



ESG COMMITTEE CHARTER

This Charter governs the operations of the Environmental, Social and Governance (ESG) Committee (the "Committee") of Fortinet, Inc. (the "Company").

PURPOSE

The purpose of the Committee is to assist the Governance Committee of the Company's Board of Directors in overseeing the Company's corporate social responsibility, including ESG matters. The Committee aims to:

- Define the CSR priorities, objectives and strategy;
- Oversee and coordinate the Company's CSR initiatives;
- Present the results to members of the Executive Team and Governance Committee;
- Ensure appropriate internal and external disclosures related to CSR matters.

MEMBERSHIP

The Committee shall be comprised of cross-functional management representatives from the Company. The Committee's Chair shall be appointed and removed by the Governance Committee or by a majority of the Committee's members. The Committee's membership shall be submitted to the Committee members' approval. The Committee members shall serve until their successors are designated and duly onboarded. The Committee may form and delegate authority to subcommittees when appropriate.

MEETINGS & PROCEDURES

The Committee shall meet as often as necessary to fulfil its duties, but no less than four times a year. Decisions shall be taken by majority vote of the full Committee membership. The Committee shall report to the Governance Committee at least two times a year, or to other Board committee as appropriate, regarding its activities and recommendations, with the option of holding additional meetings at such times as it deems necessary.

DUTIES & RESPONSIBILITIES

The following are the principal duties and responsibilities of the Committee:

- **Defines the CSR priorities, objectives and strategy.** The Committee sets CSR priorities and assesses CSR risk exposure and management, engaging relevant internal and external stakeholders as appropriate. It defines and reviews the policies to meet the priorities and manage those risks, due diligence, and the steps the Company's management has taken to control exposure. The Committee identifies the significant CSR impacts and gaps, and defines corresponding objectives. It determines the strategy to reach those objectives. The Committee also monitors the normative and regulatory trends as well as best practices related to CSR.
- **Supervises and coordinates CSR performance.** The Committee monitors progress related to objectives and ensure thorough performance measurement. It also may align reporting with agreed appropriate standards to ensure the Company's performance comparability. Members of the ESG committee champion the Company's main impact areas – People & Community, Governance & ethics, Business & Innovation and Environment– related to his/her subject matter area and support the business functions in deploying the CSR strategy. Each champion works in close collaboration with the Supply chain champion to manage these four impacts area across the Company's supply chain. Each champion engages and delegates to the relevant business units across the Company.
- **Presents the results to the Governance Committee and the Executive Group.** The Committee periodically reports progress and issues recommendations to the Governance Committee, and the Executive Group.
- **Delivers appropriate internal and external disclosures to ensure transparency.** The Committee is responsible for providing material, accessible, balanced, clear, reliable, comparable and timed information enabling stakeholders to take appropriate decisions.

AUTHORITY

The Governance Committee has granted the Committee the authority herein provided. The Committee shall have all authority necessary or implied in order to carry out its duties and responsibilities. The Committee shall have the authority to engage advisers, consultants, or persons having special competencies to assist the Committee in fulfilling its duties and responsibilities – in respect with the due internal financial processes.

INTERACTIONS WITH OTHER PARTIES

The Committee relies on collective engagement across the Company and at all levels to fulfil its duties and responsibilities:

- **The Board of Directors** – as the leading sponsor of the Company's CSR, oversees and approves CSR commitments.

- **Board standing committees:**
 - **The Governance Committee** oversees the Company's CSR priorities, objectives, strategy, performance, and recommends to the Board. Reviews CSR risks and opportunities with the management.
 - **The Human Resources Committee** shall provide guidance on the evolution of certain CSR initiatives relative to diversity, equity, and inclusion topics, and other social matters.
- **The Executive Team** validates strategy, approves targets and monitor execution. Composed of the Chief Executive Officer and the Heads of the main business functions, Fortinet's leadership team are responsible for integrating CSR into the decision-making processes.
- **Business functions** deploy the CSR strategy, set operational goals and roll-out action plans. They are responsible for engaging with regional teams as well as measuring and regular reporting on progress.