



FORESCOUT TECHNOLOGIES, INC. CORPORATE GOVERNANCE GUIDELINES

(As amended and restated by the Board of Directors effective as of
August 29, 2018)

The Board of Directors (the “Board”) of ForeScout Technologies, Inc. (the “Company”) represents the interests of the stockholders in perpetuating a successful business and optimizing long term stockholder value. The Board is responsible for ensuring that the Company is managed in a manner that is designed to serve those interests. In carrying out this responsibility, the members of the Board (each, individually, a “Director”) exercise their business judgment and act in what they reasonably believe to be the best interests of the Company and its stockholders. The Board is also responsible for reviewing the Company’s strategy, monitoring corporate performance relative to that strategy, selecting the Chief Executive Officer (the “CEO”) of the Company, reviewing the performance and compensation of the CEO, planning for the succession of the CEO, assuring compliance with laws and accounting principles, assessing its performance as the Board of the Company and authorizing specific corporate matters as required by law and by the Company’s certificate of incorporation.

A. SELECTION AND QUALIFICATIONS OF BOARD MEMBERS

1. Selection of New Directors

The Board is responsible for recommending nominees to the Board for election by the stockholders as further described in the Company’s Amended and Restated Certificate of Incorporation. The Board has delegated the screening process involved to its Nominating and Corporate Governance Committee, with input from the Chairman of the Board and the CEO (the “CEO”). For nominations of potential candidates made other than by the Board, the stockholder or other person making such nomination shall comply with the Company’s certificate of incorporation, bylaws and all applicable laws and regulations. Any vacancies on the Board occurring between the Company’s annual meetings of stockholders may be filled by persons selected by a majority of the Directors then in office, although less than a quorum, or by a sole remaining Director, and any Director so elected will serve for the remaining term of the Director being replaced by the new Director.

2. Board Membership Criteria

The Nominating and Corporate Governance Committee is responsible for reviewing, the appropriate skills and qualifications required of members of the Board in the context of the composition of the Board and the stage of the business of the Company. This assessment should include factors as character, integrity, judgment, diversity of experience, independence, area of expertise, corporate experience, length of service, potential conflicts of interest, other commitments and the like. At a minimum, any candidate to be considered for a position as a member of the Board shall (a) have experience at a strategic or policymaking level in a business, government, non-profit or academic organization of high standing, (b) be highly accomplished in his or her respective field, with superior credentials and recognition, (c) be well regarded in the community and have a long-term reputation for the highest ethical and moral standards, (d) have sufficient time and availability to devote to the affairs of the Company, particularly in light of the number of boards on which the nominee may serve, and (e) to the extent such nominee serves or has previously served on other boards, the candidate shall have a demonstrated history of actively contributing at board meetings. The Nominating and Corporate Governance Committee may consider other factors, which shall be set forth in a qualifications matrix adopted by the committee.

3. Director Orientation and Continuing Education.

The Company encourages Directors to participate in continuing education programs focused on the Company’s business and industry, committee roles and responsibilities and legal and ethical responsibilities of Board members. BOARD COMPOSITION



1. Size of Board

The Company's Amended and Restated Certificate of Incorporation and Bylaws provide that the number of members of the Board is determined by the Board. Board size should facilitate active interaction and participation by all Board members.

2. Composition of the Board

The Board believes that as a matter of policy there should be a majority of independent Directors on the Board. Within that policy, the mix of Board members should provide a range of expertise and perspective in areas relevant to the Company's business. A Director shall be considered "independent" for purposes of serving on the Board if he or she meets the criteria for independence established by the rules of the [Nasdaq Stock Market]. A Director shall be considered "independent" for purposes of serving on a Board committee based on the definition of independence used in that committee's charter, which shall conform to any requirements established for such a committee by the Nasdaq Stock Market and any applicable SEC rules.

3. Board Leadership

The Board shall fill the Chairman of the Board and CEO positions based upon the Board's view of what is in the best interests of the Company. The CEO and Chairman of the Board may, but need not be, the same person. If the individual elected as Chairman of the Board is an employee-Director, the independent members of the Board may also elect a "lead independent Director" to preside at executive sessions of the Board. The Chairman of the Board, or the lead independent Director, as applicable, shall preside at all meetings of the stockholders and of the Board as a whole, and shall perform such other duties, and exercise such powers, as from time to time shall be prescribed in the Company's Bylaws or by the Board.

4. Conflicts of Interest

The Board recognizes that, given the diverse personal and business interests of its independent Directors, some of whom are active in the same industry segments in which the Company does business, there may be occasions when actual or potential conflicts of interest arise between the Company and an independent Director by virtue of the Director's personal or business interests. In those instances, it is the policy of the Board that such interests shall be fully disclosed to the Board, so that the Board may come to a quick and mutually agreeable resolution, which may be that the affected Director will be excused from those meetings of the Board, that the affected Director refrain from voting on the matter or, if material, the affected Director may be asked to resign from the Board. In the event that a Director becomes aware of a situation that presents the potential for a conflict of interest, the Director is encouraged to discuss the matter with the Company's General Counsel.

5. Limitations on Other Activities

Given the demands of the duties undertaken by Directors, it is the policy of the Board that, Directors should limit their participation on the boards of other public companies in order to ensure sufficient attention and availability to the Company's business. However, recognizing that the demands of such participation may vary substantially, the Board does not believe that any specific numerical limits on such participation are appropriate, so long as Directors maintain sufficient attention and availability to fulfill their duties to the Company and complies with the Company's conflict of interest policies.

