



## COMPENSATION COMMITTEE CHARTER

of the Compensation Committee of the Board of Directors  
of ForeScout Technologies, Inc.

(As amended and restated by the Board of Directors effective February 8, 2017)

### I. General Statement of Purpose

The purposes of the Compensation Committee (the “**Compensation Committee**”) of the Board of Directors (the “**Board**”) of ForeScout Technologies, Inc. (the “**Company**”) are to:

- a. discharge the responsibilities of the Board relating to the compensation of the non-employee members of the Company’s Board, the Company’s Chief Executive Officer (the “**CEO**”) and other members of the Company’s senior management team (“**Officers**”), including individuals who are “officers” as defined in Rule 16a-1(f) (the “**Section 16 Officers**”) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”);
- b. oversee the Company’s overall compensation and benefits structure, policies and programs;
- c. administer the Company’s equity compensation plans for its directors, Section 16 Officers, and other employees and the granting of equity awards pursuant to or outside of such plans; and
- d. produce a report for inclusion in the Company’s proxy statement relating to its annual meeting of stockholders or annual report on Form 10-K, in accordance with applicable rules and regulations.

The primary objective of the Compensation Committee is to develop and implement compensation policies and plans that ensure the attraction and retention of key management personnel, the motivation of management to achieve the Company’s corporate goals and strategies, and the alignment of the interests of management with the long-term interests of the Company’s stockholders.

### II. Composition

The Nominating and Corporate Governance Committee shall recommend to the Board nominees for appointment to the Compensation Committee. The number of individuals serving on the Compensation Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members, each of whom shall satisfy the independence standards established pursuant to Rule 5605(a)(2) of the NASDAQ Stock Market Rules. Unless otherwise determined by the Board, each member of the Compensation Committee will also qualify as a “non-employee director” as defined in Rule 16b-3 under the Exchange Act and as an “outside director” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended.

The members of the Compensation Committee shall be appointed by the Board and may be replaced or removed by the Board at any time, with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Compensation Committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Compensation Committee to serve as chairperson of the Compensation Committee. If a chairperson is not designated by the full Board, the members of the Compensation Committee may designate a chairperson by majority vote.



### III. Meetings

The Compensation Committee generally is to meet at least four times per year in person or by teleconference or other communications equipment by means of which all persons participating in the meeting can hear each other, with any additional meetings as deemed necessary by the Compensation Committee. A majority of the members of the Compensation Committee shall constitute a quorum for purposes of holding a meeting, and the Compensation Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Compensation Committee may act by unanimous written consent, which may include electronic consent, in accordance with the Company's bylaws. The Compensation Committee will maintain written minutes of its meetings and actions by written consent, which minutes and actions will be filed with the minutes of the meetings of the Board. The Chairman of the Compensation Committee, in consultation with the other members and management, may set meeting agendas consistent with this Charter. The Compensation Committee may invite any non-members or Company employees that it wishes to its meetings, but when the Compensation Committee meets to evaluate and vote on the compensation of any Company employee, such employee may not be present during such evaluations or vote.

### IV. Compensation Committee Activities

The Compensation Committee's purpose and responsibilities shall be to:

- a. Review of Charter
  - i. Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.
- b. Processes and Procedures for Considering and Determining Executive Compensation
  - i. Review and reassess periodically (and where appropriate, make such recommendations to the Board as the Compensation Committee deems advisable with regard to) the Company's processes and procedures for the consideration and determination of executive compensation, and review and discuss with management any description of such processes and procedures to be included in the Company's proxy statement.
  - ii. To the extent required by the Exchange Act and the rules and regulations of the Securities and Exchange Commission (the "SEC"), review and recommend to the Board for approval the frequency with which the Company will conduct stockholder advisory votes on executive compensation (any such vote, a "Say-on-Pay Vote"), taking into account the results of the most recent stockholder advisory vote on frequency of Say-on-Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say-on-Pay Vote and the frequency of the Say-on-Pay Vote to be included in the Company's proxy statement.



- c. Compensation Committee Report
  - i. Review and discuss with management the Compensation Discussion and Analysis to be included in the Company's proxy statement or annual report on Form 10-K ("**CD&A**"), if applicable.
  - ii. Based on the Compensation Committee's review and discussions with management of the CD&A, make a recommendation to the Board that the CD&A be included in the Company's proxy statement or annual report on Form 10-K, if applicable.
  - iii. Prepare the Compensation Committee Report to be included in the Company's proxy statement or annual report on Form 10-K in accordance with the applicable rules and regulations of the SEC, any securities exchange on which the Company's securities are traded, and any other rules and regulations applicable to the Company.
- d. Annual Performance Evaluation of the Compensation Committee
  - i. Perform an annual performance evaluation of the Compensation Committee and report to the Board and the Nominating and Corporate Governance Committee on the results of such evaluation.
- e. Incentive-Compensation, Equity-Based Plans and Other Compensation and Benefits
  - i. Adopt, amend and administer incentive-based compensation plans for the Officers, including the Section 16 Officers, and such other employees as the Compensation Committee shall determine.
  - ii. Adopt, amend and administer the equity compensation plans (including the reservation of shares for issuance thereunder), including without limitation the review and grant of stock option and other equity-based or equity-linked awards to directors, Section 16 Officers and other eligible individuals in the Company's service, and periodically review the Company's equity plan status, including outstanding grants, cancellations, the remaining shares available for grant under the equity compensation plans and equity burn rate.
  - iii. Review, approve and administer any of the Company's employee benefit plans, including, without limitation, 401(k) plans, that the Compensation Committee deems appropriate, including by adopting, amending and terminating such plans. The Compensation Committee may amend such plans to establish a committee of Company employees or others to act in fiduciary capacities under the plans.
  - iv. Oversee the Company's overall compensation philosophy and any compensation plans and benefits programs that the Compensation Committee deems appropriate, and approve, or make recommendations to the Board with respect to, improvements or changes to such plans or programs or the termination or adoption of plans or programs when appropriate.
  - v. Periodically review the impact of tax and accounting rules and any changes to those rules on the Company's compensation programs.



