Company's management and employees. Furthermore, the Board encourages the management to, from time to time, bring managers into meetings of the Board who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (b) are managers with future potential that senior management believes should be given exposure to the Board.

##### Board Interaction with Other Parties:

The Board believes that management speaks for the Company. Individual members of the Board may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that members of the Board would do this, in most instances, at the request of senior management.

#### **V. COMMITTEES**

The Board has at least the following three standing committees: an Audit Committee, a Human Resources Committee and a Governance Committee.

All of the members of the Audit, Human Resources and Governance Committees will meet the criteria for independence established by applicable law, including the rules and regulations of the Securities and Exchange Commission and the Nasdaq Stock Market. The members of these committees will also meet any other membership criteria specified in the respective charters of such committees.

Each of the Audit, Human Resources and Governance Committees has its own charter. Such charters set forth the policies and responsibilities of the respective committees in addition to the qualifications for membership on such committees.

The Board and each committee of the Board will have the authority to obtain advice, reports or opinions from internal and external counsel and expert advisers and shall have the power to hire independent legal, financial and other advisers as they may deem necessary, without consulting with, or obtaining approval from, management of the Company in advance.

The Board may, from time to time, form new committees as it deems appropriate. The Board may, to the fullest extent permitted by law, delegate any of its functions and responsibilities to a committee of the Board.

#### **VI. DIRECTOR COMPENSATION**

The Board or a committee of the Board will periodically review and recommend to the Board for its approval the cash and equity compensation for members of the Board.