

# Corporate Governance Guidelines

Last updated on August 20, 2020

The following corporate governance guidelines have been approved and adopted by the Board of Directors (the “**Board**”) of Palo Alto Networks, Inc. (the “**Company**”) for the purpose of establishing the corporate governance policies pursuant to which the Board intends to conduct its oversight of the business of the Company in accordance with its fiduciary responsibilities.

## A: Role of the Board

The role of the Board is to oversee the performance of the chief executive officer (“CEO”) and other senior management and to assure that the best interests of stockholders are being served. To satisfy this responsibility, the directors are expected to take a proactive approach to their duties and function as active monitors of corporate management. Accordingly, the directors provide oversight in the formulation of the long-term strategic, financial and organizational goals of the Company and of the plans designed to achieve those goals. In addition, the Board reviews and approves standards and policies to ensure that the Company is committed to achieving its objectives through the maintenance of the highest standards of responsible conduct and ethics and to assure that management carries out their day-to-day operational duties in a competent and ethical manner.

The day-to-day business of the Company is carried out by its employees, managers and officers, under the direction of the CEO and the oversight of the Board, to enhance the long-term value of the Company for the benefit of stockholders. The Board and management also recognize that creating long-term enterprise value is advanced by considering the interests and concerns of other stakeholders, including the Company’s employees, customers, creditors and suppliers as well as the community generally.

The Board understands that effective directors act on an informed basis after thorough inquiry and careful review, appropriate in scope to the magnitude of the matter being considered. The directors know their position requires them to ask probing questions of management and outside advisors. The directors also rely on the advice, reports and opinions of management, counsel and expert advisers. In doing so, the Board evaluates the qualifications of those it relies upon for information and advice and also looks to the processes used by managers and advisors in reaching their recommendations. In addition, the Board has the authority to hire outside advisors at the Company’s expense if it believes doing so is appropriate.

## B. Selection of Chairperson of the Board and CEO

The Board shall fill the Chairperson 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 Chairperson may, but need not be, the same person. The “Chairperson” of the Board may use as a title, “Chair,” “Chairperson,” “Chairman” or “Chairwoman” as they so choose.

## C. Lead Independent Director

In order to facilitate communication between management and the outside directors, in the event that the Chairperson of the Board is not an independent director, the Board should elect a “Lead Independent Director,” who will have the responsibility to schedule and prepare agendas for meetings of outside directors. The Lead Independent Director will communicate with the CEO, disseminate information to the rest of the Board in a timely manner and raise issues with management on behalf of the outside directors when appropriate.

All members of the Board are encouraged to communicate with the CEO. In addition, if appropriate, and in coordination with management, the Lead Independent Director will also be available for consultation and direct communication with major shareholders. As long as the Chairperson of the Board is an independent, non-employee director, the “Lead Independent Director” responsibility may be assigned to the Chairperson.

## D. Committees

The Board has three standing committees: the Audit Committee; the Compensation Committee; and the Nominating and Corporate Governance Committee. The Board will continue to delegate substantial responsibilities to each committee, and each committee should consist solely of independent directors, as defined by the rules and listing standards of the New York Stock Exchange (“NYSE Rules”), and in the case of the Audit Committee as defined by the rules and regulations of the Securities and Exchange Commission (“SEC Rules”). The members of these committees shall also meet the other membership criteria specified in the respective charters for these committees. Additional committees may be formed from time to time as determined by the Board.

## E. Assignment of Committee Members

Committees should be appointed (or re-appointed), and chairs of each committee designated, by the full Board, upon recommendation by the Nominating and Corporate Governance Committee, annually. While the composition of the committees of the Board should be reviewed each year in making certain that these committees are not stagnant or without fair representation, it is the Board’s belief that continuity of experience in the specific functions of these committees provides a significant benefit to the stockholders and to management.

## F. Frequency and Length of Committee Meetings

Each committee chair, in consultation with committee members, will determine the frequency and length of meetings of his or her committee, considering all relevant factors such as the committee’s mandate, nature of current committee business to be discussed and the like. Moreover, the committee chairperson should feel free to call additional committee meetings at times other than the scheduled meetings of the full Board.

## G. Committee Charters and Agendas

Each committee shall have its own charter, which will set forth the purpose, membership requirements, authority and responsibilities of the committee. Annually, the chair of each committee should review the existing committee charter and determine, in consultation with the rest of the committee, whether any amendments are required. Committee charters should be within the scope of authority granted by the Board and should be approved by the Board. The chair of the committee, in consultation with appropriate members of management and staff, should develop the overall annual agenda to the extent it can be foreseen. In addition, each committee chair should

prepare an agenda prior to each committee meeting and should consult with appropriate members of management for additional items which should be included in the agenda. Any committee of the Board is authorized to engage its own outside advisors at the Company's expense, including legal counsel or other consultants, as required, provided that the committee shall promptly advise the full Board of such engagement.

