



Cybersecurity Committee Charter

DELEGATED AUTHORITY

The Cybersecurity Committee (the "**Cybersecurity Committee**") of the Board of Directors (the "**Board**") of Fortinet, Inc. (the "**Company**") is established pursuant to Article 4.1 of the Company's Amended and Restated Bylaws ("**Bylaws**") and Section 141(c) of the Delaware General Corporation Law.

PURPOSE

The purpose of the Cybersecurity Committee is to:

- Provide oversight of the Company's information security, product security and data privacy programs, including the applicable assets, products, services, personnel, facilities, information systems, intellectual property, data and other digital assets;
- Review and provide oversight on controls, policies and procedures of the Company put in place for monitoring, preventing and responding to cybersecurity, product cybersecurity and data privacy risks;
- Review the Company's cybersecurity, product security and data privacy and other information technology risks, controls and procedures, including the Company's plans to mitigate cybersecurity risks and respond to data breaches;
- Review and provide oversight over the Company's compliance with laws and regulations applicable to the above-mentioned functions, including incident notification processes and requirements; and
- Review and provide oversight over the Company's information security, product security and data privacy compliance and standard and certifications programs to support growth across all sectors.

The Cybersecurity Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

CYBERSECURITY COMMITTEE MEMBERSHIP

- The Cybersecurity Committee will consist of at least two (2) members of the Board. Members of the Cybersecurity Committee shall be appointed by the Board upon the recommendation of the Governance Committee of the Board and may be removed by the Board in its discretion.
- The members of the Cybersecurity Committee may include Board members who meet the independence requirements of The Nasdaq Stock Market LLC ("**Nasdaq**") and may also include Board members who do not meet such independence requirements, to the extent permitted by applicable rules, regulations and laws.
- The Board will designate a chairperson of the Cybersecurity Committee.

CYBERSECURITY COMMITTEE AUTHORITY AND RESPONSIBILITIES

The following are the principal responsibilities of the Cybersecurity Committee.

- Review with management the Company's risk management, information security, product security, cybersecurity and data privacy controls, policies and procedures, evaluate the integrity of such controls, policies and procedures, compare them against industry benchmarks and best practices, and assess risks related to physical security and cybersecurity threats in light of such controls, policies and procedures and the current cybersecurity threat landscape.
- Review with management legislative and regulatory developments that could impact the Company's physical security and cybersecurity risk and product security exposure.
- Review and provide oversight on planning, development and maintenance of the controls, policies and procedures of the Company in preparation of or responding to any physical security, cybersecurity, product security and data privacy incident, and review with management any major physical security, cybersecurity, product security and data privacy incidents that may occur.
- Discuss with management the safeguards used to protect the confidentiality, integrity, availability, and safety of the Company's assets, products, services, personnel, facilities, information systems, intellectual property and data, and the strategies for investing in the



Company's cybersecurity systems.

- Review and discuss with management the Company's disclosures, if any, relating to the Company's safeguarding and cybersecurity of its assets, products, services, personnel, facilities, information systems and data, including disclosure on the Company's website and its reports filed with the Securities and Exchange Commission.
- Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
- Report regularly to the Board (i) following meetings of the Cybersecurity Committee, (ii) with respect to such other matters as are relevant to the Cybersecurity Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Cybersecurity Committee may deem appropriate. The report to the Board may take the form of an oral report by the chairperson or any other member of the Cybersecurity Committee designated by the Cybersecurity Committee to make such report. If all Board members attend the Cybersecurity Committee meeting, then the Cybersecurity Committee shall not be obligated to report again the same information to the Board except as required for recommendations needed for Board approval.
- Review and provide oversight over the Company's Insider Threat Program ("**Threat Program**"), including active investigations and continuous program improvement efforts to ensure the Threat Program meets and exceeds industry best practices.
- Review and provide oversight over the Company's use of Artificial Intelligence internally and in its products.

MEETINGS AND PROCEDURES

- The Cybersecurity Committee will set its own schedule of meetings and will meet at least two times annually, with the option of holding additional meetings at such times as it deems necessary or appropriate. Meetings of the Cybersecurity Committee may be held telephonically. The Cybersecurity Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Cybersecurity Committee may also act by written consent without a meeting in accordance with the Bylaws.
- The Cybersecurity Committee may invite to its meetings any director, officer or employee of the Company and such other persons as it deems appropriate in order to carry out its responsibilities, including the Government Cybersecurity Committee of Fortinet Federal, Inc. The Cybersecurity Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities, including non-management directors who are not members of the Cybersecurity Committee.
- The Cybersecurity Committee may form subcommittees for any purpose that the Cybersecurity Committee deems appropriate and may delegate to such subcommittees such power and authority as the Cybersecurity Committee deems appropriate. The Cybersecurity Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Cybersecurity Committee as a whole, if any.
- The Board may designate one member of the Cybersecurity Committee as its chairperson. If the Board does not designate a chairperson, a majority of the members of the Cybersecurity Committee may elect a chairperson of the Cybersecurity Committee.
- Members of the Cybersecurity Committee who are not employees shall receive such fees, if any, for their service as members of the Cybersecurity 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 Cybersecurity 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 Cybersecurity 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.