- f. Matters Related to Compensation of the Company's Chief Executive Officer
  - i. Review and approve the corporate goals and objectives that may be relevant to the compensation of the CEO.
  - ii. Evaluate the CEO's performance in light of the goals and objectives that were set for the CEO and determine and approve, or recommend to the Board for approval, the CEO's compensation based on such evaluation. In connection with determining the long-term incentive component of the CEO's compensation, the Compensation Committee should consider the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years. In connection with determining the CEO's compensation, the Compensation Committee shall review periodically the aggregate amount of compensation being paid or potentially payable to the CEO with input from the Board.
  
- g. Matters Related to Compensation of Section 16 Officers and Other Employees Other than the CEO
  - i. Determine the compensation of the non-CEO Section 16 Officers and any other employees determined by the Compensation Committee. To facilitate the compensation determinations of the Compensation Committee, the CEO shall review the performance of the Section 16 Officers and other Officers who report directly to the CEO and shall present his or her findings and make recommendations on compensation to the Compensation Committee.
  - ii. Periodically review the aggregate amount of compensation being paid or that is potentially payable to the Section 16 Officers and any other employees that the Compensation Committee shall determine.
  
- h. Matters Related to Compensation of Directors
  - i. Evaluate director compensation, including equity compensation, fees for service on the Board and its committees, and fees for attendance at meetings of the Board and its committees, and approve, or make recommendations to the Board regarding, director compensation.
  
- i. Matters Related to Compensatory Contracts
  - i. Review and approve, or recommend to the Board for approval, any compensatory contracts or similar transactions or arrangements with current or former Section 16 Officers and such other employees as the Compensation Committee shall determine, including consulting arrangements, employment contracts, severance or termination arrangements, which will include any benefits to be provided in connection with a change of control of the Company. In this regard, the Compensation Committee will have the power and authority to adopt or, if applicable, approve amendments to or the termination of such contracts, transactions or arrangements.



## V. Additional Compensation Committee Authority

The Compensation Committee is authorized, on behalf of the Board, to do any of the following, as the Compensation Committee deems necessary or appropriate in its discretion:

- a. Matters Related to Compensation Consulting Firms or Other Outside Advisers
  - i. Retain or obtain the advice of compensation consultants, legal counsel and/or other advisers (each, a “**Compensation Adviser**”), provided that:
    - 1. The Compensation Committee is authorized to, and must, have direct responsibility for the appointment, termination, compensation and oversight of the work of any Compensation Adviser retained by the Compensation Committee, and the Company must provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any such Compensation Adviser; and
    - 2. Before any Compensation Adviser (other than (1) in-house legal counsel or (2) any Compensation Adviser whose role is limited to the activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K) is selected by, or provides advice to, the Compensation Committee, the Compensation Committee shall take into consideration the factors required by Rule 5605(d)(3)(D) of the NASDAQ Stock Market Rules.
- b. Succession Planning
  - i. Periodically review and discuss with the Board corporate succession plans for the CEO and other key officers of the Company.
- c. Clawback Policies
  - i. Review and approve, or, recommend to the Board for approval, and oversee clawback policies and/or practices, and any amendments or terminations thereof, if and as the Compensation Committee determines to be necessary or appropriate, or as required by law.
- d. Risk Management
  - i. Review and discuss periodically with management and the Board the risks arising from the Company’s compensation philosophy and practices applicable to all directors and employees to determine whether they encourage excessive risk-taking and to evaluate compensation policies and practices that could mitigate such risks. Determine if any such risks require enhanced reporting in the Company’s proxy statement.

## VI. General

- a. The Compensation Committee may delegate its authority to subcommittees or individuals, as the Compensation Committee deems appropriate, except to the extent such delegation would violate an applicable tax, corporate or securities law, regulation or rule of any exchange upon which the Company’s securities are then listed. If designated, any subcommittee or other committee of individuals, as applicable, will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.
- b. The Compensation Committee shall make regular reports to the Board concerning areas of the Compensation Committee’s responsibility.



- c. In carrying out its responsibilities, the Compensation Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisers and professionals with whom the Compensation Committee may consult. The Compensation Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Compensation Committee or meet with any members of or advisers to the Compensation Committee.
- d. The Compensation Committee may perform such other functions as may be requested by the Board from time to time.