**H. Code of Conduct, Conflicts of Interests, Transactions with Related Persons and Complaints Process**

The Nominating and Corporate Governance Committee shall periodically review and approve the Company's Code of Business Conduct and Ethics, which is applicable to directors, officers and employees; consider questions of possible conflicts of interest of Board members and corporate officers (other than transactions with related persons that are reviewed and approved by the Audit Committee); review actual and potential conflicts of interest (including corporate opportunities) of Board members and corporate officers; and approve or prohibit any involvement of such persons in matters that may involve a conflict of interest or taking of a corporate opportunity. Directors may be asked from time to time to leave a Board meeting when the Board is considering a transaction in which the director (or another organization in which the director is a director or officer) has a financial or other interest.

The Audit Committee shall review and approve any proposed transactions with related persons in accordance with the Company's applicable policies and the NYSE Rules and shall report any material transactions with related persons to the full Board. In addition the Audit Committee shall monitor compliance with the Company's Code of Ethics for CEO and Senior Financial Officers (which is part of the Company's Code of Business Conduct and Ethics) and review and approve the Company's procedures for handling complaints regarding accounting or auditing matters

**I. Board Meetings and Agenda Items**

The Board shall have no less than four regularly scheduled meetings each year at which it reviews and discusses leadership continuity, management development, management reports on the performance of the Company, its plans and prospects, as well as more immediate issues facing the Company. The Chairperson of the Board (in consultation with the CEO if not the same person) will set the agenda for each Board meeting. Each Board member is free to suggest inclusion of items on the agenda. A representative from the Company's outside counsel should be available to attend Board meetings. The Board will review the Company's long-term strategic plans during at least one Board meeting per year.

**J. Board Materials Distributed in Advance**

To the extent possible, information and data which is important to the Board's understanding of matters to be discussed at the meeting and the current status of the Company's business should be distributed to the Board a sufficient number of days before the meeting to enable the directors to read and prepare for the meeting.

**K. Board, Committee and Stockholder Meetings**

Directors are expected to prepare for, attend, and actively participate in all Board and committee meetings. As a general rule, preparation material on specific subjects should be sent to the Board members in advance so that the Board meeting time may be conserved and discussion time focused on questions that the Board has about the material. On those occasions when the subject matter is too sensitive to be distributed, the subject will have to be introduced at the meeting. The Company encourages, but does not require, directors to attend the annual meeting of stockholders.

**L. Regular Attendance of Management at Board Meetings**

It is anticipated that certain members of management (e.g., the Chief Financial Officer, the General Counsel and Secretary and such other members of the executive staff as the CEO may from time to time designate) will attend Board meetings on a regular basis. Other members of management and staff will attend meetings and present reports from time to time. Specifically, the Board encourages management to schedule managers to be present at Board meetings who can provide additional insight into the items being discussed because of personal involvement in these areas. It is understood that Company personnel and others attending Board meetings may be asked to leave the meeting in order for the Board to meet in executive session.

**M. Executive Sessions of Independent Directors and Audit Committee**

It is the policy of the Board to regularly have separate meeting times for independent directors without management. Such an executive session shall be held at least once a year. Such meetings should be held following regularly scheduled meetings and at such other times as requested by an independent director. The Chairperson of the Board or the Lead Independent Director shall preside at executive sessions.

In addition, the Audit Committee of the Board should meet periodically with the Company's outside auditors without management present at such times as it deems appropriate.

#### **N. Board Access to Company Employees**

Board members should 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 Board members. The directors should use their judgment to ensure that any such contact or communication is not disruptive to the business operations of the Company.

#### **O. Board Compensation Review**

The Nominating and Corporate Governance Committee should conduct an annual review of director compensation. This review will include input from the Company's Human Resources department or third-party compensation consultant in order to evaluate director compensation compared to other companies of like size in the industry. Any change in Board compensation should be approved by the full Board. Ownership of shares of the Company's common stock by the directors is encouraged as noted in paragraph CC below.

#### **P. Size of the Board**

The size of the Board is established in accordance with the Company's Bylaws. The size of the Board may vary based upon the size of the business and the availability of qualified candidates. Board size should facilitate active interaction and participation by all Board members. The Board will review from time to time the appropriateness of its size.

