

**NETSCOUT SYSTEMS, INC.**  
**Corporate Governance Guidelines**

Set forth below are NetScout Systems, Inc.'s ("Corporation") corporate governance policies. These guidelines are subject to change from time to time at the direction of the Nominating and Corporate Governance Committee of the Board of Directors.

**A. BOARD COMPOSITION**

**1. Combination or Separation of the Positions of Chairman and CEO**

The Board does not have a policy requiring that the positions of Chairman of the Board and Chief Executive Officer be held by different persons. The Board periodically reviews whether the roles should be separated or combined after taking into consideration the needs of the Corporation's business.

**2. Size of the Board**

The Board periodically reviews the appropriate size of the Board, taking into consideration the composition and responsibilities of the Board and the needs of the Corporation's business. In accordance with the Corporation's Certificate of Incorporation and By-laws, the Board may adjust this number from time to time.

**3. Majority of Independent Directors**

There must be a majority of independent directors on the Board.

**4. Definition of Independent Director**

An "independent" director is defined in accordance with the applicable provisions of the Securities Exchange Act of 1934, as amended, the rules promulgated thereunder and the applicable rules of The Nasdaq Stock Market. Because it is not possible to anticipate or explicitly provide for all potential situations that may affect independence, the Board periodically reviews each Director's status as an independent Director and whether any independent Director has any other relationship with the Corporation that, in the judgment of the Board, would interfere with the Director's exercise of independent judgment in carrying out his or her responsibilities as a Director.

**5. Lead Independent Director**

The position of Lead Independent Director shall be held by an independent member of the Board. The Lead Independent Director shall be designated by the Board as a whole and preside at executive sessions of the independent Directors and shall bear such further responsibilities which the Board as a whole might designate from time to time.

## **B. DIRECTOR QUALIFICATIONS**

The Nominating and Corporate Governance Committee is responsible for reviewing with the Board from time to time the appropriate qualities, skills, and characteristics desired of Board members in the context of the needs of the business and current make-up of the Board. This assessment includes consideration of the following minimum qualifications that the Nominating and Corporate Governance Committee believes must be met by all Directors:

- Directors must be individuals of the highest ethical character and integrity and share the values of the Corporation as reflected in the Corporation's Code of Business Conduct;
- Directors must have reputations, both personal and professional, consistent with the image and reputation of the Corporation;
- Directors must be free of conflicts of interest that would interfere with the proper performance of the responsibilities of a Director;
- Directors must have the ability to exercise sound business judgment;
- Directors must be willing and able to devote sufficient time to the affairs of the Corporation and be diligent in fulfilling the responsibilities of a Director and/or committee member, as the case may be;
- Directors must have substantial business or professional experience and expertise and be able to offer meaningful and practical advice and guidance to the Corporation's management based on that experience and expertise; and
- Directors must have a commitment to enhancing stockholder value.

The Nominating and Corporate Governance Committee also considers numerous other qualities, skills, and characteristics when evaluating Director nominees, such as:

- An understanding of and experience in the network performance management solutions market, the market for networking solutions generally, awareness of the cybersecurity market, and related accounting, legal, finance, product, sales, and/or marketing matters;
- Experience on other public or private company boards, unless a Director otherwise provides complementary capabilities or qualifies as an "audit committee financial expert" under the rules of the Securities and Exchange Commission; and
- Leadership experience with public companies or other major organizations.

Board members are expected to prepare for, attend and participate in Board meetings and meetings of committees on which they serve and to attend director training periodically. In addition, Directors must stay abreast of the Corporation's business and markets.

### **C. DIRECTOR NOMINATIONS**

The Board is responsible for nominating persons for election as Directors of the Corporation. The Board can delegate the selection and nomination process to the Nominating and Corporate Governance Committee, with the expectation that other members of the Board, and of management, will be requested to take part in the process as appropriate.

The Committee, acting on behalf of the Board, will identify and recruit diverse candidates, including women and minority candidates, as part of the search process for new Board members.

