



## A Message from the CEO

### **ForeScout Employees, Officers, and Directors:**

You will find attached hereto our Code of Business Conduct and Ethics (the “Code”). Our Code is a reaffirmation of our commitment to conducting our business ethically and to observing applicable laws, rules and regulations.

ForeScout Technologies, Inc.’s (“ForeScout”) reputation and continued success is dependent upon the conduct of its employees (including temporary employees and contractors), officers, and directors (together or individually, “Representative(s)”). Each Representative, as a custodian of ForeScout’s good name, has a personal responsibility to ensure that his or her conduct protects and promotes both the letter of the Code and its spirit of ethical conduct. Your adherence to these ethical principles is fundamental to our future success.

The Code cannot provide definitive answers to all questions. Accordingly, we expect each Representative to exercise reasonable judgment to determine whether a course of action is consistent with our ethical standards and to seek guidance when appropriate. Your supervisor will often be the person who can provide you with thoughtful, practical guidance in your day-to-day duties. We have also appointed our General Counsel, as our Corporate Compliance Officer (“Compliance Officer”). You should feel free to ask questions or seek guidance from the Compliance Officer.

Please read the Code carefully. If you have any questions concerning the Code, please speak with your supervisor or the Compliance Officer. Once you have read the Code and understand it, please sign the enclosed acknowledgment and return it to the Compliance Officer. You may also be asked periodically in succeeding years to confirm in writing that you have complied with the Code.

I entrust these principles and policies to you. Please give them your thoughtful and frequent attention.

Sincerely,

Michael DeCesare  
President and CEO

Effective as of October 27, 2017

### I. Purpose and Scope

The Board of Directors (the "Board") of ForeScout Technologies, Inc. (together with its subsidiaries) ("ForeScout") established this Code of Business Conduct and Ethics (the "Code") to aid ForeScout's directors, officers and employees (together or individually, "Representative(s)") in making ethical and legal decisions when conducting ForeScout's business and performing their day-to-day duties. ForeScout's temporary employees and contractors shall also be deemed Representatives for purposes of the Code.

ForeScout's Board is responsible for administering the Code, and the Board has delegated authority to oversee the Code to the Audit Committee of the Board. The Board has appointed our General Counsel as ForeScout's Corporate Compliance Officer (the "Compliance Officer") and the Compliance Officer shall have the day to day responsibilities to administer and interpret the Code.

ForeScout expects its Representatives to exercise reasonable judgment when conducting ForeScout's business. ForeScout encourages its Representatives to refer to this Code frequently to ensure that they are acting within both the letter and the spirit of this Code. Representatives should also circulate this Code and applicable policies to ForeScout's agents and other representatives, including resellers, distributors, and consultants, to ensure they also adhere to the policies and principles herein when conducting business on behalf of ForeScout. If you have questions or concerns about this Code, ForeScout encourages you to speak with your supervisor (if applicable) or, if you are uncomfortable doing that, with the Compliance Officer under this Code.

In addition, if you are a Representative working in ForeScout's finance department, you are expected to also adhere to the Finance Code of Ethics, attached as Appendix A hereto.

Each Representative generally has other legal and contractual obligations to ForeScout. This Code is not intended to reduce or limit the other obligations that you may have to ForeScout. Instead, the standards in this Code should be viewed as the *minimum standards* that ForeScout expects from its Representatives in the conduct of its business.

## **II. Standards of Conduct**

### **A. Overview**

ForeScout understands that this Code will not contain the answer to every situation you may encounter or every concern you may have about conducting ForeScout's business ethically and legally; however, a good rule to follow is to consider whether you would feel comfortable if your potential actions or dealings were made public – if the answer is no, you should reconsider following through on them.

### **B. Conflicts of Interest**

A "conflict of interest" occurs when a Representative's personal interest interferes with ForeScout's interests. Conflicts of interest may arise in many situations. They can be actual, potential, or perceived conflicts of interest. For example, conflicts of interest can arise when a Representative takes an action or has an outside interest, responsibility or obligation that may make it difficult for him or her to perform the responsibilities of his or her position objectively and/or effectively in ForeScout's best interests. Conflicts of interest may also occur when a Representative or his or her immediate family member receives some personal benefit (whether improper or not) as a result of the Representative's position with ForeScout. Each individual's situation is different and in evaluating his or her own situation, a Representative will have to consider many factors.