#### **Q. Composition of Board**

The Board believes that as a matter of policy there should be a majority of independent directors on the Board. In no event will the Board consist of less than a majority of independent directors. Within that policy, the mix of Board members should provide a range of expertise and perspective in areas relevant to the Company's business. At the same time, in addressing the overall composition of the Board, the Board will consider the diversity of a director candidate based on broader principles such as diversity of perspective, experience, and expertise, as well as factors commonly associated with diversity such as diversity of gender, ethnicity, race or national origin.

#### **R. Selection of New Director Candidates**

The Board is committed to actively seeking out women and minority candidates as well as candidates with diverse backgrounds, experiences and skills as part of each Board search the Company undertakes.

#### **S. Board Definition of "Independence" for Directors**

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 applicable provisions of the Securities Exchange Act of 1934, the SEC rules and the NYSE Rules. 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 NYSE Rules and any applicable SEC Rules.

#### **T. Board Membership Criteria and Selection**

The Nominating and Corporate Governance Committee should review on an annual basis, in the context of recommending a slate of directors for stockholder approval, the composition of the Board. Selection of new directors requires recommendation of a candidate by the Nominating and Corporate Governance Committee to the full Board, which has responsibility for naming new members in the event of a vacancy or expansion of the Board between annual meetings of stockholders.

It is the policy of the Board that the Nominating and Corporate Governance Committee consider both recommendations and nominations for candidates to the Board from stockholders so long as such recommendations and nominations comply with the certificate of incorporation and bylaws of the Company and applicable laws, including the SEC Rules. Stockholders may recommend director nominees for consideration by the Nominating and Corporate Governance Committee by writing to the Secretary of the Company and providing the information required in the Company's bylaws. Following verification of the stockholder status of the person submitting the recommendation, all properly submitted recommendations will be promptly brought to the attention of the Nominating and Corporate Governance Committee. Stockholders who desire to nominate persons directly for election to the Board at the Company's annual meeting of stockholders must meet the deadlines and other requirements set forth in the Company's bylaws and the SEC Rules. 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 class of directors in which the vacancy occurred.

#### **U. Other Public Company Directorships**

The Board believes that Board membership requires a significant time commitment. Directors must devote sufficient time to carry out their duties and responsibilities effectively. Accordingly, generally no director should be a member of more than three public company boards. The Nominating and Corporate Governance Committee will consider the number of other public company boards or other boards or committees on which a director or prospective director is a member. Directors shall notify the Nominating and Corporate Governance Committee prior to accepting membership on any other public or private company board, so that the director's time commitments and potential conflicts of interest may be evaluated.

## V. Notifying a Director of Non-Inclusion on a Proposed Slate of Directors

Any proposal to decrease the size of the Board, or to substitute a new director for an existing director, should be made first by the Nominating and Corporate Governance Committee, then approved by the full Board. After receipt of a recommendation from the Nominating and Corporate Governance Committee, the Chairperson of the Board or the Lead Independent Director should notify the affected director of such recommendation prior to the meeting of the Board at which the slate of nominees is proposed to be approved.

## W. Assessing Board and Committee Performance

The Nominating and Corporate Governance Committee should establish an annual process for permitting the Board and each committee to conduct an assessment of its performance during the prior year. This assessment should focus on areas in which the Board or its committees believe contributions can be made going forward to increase the effectiveness of the Board or its committees. Each committee and the full Board will consider and discuss the findings of the assessments.

## X. Annual Election of Directors

Directors shall be subject to election at the annual meeting of stockholders in accordance with the terms of service specified in the Company's Certificate of Incorporation. The Board shall be classified with three classes of directors. The initial term of office for Class I directors will expire at the first annual stockholders meeting following the completion of the Company's initial public offering; the initial term for Class II directors will expire one year thereafter and the initial term for Class III directors will expire two years thereafter.

Subsequently, each director elected at an annual meeting shall serve a term of three years. The Board shall fill vacancies or add new directors as provided in the Company's charter documents.

## Y. Directors Who Change Job Responsibility and Term Limits and Mandatory Age-Related Retirement

The Board does not believe directors who retire or change their principal occupation or business association should necessarily leave the Board. However, anytime a director changes his or her principal job responsibility outside the Company, including by retiring, such director shall promptly inform the Board. The Nominating and Corporate Governance Committee shall assess the appropriateness of such director remaining on the Board and shall recommend to the Board whether to recommend that the Board request that such director tender his or her resignation. If so requested, such director is expected to promptly tender his or her resignation from the Board and all committees thereof.