The Nominating and Corporate Governance Committee identifies candidates for Director nominees in consultation with management, through the use of search firms or other advisers, through recommendations submitted by stockholders, or through such other methods as the Nominating and Corporate Governance Committee deems to be helpful to identify candidates. Once candidates have been identified, the Nominating and Corporate Governance Committee confirms that the candidates meet all of the minimum qualifications for Director nominees established by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee may gather information about the candidates through interviews, questionnaires, background checks, or any other means that the Nominating and Corporate Governance Committee deems to be helpful in the evaluation process. The Nominating and Corporate Governance Committee then meets as a group to discuss and evaluate the qualities and skills of each candidate in light of the criteria set forth above or established by the Nominating and Corporate Governance Committee from time to time, both on an individual basis and taking into account the overall composition and needs of the Board. Based on the results of the evaluation process, the Nominating and Corporate Governance Committee recommends candidates for the Board's approval as Director nominees for election to the Board. The Nominating and Corporate Governance Committee also recommends candidates for the Board's appointment to the committees of the Board.

Any nominee for election to the Board who received a greater number of votes "withheld" from his or her election than votes "for" such election shall submit his or her offer of resignation for consideration by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall consider all of the relevant facts and circumstances and recommend to the Board the action to be taken with respect to such offer of resignation. The Board will then act on the Committee's recommendation.

## **D. STOCKHOLDER RECOMMENDATIONS OF DIRECTOR NOMINEES**

The Nominating and Corporate Governance Committee will consider Director candidates who are recommended by stockholders of the Corporation. Stockholders, in submitting recommendations for Director candidates to the Corporate Governance Guidelines Nominating and Corporate Governance Committee, shall adhere to the following procedures:

The Nominating and Corporate Governance Committee must receive any such recommendation for nomination not later than the close of business on the ninetieth (90th) day nor earlier than the close of business on the one hundred twentieth (120th) day prior to the first anniversary of the date of the preceding year's annual meeting of stockholders; provided, however, that if either (i) the date of the annual meeting is more than thirty (30) days before or more than sixty (60) days after such an anniversary date or (ii) no proxy statement was delivered to stockholders in connection with the preceding year's annual meeting, notice by the stockholder to be timely must be so delivered not earlier than the close of business on the ninetieth (90th) day prior to such annual meeting and not later than the close of business on the later of (x) the sixtieth (60th) day prior to such annual meeting and (y) the tenth (10th) day following the day on which public announcement of the date of such meeting is first made by the Corporation. In no event shall the public announcement of an adjournment of an annual meeting commence a new time period for the giving of a stockholder's notice as described above.

Such recommendation for nomination must be in writing and include the following information:

- Name and address of the stockholder making the recommendation, as they appear on the Corporation's books and records, and of such record holder's beneficial owner;
- Class and number of shares of capital stock of the Corporation that are owned beneficially and held of record by such stockholder and such beneficial owner;
- Date such stockholder became a stockholder of record with respect to the shares of capital Stock of the Corporation held by such stockholder;
- Name of the individual recommended for consideration as a Director nominee;
- All other information relating to the recommended candidate that would be required to be disclosed in solicitations of proxies for the election of Directors or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (including the recommended candidate's written consent to being named in the proxy statement as a nominee and to serving as a Director if approved by the Board and elected); and

- A written statement from the stockholder making the recommendation stating why such recommended candidate meets the Corporation's criteria and would be able to fulfill the duties of a Director.

More detailed requirements relating to information to be provided in connection with nominations of Directors is set forth in the Corporation's by-laws, as amended from time to time, and must be followed by stockholders that wish to nominate persons for election as Directors of the Corporation.