Conflicts of interest are generally prohibited as a matter of ForeScout policy. As a Representative, you are expected to avoid any activity that creates a situation in which your actions or loyalties are divided between personal interests and ForeScout's interests, or between ForeScout's interests and those of another entity or person. The mere existence of a relationship with outside firms is not automatically prohibited. For example, ForeScout follows a separate Related Party Transactions Policy under which certain activities are approved despite certain relationships. Nonetheless, conflicts of interest may not always be clear, so if a question arises, higher levels of management, the Compliance Officer, or the Audit Committee should be consulted. Any Representative who becomes aware of an actual, potential, or perceived conflict of interest should bring it to the attention of the appropriate persons within ForeScout according to the following procedures:

1. For Representatives other than Chief Executive Officer, Compliance Officer, and Directors
  - a. If you are a Representative who does not report directly to the Chief Executive Officer, you are prohibited from entering into any transaction or relationship involving an actual, potential, or perceived conflict of interest without approval or ratification by the Compliance Officer, following the Compliance Officer's consultation with your manager.

- b. If you are a Representative who reports directly to the Chief Executive Officer (other than the Compliance Officer or any officer who is also a member of the Board), you are prohibited from entering into any transaction or relationship involving an actual, potential, or perceived conflict of interest without approval or ratification by both the Chief Executive Officer and the Compliance Officer.
2. For Chief Executive Officer, Compliance Officer, and Directors
    - a. If you are the Chief Executive Officer and propose to enter into a relationship or transaction that could give rise to an actual, potential, or perceived conflict of interest, you must submit the proposal promptly to the Compliance Officer for his or her approval. If the Compliance Officer determines that he or she cannot approve the proposal, the Compliance Officer shall refer the proposal to the Board or Audit Committee for their review. If approved by the Board or Audit Committee, the Chief Executive Officer may proceed with the relationship or transaction.
    - b. If you are the Compliance Officer and propose to enter into a relationship or transaction that could give rise to an actual, potential, or perceived conflict of interest, you must submit the proposal promptly to the Chief Executive Officer for his or her approval. If the Chief Executive Officer determines that he or she cannot approve the proposal, the Chief Executive Officer shall refer the proposal to the Board or Audit Committee for their review. If approved by the Board or Audit Committee, the Compliance Officer may proceed with the relationship or transaction.
    - c. If you are a director of the Board and propose to enter into a relationship or transaction that could give rise to an actual, potential, or perceived conflict of interest, you must submit the proposal promptly to the Compliance Officer, and the Compliance Officer will then submit the proposal the Board or Audit Committee for their review. The implicated director must also recuse him or herself from participating in any deliberations or decisions made by the Board or Audit Committee relating to the matter giving rise to the actual, potential, or perceived conflict. If approved by the Board or Audit Committee, the director may proceed with the relationship or transaction.

Notwithstanding the foregoing, to the extent a proposed transaction or relationship is approved or ratified in accordance with ForeScout's Related Transactions Policy, then such approval or ratification shall constitute approval or ratification for purposes of this Section B.



### **C. Outside Directorships**

In all cases in which a Representative plans to sit on the board of directors of either a for-profit or non-profit organization, even if the Representative will not be compensated, the Representative must consult with the Compliance Officer. The Compliance Officer will vet the directorship according to ForeScout's policies and procedures in consultation with the Representative's manager. In no circumstances will such permission be granted to allow Representative to serve as a director of a competitor of ForeScout.

The guidelines in this Subsection are not applicable to directors who are not employees of ForeScout.

### **D. Compliance with Laws, Rules and Regulations**

ForeScout seeks to conduct its business in compliance with applicable laws, rules and regulations. No Representative shall engage in any unlawful activity in conducting ForeScout's business or in performing his or her day-to-day ForeScout duties, nor instruct others to do so.

### **E. Compliance with other ForeScout Policies**

As a Representative, you are subject to other ForeScout policies. This Code is not intended to reduce or limit the application of those policies. Examples of these include ForeScout's Expense Reimbursement Policy, Acceptable Use Policy, and the policies governing Information Security. In addition to this Code, all Representatives are expected to follow all other ForeScout policies, whether or not they are specifically referred to in this Code.

