



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

of the Nominating and Corporate Governance 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 Nominating and Corporate Governance Committee (the **"Nominating Committee"**) of the Board of Directors (the **"Board"**) of ForeScout Technologies, Inc. (the **"Company"**) are to:

- a. identify individuals qualified to become Board members, consistent with criteria approved by the Board;
- b. recommend that the Board select the director nominees for election at each annual meeting of stockholders;
- c. develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, periodically review such guidelines and recommend any changes thereto; and oversee the evaluation of the Board.

II. Composition

The number of individuals serving on the Nominating 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.

The members of the Nominating 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 member of the Nominating Committee from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Nominating Committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Nominating Committee to serve as Chairperson of the Nominating Committee. In the absence of such designation, the Nominating Committee may designate a Chairperson by majority vote.

III. Meetings

The Nominating Committee generally is to meet at least two times per year in person or by conference telephone 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 or appropriate by the Nominating Committee. A majority of the members of the Nominating Committee shall constitute a quorum for purposes of holding a meeting, and the Nominating Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Nominating Committee may act by unanimous written consent, which may include electronic consent, in accordance with the Company's bylaws. The Nominating 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.

IV. Nominating Committee Activities

The Nominating Committee's 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. Annual Performance Evaluation of the Nominating Committee
 - ii. Perform an annual performance evaluation of the Nominating Committee and report to the Board on the results of such evaluation.
- c. Selection of New Directors
 - i. Recommend to the Board criteria for Board and committee membership (the “**Director Criteria**”), which shall include a description of any specific, minimum qualifications that the Nominating Committee believes must be met by a Nominating Committee-recommended nominee, and a description of any specific qualities or skills that the Nominating Committee believes are necessary for one or more of the Company’s directors to possess, and annually reassess the adequacy of Director Criteria and submit any proposed changes to the Board for approval. The current Director Criteria are attached to this Charter as **Exhibit A**.
 - ii. The Nominating Committee will establish and maintain policies and procedures for director candidates, which shall be approved by the Committee or recommended to the Board for approval. These policies and procedures will include: (a) procedures governing the Nominating Committee’s consideration of director candidates recommended by the Company’s stockholders; (b) procedures that stockholders must follow to include a director nominee in the Company’s annual meeting proxy statement; and (c) procedures for identifying and evaluating director nominees.
 - iii. Upon identifying individuals qualified to become members of the Board, consistent with the minimum qualifications and other Director Criteria approved by the Board from time to time, recommend that the Board select the director nominees for election at each annual meeting of stockholders; provided that, if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for election as a member of the Board (pursuant, for example, to the rights of holders of preferred stock to elect directors upon a dividend default or in accordance with shareholder agreements or management agreements), the selection and nomination of such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Nominating Committee.
 - iv. Consider recommendations in light of the requirement that a majority of the Board be comprised of directors who meet the independence requirements set forth in Rule 5605(a)(2) of the NASDAQ Stock Market Rules.
 - v. Recommend to the Board the persons to be members and chairpersons of the various committees of the Board.
 - vi. Review all stockholder nominations and proposals submitted to the Company under the Securities Exchange Act of 1934, as amended, or otherwise, and any proposal relating to the procedures for making nominations or electing directors, determine whether the nomination or proposal was submitted in a timely manner and, in the case of a director



nomination, whether the nomination and the nominee satisfy all applicable eligibility requirements, and recommend to the Board appropriate action on each such nomination or proposal.

- d. Corporate Governance
 - i. Develop and approve, or recommend to the Board for approval, a set of Corporate Governance Guidelines applicable to the Company that satisfy the standards established pursuant to the NASDAQ Stock Market Rules.
 - ii. Review and reassess the adequacy of the Corporate Governance Guidelines annually and approve, or recommend to the Board for approval, any proposed changes.
 - iii. Oversee the Company's corporate governance practices, including reviewing and recommending to the Board for approval any changes to the Company's corporate governance framework, including its certificate of incorporation and bylaws.
- e. Evaluation of Board of Directors
 - i. Oversee annual evaluation of the Board and its committees for the prior fiscal year.
 - ii. Make recommendations to the Board for director continuing education.
- f. Matters Relating to Retention and Termination of Search Firms to Identify Director Candidates
 - i. Exercise authority to retain and terminate any search firm that is to be used by the Company to assist in identifying director candidates. The Nominating Committee shall also have authority to approve any such search firm's fees and other retention terms.

V. General

- a. The Nominating Committee may establish and delegate authority to subcommittees consisting of one or more of its members, when the Nominating Committee deems it appropriate to do so in order to carry out its responsibilities.
- b. The Nominating Committee shall make regular reports to the Board concerning areas of the Nominating Committee's responsibility.
- c. In carrying out its responsibilities, the Nominating Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Nominating Committee may consult. The Nominating 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 Nominating Committee or meet with any members of or advisors to the Nominating Committee. The Nominating Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.
- d. The Nominating Committee may perform such other functions as may be requested by the Board from time to time.



EXHIBIT A
Director Criteria

The Nominating Committee believes that it is in the best interests of the Company and its stockholders to obtain highly qualified individuals to serve on the Board.

At a minimum, the Nominating Committee must be satisfied that each Nominating Committee-recommended nominee meets the following minimum qualifications:

- a. The nominee shall have experience at a strategic or policymaking level in a business, government, non-profit or academic organization of high standing.
- b. The nominee shall be highly accomplished in his or her respective field, with superior credentials and recognition.
- c. The nominee shall be well regarded in the community and shall have a long-term reputation for the highest ethical and moral standards.
- d. The nominee shall 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.
- e. To the extent such nominee serves or has previously served on other boards, the nominee shall have a demonstrated history of actively contributing at board meetings.

In addition to the minimum qualifications for each nominee set forth above, the Nominating Committee shall recommend that the Board select persons for nomination to help ensure that:

- a. A majority of the Board shall be "independent" in accordance with the standards established pursuant to Rule 5605(a)(2) of the NASDAQ Stock Market Rules.
- b. Each of its Audit, Compensation and Nominating Committees shall be comprised entirely of independent directors.
- c. At least one member of the Audit Committee shall have such experience, education and other qualifications necessary to qualify as an "audit committee financial expert" as defined by the rules of the Securities and Exchange Commission.

Finally, in addition to any other standards the Nominating Committee may deem appropriate from time to time for the overall structure and composition of the Board, the Nominating Committee may consider the following factors when recommending that the Board select persons for nomination:

- a. Whether the nominee has direct experience in the Company's industry or in the markets in which the Company operates.
- b. Whether the nominee, if elected, assists in achieving a mix of Board members that represents a diversity of background, experience, education, skill and other qualities or attributes that contribute to the Board's ability to fulfill its responsibilities.
- c. Whether the nominee, if elected, would serve on more than five (5) public company boards or, if the nominee is the Chief Executive Officer of a public company, would serve on more than three (3) public company boards.