6. Evaluation of Performance of Board Members.

The Board and the Board's committees will conduct an annual self-evaluation. The Nominating and Corporate Governance Committee oversees this self-evaluation process, assesses the results and recommends changes to improve the effectiveness of the Board and its committees as appropriate.



B. BOARD COMPENSATION

1. Board Compensation

The Compensation Committee of the Board will review the compensation, including equity compensation, to be paid to the Directors and will develop a recommendation to the whole Board with regard to such compensation. The Compensation Committee is authorized to obtain the advice of independent compensation consultants, legal counsel or other advisors when developing such recommendation. It is the policy of the Board that such compensation may be paid in cash, equity or a mixture thereof, with specifics to be determined based on relevant factors such as current market conditions, best practices and common practices among similar businesses.

2. Stock Ownership

It is the policy of the Board that the Company’s board members and Section 16 officers should have a financial stake in the Company in order to further align their interests with the Company’s stockholders. Therefore, the Board requires the Company’s board members and Section 16 officers to maintain the following ownership of the Company’s stock:

Target Ownership Amount	Board members	Lesser of 3x annual cash retainer or 10,000 shares
	CEO	Lesser of 3x base salary or 100,000 shares
	Section 16 officers	Lesser of 1x base salary or 30,000 shares
Shares Counted Towards Guidelines	<ul style="list-style-type: none"> All shares owned outright, including shares purchased through ESPP or 401(k) and shares from vested RSUs that are held; and In-the-money value of vested, unexercised stock options (full or partial value). 	
Compliance Period	<ul style="list-style-type: none"> Five years from policy implementation (Feb. 2020) or hire/promotion into covered role; and If share ownership is not achieved within five years, then 100% retention of after-tax value for any exercise options or vested RSUs until guidelines are met. 	

The Compensation Committee shall determine the stock ownership guidelines for the Company’s board members and Section 16 officers, and the Nominating and Corporate Governance Committee will monitor compliance under such guidelines.

C. BOARD RELATIONSHIP TO SENIOR MANAGEMENT

1. Access to Senior Management

Directors shall have full access to members of management, either as a group or individually, and to Company information that they believe is necessary to fulfill their obligations as Directors. The Board encourages the CEO to, from time to time, bring into Board meetings members of management or other employees who (a) can provide additional insight into the matters being discussed and/or (b) represent individuals with future management potential that the CEO believes should be given exposure to the Board.

2. Succession Planning

The Compensation Committee will periodically review and discuss with the Board corporate succession plans for the CEO and other key officers of the Company. The Compensation Committee will oversee the Board’s annual review of the CEO’s long-term succession plan as well as the recommendation of a successor for the CEO should the CEO unexpectedly become unable to continue in that capacity.



3. CEO Selection and Performance Evaluation

The Board shall fill the CEO position based upon the Board's view of what is in the best interests of the Company. The Compensation Committee will evaluate the CEO's performance in light of the goals and objectives that were set for the CEO and approve the CEO's compensation based on such evaluation. The evaluation should be based on objective criteria, including the Company's performance and relative stockholder return and the compensation of CEOs at comparable companies. Ownership of shares of the Company's common stock by the CEO and other executive officers is encouraged and may be reviewed by the Board from time-to-time.

D. MEETING PROCEDURES

1. Board Meetings and Agendas

There shall be at least four regularly scheduled meetings of the Board per year. The Board may hold additional meetings as needed. The independent Directors will meet in executive session, with only the independent Directors in attendance, for a portion of each regularly scheduled meeting of the Board. Directors are expected to participate in meetings of the Board and Committees on which they serve. The Chairman of the Board, in consultation with the CEO, and taking into account suggestions from other members of the Board, will set the agenda for each Board meeting. If the Chairman of the Board is also the CEO, the Chairman of the Board shall consult with the lead independent director regarding the agenda.

2. Board Materials Distributed in Advance

To the extent possible, concise summaries of information and background materials that are important to the Board's understanding of the business and matters to be considered at its meetings should be distributed in writing to the Board sufficiently in advance of the meetings for the Board to review and consider.

E. BOARD COMMITTEE MATTERS

The Board will maintain at least three standing committees: an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. The purpose and responsibilities for each of these committees shall be outlined in their charters. Additional committees may be formed from time to time as determined by the Board. The Company shall provide the Committees with appropriate resources with which to carry out their responsibilities, including, but not limited to, sufficient funds to retain and consult with such outside technical, management, legal, financial, accounting and other experts as the Committees deem appropriate in the exercise of their reasonable business judgment.

F. AUTHORITY AND OTHER MATTERS

1. Board Communication with Stockholders

Any stockholder who wishes to contact members of our Board may do so by mailing written communications to: ForeScout Technologies, Inc., 190 W. Tasman Drive, San Jose, California 95134 Attention: General Counsel or by email to generalcounsel@forescout.com. The General Counsel will review all such correspondence and provide regular summaries to the Board or to individual Directors, as appropriate. The General Counsel will also coordinate any requests from stockholders for additional communications with the Chairman.

The Board believes that management speaks for the Company. Individual Directors will comply with any policy regarding external communications established by management.

2. Attendance at Annual Meetings of Stockholders

The Board requires the Chairman of the Board and the Company's CEO, and encourages all other Directors, to attend the Company's annual meetings of stockholders.



3. Compliance with Guidelines and Policies

All Directors will comply with these Guidelines and all other Company policies and procedures applicable to members of the Board.

G. MODIFICATION

The Board, or any authorized committee thereof, may modify this policy at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with applicable laws, rules and regulations and to accommodate organizational changes.