### **F. Protection and Proper Use of ForeScout's Assets**

ForeScout's assets include its intellectual property rights, ForeScout equipment, physical servers and communication facilities. Loss, theft and misuse of ForeScout's assets have a direct impact on ForeScout's business and its profitability. Representatives are expected to protect ForeScout's assets that are entrusted to them and to protect ForeScout's assets in general. Representatives are also expected to take steps to ensure that ForeScout's assets are used only for legitimate business purposes.

### **G. No Loans to Directors or Officers**

ForeScout may not extend or maintain credit, to arrange for the extension of credit, or to renew an extension of credit, in the form of a personal loan to or for any director or officer of ForeScout. Any questions about whether a loan has been made to a director or officer in violation of this policy should be directed to the Compliance Officer.

### **H. Corporate Opportunities**



Representatives owe a duty to ForeScout to advance its legitimate business interests when the opportunity to do so arises. Each Representative is prohibited from:

- a. Diverting to himself or herself or to others any opportunities that are discovered through the use of ForeScout's property or information or as a result of his or her position with ForeScout unless such opportunity has first been presented to, and rejected by, ForeScout;
- b. Using ForeScout's property or information or his or her position for improper personal gain; or
- c. Unfairly competing with ForeScout.

#### **I. Confidentiality**

Confidential Information generated and gathered in ForeScout's business plays a vital role in its business, prospects and ability to compete. "Confidential Information" includes all non-public information that might be of use to competitors or harmful to ForeScout or its customers if disclosed. Representatives may not disclose or distribute ForeScout's Confidential Information, except when disclosure is authorized by ForeScout or required by applicable law, rule or regulation or pursuant to an applicable legal proceeding. Representatives shall use Confidential Information solely for legitimate company purposes. Representatives must return all of ForeScout's Confidential Information and proprietary information in their possession to ForeScout when they cease to be employed by or to otherwise serve on behalf of ForeScout. Additional restrictions on the use and handling of Confidential Information are included in the non-disclosure agreement you signed when you joined ForeScout.

#### **J. Fair Dealing**

Competing vigorously, yet lawfully, with competitors and establishing advantageous, but fair, business relationships with customers and suppliers is a part of the foundation for long-term success. However, unlawful and unethical conduct, which may lead to short-term gains, may damage a company's reputation and long-term business prospects. Accordingly, it is ForeScout's policy that Representatives must endeavor to deal ethically and lawfully with ForeScout's customers, suppliers, competitors and employees in all business dealings on ForeScout's behalf. No Representative should take unfair advantage of another person in business dealings on ForeScout's behalf through the abuse of privileged or confidential information or through improper manipulation, concealment or misrepresentation of material facts. This includes obligations you may have with respect to the protection of confidential information you may have received from third parties or prior employers before you joined ForeScout.

#### **K. Relationships with Customers and Suppliers**

Representatives must act in a manner that creates value for ForeScout's customers and helps to build a relationship based upon trust. ForeScout and its Representatives have built up



significant goodwill in the course of developing customer relationships. This goodwill is one of ForeScout's most important assets and Representatives must act to preserve and enhance ForeScout's reputation. In addition, Representatives must create an environment in which ForeScout's suppliers have an incentive to work with the company. Thus, Representatives must build supplier relationships carefully, including treating suppliers lawfully and ethically, not discriminating against suppliers based on any characteristic protected by law, and selecting suppliers on a need, quality, service, price, and terms and conditions basis.

#### **L. Accuracy of Records**

The integrity, reliability and accuracy in all material respects of ForeScout's books, records and financial statements are fundamental to ForeScout's continued and future business success. No Representative may cause ForeScout to enter into a transaction with the intent to document or record it in a deceptive or unlawful manner. In addition, no Representative may create any false or artificial documentation or book entry for any transaction entered into by ForeScout. Similarly, Representatives who have responsibility for accounting and financial reporting matters have a responsibility to accurately record all funds, assets and transactions on ForeScout's books and records.

#### **M. Insider Trading**

Insider trading is a crime. No Representative in possession of material, non-public information may trade ForeScout's securities (or advise others to trade) from the time they obtain such information until after adequate public disclosure of the information has been made. Anyone who knowingly trades ForeScout securities while in possession of material, non-public information or who tips information to others will be subject to appropriate disciplinary action up to and including termination. Representatives are also subject to the terms of ForeScout's Insider Trading Policy, which will be effective upon completion of ForeScout's Initial Public Offering.