Directors are not subject to term limits or a mandatory age-related retirement policy. While established term limits and a mandatory age-related retirement policy may result in the addition of directors with new ideas and viewpoints, they may also result in a significant loss of directors who have been able to develop, over time,

increasing insight into the Company and its business and operations and, therefore, provide an often increasingly valuable contribution to the Board as a whole. An individual director's tenure with the Company is considered each time a director's qualifications and attributes are reviewed in connection with potential re-nomination for director.

## Z. Director Orientation and Continuing Education

The Company provides an orientation program for new directors that includes written materials, oral presentations, and meetings with senior members of management. The orientation program is designed to familiarize new directors with the Company's business and strategy, its significant financial, accounting and risk management issues, its compliance programs and its Code of Business Conduct and Ethics. Any sitting directors may attend the orientation program. Further, 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.

## AA. Formal Evaluation and Compensation of the CEO and Other Executive Officers

The formal evaluation of the CEO and the other executive officers should be made in the context of annual compensation review by the Compensation Committee, with appropriate input from other Board members, and should be communicated to the CEO by the Chairperson of the Board or the Lead Independent Director and the chair of the Compensation Committee.

The evaluation should be based on objective criteria, including performance of the business and accomplishment of long-term strategic objectives and annual operating plan performance in accordance with the principles and criteria established by the Compensation Committee. Ownership of shares of the Company's common stock by the CEO and other executive officers is encouraged and will be reviewed by the Board.

## BB. Succession Planning

The Nominating and Corporate Governance Committee, in consultation with the full Board, is primarily responsible for CEO succession planning. In addition, it shall monitor management's succession plans for other key executives. Succession planning can be critical in the event the CEO or other key executives should cease to serve for any reason, including resignation or unexpected disability. In addition, however, the Board believes that establishment of a strong management team is the best way to prepare for an unanticipated executive departure.

## CC. Management Development

In addition to its responsibilities related to executive succession planning, the Nominating and Corporate Governance Committee shall confer with the CEO to encourage management's employee development programs.

#### **DD. Director and Officer Stock Ownership Guidelines**

The Board expects all directors and executive officers to display confidence in the Company by ownership of a meaningful amount of the Company's stock.

Accordingly, to further align the interests of non-employee directors and stockholders, each non-employee director must own the lesser of (i) Company common stock with a value of three times the annual base retainer for Board service or (ii) 6,875 shares. Each non-employee director is expected to achieve ownership of the Company's common stock within five years of the latter of August 26, 2016 or such director's appointment or election date as applicable. In its sole discretion, the Compensation Committee may extend or waive this requirement for any non-employee director who, because of his or her personal circumstances, would incur a significant hardship by complying with this requirement.

Similarly, to further align the interests of the Company's executive officers and stockholders, the Company's (1) Chief Executive Officer must own the lesser of (i) five times the Chief Executive Officer's base salary or (ii) 22,000 shares of the Company's common stock, and (2) each executive officer must own the lesser of (i) one time such executive officer's base salary or (ii) 3,825 shares of the Company's common stock. The Company's Chief Executive Officer and other executive officers are expected to achieve ownership of the Company's common stock within five years of the latter of August 26, 2016 or the date of the Chief Executive Officer's or other executive officer's appointment as applicable.

#### **EE. Board Interaction with Third Parties**

The Board believes that management speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that Board members would do this with knowledge of management and, in most instances, only at the request of management. Individual Board members shall also comply with the Company's External Communications Policy.

In cases where stockholders wish to communicate directly with the non-management directors, messages can be sent by mail to the General Counsel at Palo Alto Networks, 4401 Great America Parkway, Santa Clara, California 95054, Attention: General Counsel or Legal Department. These messages will be forwarded to the appropriate member(s) of the Board or, if none is specified, to the Chairperson of the Board.

The Company's directors should not accept any gift of value that indicates an intent to influence improperly the normal business relationship between the Company and any supplier, customer or competitor.

#### **FF. Formulation of Strategy**

The Board should provide oversight to management in formulating corporate strategy.

#### **GG. Periodic Review of Guidelines**

The Nominating and Corporate Governance Committee and the Board should review these guidelines no less than annually. These guidelines are intended to provide a set of flexible guidelines for the effective functioning of the Board of Directors. The Board may amend, waive, suspend or repeal any of these guidelines at any time, with or without public notice, as it determines necessary or appropriate, in the exercise of the Board's judgment or fiduciary duties.