Nominations must be sent to the attention of the Vice President, Investor Relations of the Corporation by one of the three methods listed below:

(1) By U.S. mail (including courier or other expedited delivery service):

NetScout Systems, Inc.  
310 Littleton Road  
Westford, MA 01886  
Attn: Vice President, Investor Relations

(2) By facsimile:

(978) 614-4004  
Attn: Vice President, Investor Relations  
Corporate Governance Guidelines

(3) By email:

[ir@netscout.com](mailto:ir@netscout.com)

In order to curtail controversy as to the date on which a proposal was received by the Corporation, it is recommended that any recommendations for nomination submitted by mail be submitted by registered mail, return receipt requested.

The Vice President, Investor Relations of the Corporation will promptly forward any such nominations to the Nominating and Corporate Governance Committee. As a requirement to being considered as a Director for nomination to the Corporation's Board of Directors, a candidate will need to satisfy the following minimum requirements:

- A candidate must undergo a comprehensive private investigation background check from a qualified company of the Corporation's choosing; and
- A candidate must complete a detailed questionnaire regarding their experience, background, and independence.

Once the Nominating and Corporate Governance Committee receives the nomination of a candidate and the candidate has satisfied the minimum requirements

above, such candidacy will be evaluated in accordance with the criteria set forth in Section B and a recommendation with respect to such candidate will be delivered to the Board.

## **E. STOCKHOLDER-BOARD COMMUNICATIONS**

The Board provides to every stockholder the ability to communicate with the Board as a whole and with individual Directors through an established process for security holder communication (as that term is defined by the rules of the Securities and Exchange Commission) as follows:

For communications directed to the Board as a whole, stockholders may send such communications to the attention of the Chairman of the Board via one of the three methods listed below:

- (1) By U.S. mail (including courier or other expedited delivery service):

NetScout Systems, Inc.  
310 Littleton Road  
Westford, MA 01886  
Attn: Chairman of the Board, c/o Vice President, Investor Relations

- (2) By facsimile:

(978) 614-4004  
Attn: Chairman of the Board, c/o Vice President, Investor Relations

- (3) By email:

ir@netscout.com  
Corporate Governance Guidelines

For stockholder communications directed to an individual Director in his or her capacity as a member of the Board, stockholders may send such communications to the attention of the individual Director via one of the three methods listed below:

- (1) By U.S. mail (including courier or other expedited delivery service):

NetScout Systems, Inc.  
310 Littleton Road  
Westford, MA 01886  
Attn: [Individual Director], c/o Vice President, Investor Relations

- (2) By facsimile:

(978) 614-4004

Attn: [Individual Director], c/o Vice President, Investor Relations

(3) By email:

ir@netscout.com

The Corporation will forward any such stockholder communications to the Chairman of the Board, as a representative of the Board, and/or to the Director to whom the communication is addressed, on a periodic basis. The Corporation will forward such communications by certified U.S. mail to an address specified by each Director and the Chairman of the Board for such purposes or by secure electronic transmission.

#### **F. BOARD MEETINGS**

In-person Board meetings are scheduled in advance four times a year following the close of each fiscal quarter. Additional in-person or telephonic Board meetings may be called upon appropriate notice at any time to address specific needs of the Corporation. The Board may also take action from time to time by unanimous written consent. Typically, the meetings of the Board are held at the Corporation's headquarters in Westford, Massachusetts.

#### **G. EXECUTIVE SESSIONS**

The Board's policy is to hold executive sessions following each regularly scheduled in-person Board Meeting. Executive sessions do not include any Directors who are not independent Directors as defined in Section A, and the Lead Independent Director will assume the responsibility of chairing the executive sessions.

#### **H. EVALUATION AND ASSESSMENT OF THE BOARD**

The Nominating and Corporate Governance Committee manages the Board's process for Director self-assessment and evaluation of the Board.

#### **I. DIRECTOR ATTENDANCE AT ANNUAL MEETING OF STOCKHOLDERS**

The Board's policy is that one of the regularly scheduled meetings of the Board shall be scheduled on the same day as the Corporation's Annual Meeting of Stockholders, and all Directors are encouraged to attend the Corporation's Annual Meetings of Stockholders.

Effective: April 26, 2011; revised September 20, 2016