If you have any questions about your ability to buy or sell ForeScout securities, please contact the Compliance Officer.

#### **N. Trading in the Securities of Other Companies**

No Representative of ForeScout who, in the course of working for ForeScout, learns of any material, nonpublic information about a company or entity with which ForeScout does business (e.g., a customer, supplier or other party with which ForeScout is negotiating a major transaction, such as an acquisition, investment or sale) may trade in that company's securities until the information becomes public or is no longer material.

If you have any questions about your ability to buy or sell securities, please contact the Compliance Officer.

## **O. Political Contributions/Gifts**

Business contributions to political campaigns are strictly regulated by federal, state, provincial and local law in the U.S., Canada and other jurisdictions. Accordingly, all political contributions proposed to be made with ForeScout's funds must be coordinated through and approved by the Compliance Officer. Representatives may not, without the approval of the Compliance Officer, use any of ForeScout's funds for political contributions of any kind to any political candidate or holder of any national, state, provincial or local government office. Representatives may make personal contributions, but should not represent that he or she is making any such contribution on ForeScout's behalf. Similar restrictions on political contributions may apply in other countries.

If you have any questions about political contributions or gifts, please contact the Compliance Officer.

## **P. Gifts and Entertainment**

In general, Representatives cannot offer, provide or accept any gifts or entertainment in connection with your service to ForeScout except in a manner consistent with customary business practices, such as customary and reasonable meals and entertainment at which the giver is present. Gifts and entertainment must not be excessive in value, in cash, susceptible to being construed as a bribe or kickback, or in violation of any laws. Representatives are expected to understand and comply with all laws, rules and regulations that apply to your job position.

If you have any questions about your ability to give or receive gifts and entertainment, please contact the Compliance Officer.

## **Q. Gifts and Entertainment with Government Officials**

Giving anything of value to a government employee is strictly regulated and in many cases, prohibited by law. ForeScout and its Representatives must also comply with federal, state, provincial and local laws in the U.S. and other countries around the world, for example, the U.S. Foreign Corrupt Practices Act (FCPA), the Organisation for Economic Co-operation and Development (OCED) Anti-Bribery Convention, the U.K. Bribery Act etc., governing the acceptance of business courtesies. ForeScout, Representatives, and those acting on ForeScout's behalf are prohibited from offering, promising, paying or authorizing the payment, directly or indirectly, to a government official to influence or reward any act of such official in violation of his or her public duty, to influence such official to affect or influence any government action, or to obtain a business advantage. State, local, and foreign governments may have additional rules regarding such payments.

Specifically and in accordance with the FCPA, each Representative agrees to maintain books and records that accurately reflect disbursements and payments on behalf of ForeScout. No Representative shall ever falsify or misstate, or cause others to falsify or misstate, the books and records of ForeScout for any reason whatsoever. No Representative shall ever submit false





receipts, reimbursement requests, or expense reports for payment, or ever make payments that the Representative has reason to believe may violate the FCPA. Representatives are also subject to the terms of ForeScout's FCPA Policy, which will be effective upon completion of ForeScout's Initial Public Offering.

If you have any questions about doing business with governments, please contact the Compliance Officer.

## **R. Antitrust Laws**

Antitrust laws are designed to protect customers and the competitive process. These laws prohibit ForeScout from establishing:

- a. Agreements with competitors (both formal and informal) regarding (i) the terms of sale to customers (e.g., agreements to fix the price of a product), (2) allocation of customers (e.g., you sell to company X and we will sell to company Y), and (3) allocation of markets (e.g., you sell in X territories and we will sell in Y territories);
- b. Arrangements with competitors to share competitively sensitive information, such as non-public pricing or product information; and
- c. Agreements with distributors/resellers to set a minimum resale price to end users (i.e., ForeScout should not restrict distributors/resellers from offering discounts to end users).

Representatives should proceed with extreme caution when communicating with competitors because even the appearance of an improper arrangement can result in a government investigation and potentially civil and/or criminal penalties. There are legitimate reasons for competitors to collaborate with one another (e.g., joint ventures, trade associations, standard setting), but all such collaborations should be cleared in advance by the Compliance Officer.

If you have any questions about your ability to exchange information with competitors, resellers, or any such parties, please contact the Compliance Officer.

## **S. Public Disclosures**

ForeScout is committed to providing its stockholders with complete and accurate information about its financial condition and results of operations as required by the securities laws of the United States. It is ForeScout's policy that the reports and documents it files with or submits to the Securities and Exchange Commission, and its earnings releases and similar public communications made by ForeScout, include fair, timely and understandable disclosure. Representatives who are responsible for these filings and disclosures, including ForeScout's principal executive, financial and accounting officers, must use reasonable judgment and perform their responsibilities honestly, ethically and objectively in order to ensure that this disclosure



policy is fulfilled. Members of ForeScout’s senior management are primarily responsible for monitoring ForeScout’s public disclosures.

Representatives may not disclose any material, nonpublic information about ForeScout to any outside of the company (other than those who are bound by a confidentiality obligation to us and have a “need to know” the information), unless ForeScout has disclosed such information to the public. Material, nonpublic information may only be disclosed by the Chief Executive Officer, Chief Financial Officer, General Counsel, Chief Communications Officer, and certain other authorized spokesperson, as designated in ForeScout’s External Communications (Regulation FD) Policy, which will be effective upon completion of ForeScout’s Initial Public Offering.

Representatives may not publish or make public statements outside their scope of employment or service to ForeScout that might be perceived or construed as attributable to ForeScout without the preapproval from the Compliance Officer. Any such statement must include ForeScout’s standard disclaimer that the publication or statement represents the views of the author/speaker, and not ForeScout.

#### **T. Records on Legal Hold**

A legal hold suspends ForeScout’s document destruction procedures in order to preserve appropriate records under special circumstances, such as litigation or government investigations. The General Counsel determines and identifies what types of company records or documents are required to be placed under a legal hold and will notify Representatives if a legal hold is placed on records for which they are responsible. Representatives must not destroy, alter, or modify records or supporting documents that have been placed under a legal hold under any circumstances. A legal hold remains effective until it is officially released in writing by the General Counsel.

If you have any questions about whether a document has been placed under a legal hold, please contact the Compliance Officer.

#### **U. International Trade Controls**

Many countries regulate international trade transactions, such as imports, exports and international financial transactions. In addition, the United States prohibits any cooperation with boycotts against countries friendly to the United States or against firms that may be “blacklisted” by certain groups or countries. It is ForeScout’s policy to comply with these laws and regulations even if it may result in the loss of some business opportunities. Representatives should learn and understand the extent to which U.S. and international trade controls apply to transactions conducted by ForeScout. For more information, please consult ForeScout’s Trade Compliance policies.



## **V. Promoting a Positive Work Environment**

ForeScout is committed to creating a supportive work environment and each Representative is expected to create a respectful workplace culture that is free of harassment, intimidation, bias and unlawful discrimination. ForeScout is an equal opportunity employer and employment is based solely on individual merit and qualifications directly related to professional competence. ForeScout strictly prohibits discrimination or harassment of any kind on the basis of race, color, religion, veteran status, national origin, ancestry, pregnancy status, sex, gender identity or expression, age, marital status, mental or physical disability, medical condition, sexual orientation or any other characteristics protected by law.

## **W. Waivers and Amendments**

No waiver of any provisions of the Code for the benefit of a director or an executive officer (which includes without limitation, for purposes of this Code, ForeScout's principal executive, financial and accounting officers) shall be effective unless (i) approved by the Board or, if permitted, a committee thereof, and (ii) if applicable, such waiver is promptly disclosed to ForeScout's stockholders in accordance with applicable U.S. securities laws and/or the rules and regulations of the exchange or system on which ForeScout's shares are traded or quoted, as the case may be.

Any waivers of the Code for other employees may be made by the Compliance Officer, the Board or, if permitted, a committee thereof.

ForeScout is committed to continuously reviewing and updating its policies and procedures. The Board or Audit Committee may modify this Code at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with state or federal regulations and/or to accommodate organizational changes. All modifications or amendments to the Code must be approved by the Board or the Audit Committee and, if applicable, must be promptly disclosed to ForeScout's stockholders in accordance with applicable United States securities laws and/or the rules and regulations of the exchange or system on which ForeScout's shares are traded or quoted, as the case may be.

### **III. Complaint Procedure**

#### **A. Communication of Code**

All Representatives will be supplied with a copy of the Code upon the later of the adoption of the Code and beginning service at ForeScout. Updates of the Code will be provided from time to time. A copy of the Code is also available to all Representatives by accessing ForeScout's website at [www.forescout.com](http://www.forescout.com).

#### **B. Monitoring Compliance and Disciplinary Action**

ForeScout's management, under the supervision of its Board or the Audit Committee, shall take reasonable steps from time to time to (i) monitor compliance with the Code, and (ii) when appropriate, impose and enforce appropriate disciplinary measures for violations of the Code. In addition, please see Appendix B for ForeScout's Complaint Procedure for Accounting and Auditing Matters.

Disciplinary measures for violations of the Code may include, but are not limited to, counseling, oral or written reprimands, warnings, probation or suspension with or without pay, demotions, reductions in salary, termination of employment or service and restitution.

ForeScout's management shall periodically report to the Board or the Audit Committee on these compliance efforts including, without limitation, periodic reporting of alleged violations of the Code and the actions taken with respect to any such violation.

#### **C. Be Proactive**

Every Representative is expected to act proactively by asking questions, seeking guidance and reporting suspected violations of the Code and ForeScout policies and procedures, as well as any violation or suspected violation of applicable law, rule or regulation arising in the conduct of ForeScout's business or occurring on ForeScout's property. If any Representative believes that actions have taken place, may be taking place, or may be about to take place that violate or would violate the Code, he or she is obligated to bring the matter to ForeScout's attention through one of the methods described in Section E below. A Representative may also report the matter to any appropriate government agency.

#### **D. Seeking Guidance**

The best starting point for a Representative seeking advice on ethics-related issues or reporting potential violations of the Code will usually be his or her supervisor. However, if the conduct in question involves his or her supervisor, if the Representative has reported the conduct in question to his or her supervisor and does not believe that he or she has dealt with it properly, or if the Representative does not feel that he or she can discuss the matter with his or her supervisor, the Representative may raise the matter to the Compliance Officer.

### **E. Communication Alternatives**

Any Representative may communicate with the Compliance Officer by any of the following methods either by name or anonymously:

- a. In writing, addressed to the Compliance Officer, by U.S. mail to c/o ForeScout Technologies, Inc., 190 West Tasman Drive, San Jose, CA 95134 USA;
- b. By e-mail to [compliance@forescout.com](mailto:compliance@forescout.com);
- c. Online at [www.forescout.ethicspoint.com](http://www.forescout.ethicspoint.com); or
- d. By phoning our whistleblower hotline:
  - (i) From the United States, dial +1 (844) 406-8155;
  - (ii) From Israel, dial the following:
    - A. From an outside line, dial the direct access number from your location:
      1. Israel (Golden Lines): 1-80-922-2222,
      2. Israel (Barak): 1-80-933-3333, or
      3. Israel (Bezeq): 1-80-949-4949.
    - B. At the English prompt, dial +1 (844) 406-8155;
  - (iii) For more international dial-in options, please see [www.forescout.ethicspoint.com](http://www.forescout.ethicspoint.com).

### **F. Cooperation**

Representatives are expected to cooperate with ForeScout in any investigation of a potential violation of the Code, any other ForeScout policy or procedure, or any applicable law, rule or regulation.

### **G. Misuse of Reporting Channels**

Representatives must not use these reporting channels in bad faith or in a false or frivolous manner or to report grievances that do not involve the Code or other ethics-related issues.

## **H. Director Communications**

In addition to the foregoing methods, a director may also communicate concerns or seek advice with respect to this Code by contacting the Board through its Chairman, or the Audit Committee.

### **I. Reporting and Anonymity**

When reporting suspected violations of the Code, ForeScout prefers that Representatives identify themselves to facilitate ForeScout's ability to take appropriate steps to address the report, including conducting any appropriate investigation. However, ForeScout also recognizes that some people may feel more comfortable reporting a suspected violation anonymously. If a Representative wishes to remain anonymous, he or she may do so, and ForeScout will use reasonable efforts to protect the confidentiality of the reporting person subject to applicable law, rule or regulation or to any applicable legal proceedings. In the event the report is made anonymously, however, ForeScout may not have sufficient information to look into or otherwise investigate or evaluate the allegations. Accordingly, persons who make reports anonymously should provide as much detail as possible to permit ForeScout to evaluate the matter(s) set forth in the anonymous report and, if appropriate, commence and conduct an appropriate investigation.

### **J. No Retaliation**

ForeScout expressly forbids any retaliation against any Representative who, acting in good faith on the basis of a reasonable belief, reports suspected misconduct. Specifically, ForeScout will not discharge, demote, suspend, threaten, harass or in any other manner discriminate against such Representative. Any person who participates in any such retaliation is subject to disciplinary action, including termination.



## ACKNOWLEDGMENT

I acknowledge that I have reviewed and understand ForeScout Technologies, Inc.'s **Code of Business Conduct and Ethics** (the "Code") and agree to abide by the provisions of the Code.

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Signature

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Name (Printed or typed)

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Position

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Date

## Appendix A – Finance Code of Ethics

The honesty, integrity and sound judgment of financial officers and the entire finance organization are fundamental to the reputation and success of ForeScout. Therefore, the finance organization, in addition to complying with the Code, must also comply with the provisions of this Finance Code of Ethics as set forth below:

- a. Accounting records, as well as reports produced from those records, are in accordance with the laws of each applicable jurisdiction and, if applicable in accordance with generally accepted accounting principles (GAAP).
- b. Accounting records fairly and accurately reflect the transactions or occurrences to which they relate.
- c. Accounting records fairly and accurately reflect, in reasonable detail, assets, liabilities, revenues and expenses.
- d. Accounting records do not contain false or intentionally misleading entries that could be material to the financial statements.
- e. No transactions should be intentionally misclassified as to accounts, departments or accounting periods. Unintentional misclassifications will be corrected or not corrected based on the materiality of the transaction.
- f. Transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.
- g. Information should not be intentionally concealed from the independent auditors.
- h. Compliance with the Sarbanes-Oxley Act, in general, and Section 404 (maintaining an effective system of internal control over financial reporting), in particular, is required.
- i. Finance policies and procedures are documented, updated, and approved on a periodic basis and key controls identified in such documents are operational.





## ACKNOWLEDGMENT

I acknowledge that I have reviewed and understand ForeScout Technologies, Inc.'s **Finance Code of Ethics** (the "Finance Code") and agree to abide by the provisions of the Finance Code.

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Signature

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Name (Printed or typed)

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Position

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Date

## Appendix B - Complaint Procedure for Accounting and Auditing Matters

### A. Purpose and Scope

ForeScout Technologies, Inc. ("ForeScout") is committed to maintaining high standards of financial integrity, and ForeScout's Audit Committee of the Board of Directors (the "Audit Committee") takes very seriously all complaints and concerns regarding accounting, internal accounting controls and auditing matters. ForeScout's financial information guides the decisions of management and the Board of Directors (the "Board"), and is relied upon by ForeScout's stockholders, employees and business partners. ForeScout's policies and practices have been developed to maintain the highest business, legal and ethical standards.

### B. Open Communication

ForeScout strives to encourage open communication so that concerns may be raised without fear of retaliation in any manner. It is against ForeScout's policy to retaliate against any employee, officer, or member of the Board (together or individually, "Representative(s)") for good faith reporting of violations of ForeScout's policies. Any Representative may submit a good faith concern regarding questionable accounting or auditing matters without fear of dismissal or retaliation of any kind. It is ForeScout's policy to encourage our Representatives to report their concerns as soon as possible after discovery. The Board has appointed our General Counsel, as ForeScout's Compliance Officer (the "Compliance Officer").

Accordingly, the Audit Committee has established the following procedures for:

- a. The receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters; and
- b. The confidential, anonymous submission by ForeScout's employees of concerns regarding accounting or auditing matters they believe to be questionable.

### C. Accounting and Auditing Matters that Must be Reported

Representatives must immediately report and submit complaints of accounting and auditing matters for which there is actual or suspected violation, including but not limited to the following:

- a. Intentional error, fraud, or gross negligence in the preparation, review or audit of any of ForeScout's financial statements;
- b. Intentional error, fraud, or gross negligence in the recording of ForeScout's transactions;



- c. Significant deficiencies in ForeScout's internal and reporting controls or intentional noncompliance with those controls;
- d. Intentional noncompliance with ForeScout's internal and reporting controls;
- e. Violations of the U.S. Securities and Exchange Commission (SEC) rules and regulations that are related to accounting, internal accounting controls and auditing matters;
- f. Fraud against investors, securities fraud, mail or wire fraud, bank fraud or fraudulent statements to management, the SEC or members of the investing public; or
- g. Violation of ForeScout's Insider Trading Policy, the U.S. Federal Securities laws or ForeScout's policy regarding FCPA and other anti-corruption laws.

#### **D. Receipt of Complaints**

Both Representatives and non-Representatives may submit complaints regarding accounting, internal accounting controls or auditing matters pursuant to methods prescribed in the Section titled *Communication Alternatives* in ForeScout's Code of Business Conduct and Ethics ("Code"). A copy of the Code is available by accessing ForeScout's website at [www.forescout.com](http://www.forescout.com).

All complaints may be reported anonymously and will be treated confidentially.

As set forth below, and except for complaints sent directly to the Audit Committee, all complaints will be forwarded to the Compliance Officer for coordination of their treatment.

#### **E. Treatment of Complaints**

ForeScout shall treat complaints in the following manner:

- a. All accounting and auditing complaints received shall be entered on an accounting and auditing matters log, which shall include, among other things, information regarding the date the complaint was received, a description of the complaint, the submitter (if provided) and the status and disposition of an investigation of the complaint. Receipt of the complaint will be acknowledged to the sender, within a reasonable period following receipt, if appropriate information for response is supplied.
- b. Non-accounting or non-auditing complaints shall be logged separately and will be forwarded to the appropriate person or department for investigation (*e.g.*, Human Resources or Security), unless the Compliance Officer deems other treatment is necessary (*e.g.*, such complaint involves a finance employee or executive officer).

- c. With respect to complaints not initially directed to the Audit Committee regarding accounting or auditing matters, the Compliance Officer will report immediately to the Audit Committee matters it deems significant (*e.g.*, allegations of fraud or allegations of accounting or auditing matters it believes to be questionable involving executive officers). The Audit Committee shall direct and oversee an investigation of such complaints, as well as any complaints initially directed to the Audit Committee, as it determines to be appropriate.
- d. All other complaints regarding accounting or auditing matters shall be reviewed under the direction and oversight of the Compliance Officer, which will involve such other parties (*e.g.*, members of the Finance Department or outside advisors) as deemed appropriate. The Compliance Officer shall report to the Audit Committee all accounting or auditing complaints received and an update of pending investigations on an as-needed basis. The Audit Committee may request special treatment for any complaint and may assume the direction and oversight of an investigation of any such complaint.
- e. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review. Access to reports and records of complaints may be granted to regulatory agencies and other parties at the discretion of the Audit Committee. Documents that are covered by the attorney-client communication and/or work-product privileges should not be disclosed unless the Compliance Officer has consented in writing to a waiver of privilege.
- f. In all cases, prompt and appropriate corrective action shall be taken as determined by the Audit Committee.
- g. Reprisal, threats, retribution or retaliation in any way against any person who has in good faith made a complaint or reported a concern, or against any person who assists in any investigation or process with respect to such a complaint or concern, is prohibited.
- h. The Compliance Officer or Audit Committee will report the results of any investigation regarding a complaint, including any corrective actions taken, to the person making the complaint, if appropriate information for response was supplied, maintaining the anonymity of the person making the complaint to the fullest extent possible.

#### **F. Retention of Complaints**

The Compliance Officer shall retain written complaints, the accounting and auditing matters log and all related documentation as required under applicable law.

#### **G. Additional Enforcement Information**

Nothing in this complaint procedure is intended to prevent any Representative from directly reporting information to law enforcement he or she has reasonable cause to believe that the violation of a law or regulation has occurred. A report to law enforcement may be made instead or, or in addition to, a report directly to ForeScout through its management or ForeScout's whistleblower hotline. ForeScout may also choose to self-report certain matters to government or other agencies.

#### **H. Modification**

ForeScout is committed to continuously reviewing and updating its policies and procedures. The Board or Audit Committee may modify this complaint procedure at any time without notice. Modification may be necessary, among other reasons to maintain compliance with applicable laws, rules, and regulations to accommodate organizational change.