

Charter of the Governance and Nominating Committee of the Board of Directors of Palo Alto Networks, Inc.

Last updated on August 19, 2026

Purpose

The purpose of the Governance and Nominating Committee (the "**Committee**") is to ensure that the board of directors (the "**Board**") of Palo Alto Networks, Inc. (the "**Company**") is properly constituted to meet its fiduciary obligations to stockholders and the Company and to ensure that the Company has and follows appropriate corporate governance standards. To carry out this purpose, the Committee shall:

- Assist the Board in identifying individuals who are qualified to become members of the Board in accordance with criteria approved by the Board and select, or recommend to the Board that the Board select, specified individuals as the director nominees for each meeting of stockholders at which directors are to be elected.
- Review and make recommendations on Board committee structure and composition.
- Develop and recommend to the Board corporate governance guidelines applicable to the Company.
- Oversee the evaluation of the Board.

The Committee has the authority to undertake the specific duties and responsibilities as are enumerated in or consistent with this charter, and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

Composition

1. **Membership and Appointment**. The Committee shall consist of at least three (3) members of the Board. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion.
2. **Qualifications**. The members of the Committee shall meet the independence requirements of the Nasdaq Stock Market ("**Nasdaq**") and such other qualifications as may be established by the Board from time to time.
3. **Chairperson**. The Board may designate a chairperson of the Committee. If the Board does not designate a chairperson, a majority of the members of the Committee may elect a chairperson of the Committee.

Responsibilities

The following are the principal recurring responsibilities of the Committee. The Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board or the Committee deem appropriate. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible in order to best react to changing conditions and circumstances.

1. **Board Composition, Evaluation, Compensation and Nominating Activities**. The Committee shall:
    - Review the composition, organization and governance of the Board and its committees, determine the criteria for Board membership, including issues of character, integrity, judgment, diversity (including gender and race), experience of particular relevance to the Company and Board, independence, age, area of expertise, length of service, potential conflicts of interest and other time commitments and the like, and make recommendations to the Board for approval.
    - Develop and review periodically the policies and procedures for considering stockholder nominees for election to the Board.
    - Search for, identify, evaluate and select, or recommend for the selection of the Board, candidates to fill new positions or vacancies on the Board, and review any candidates recommended by stockholders, provided such stockholder recommendations are made in compliance with the Company's bylaws and its stockholder nominations and recommendations policies and procedures. The Committee, in addressing the overall composition of the Board, will also consider the diversity of a Director candidate based on broader factors such as diversity of perspective, experience and expertise, as well as factors commonly associated with diversity such as diversity of gender, race or national origin.
    - Evaluate the performance of individual members of the Board eligible for re-election, and select, or recommend for the selection of the Board, the director nominees by class for election to the Board by the stockholders at the annual meeting of stockholders or any special meeting of stockholders at which directors are to be elected.
    - Consider the Board's leadership structure, including the separation of the Chairperson and chief executive officer ("CEO") roles and/or appointment of a lead independent director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect as the Committee deems appropriate.
    - Evaluate and recommend termination of membership of individual directors for cause or for other appropriate reasons.
    - Evaluate the "independence" of directors and director nominees against the independence requirements of Nasdaq, applicable rules and regulations promulgated by the Securities and Exchange Commission, and other applicable law.
    - Periodically review and recommend to the Board for approval compensation and benefits, including equity awards, for directors for Board and committee service.
    - Evaluate and recommend to the Board whether any resignation should be tendered in accordance with Section Z, Directors Who Change Job Responsibility

and Term Limits and Mandatory Age-Related Retirement, in the Company's corporate governance guidelines.

2. **Board Committees**. The Committee shall:
   - Review periodically the composition of each committee of the Board and make recommendations to the Board for the creation of additional committees or the change in mandate or dissolution of committees.
   - Recommend to the Board persons to be members and chairpersons of the various committees.
3. **Corporate Governance**. The Committee shall:
   - Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company.
   - Review annually the corporate governance guidelines approved by the Board and their application, and recommend any changes deemed appropriate to the Board for its consideration.
   - Oversee the Company's 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.
   - Oversee the Board's annual performance and self evaluation process, including, without limitation, conducting surveys of director observations, suggestions and preferences regarding how effectively the Board and each committee operates. Report its conclusions from the evaluation process, including an assessment of the Board's and the committees' compliance with the principles set forth in the corporate governance guidelines and in the relevant committee charters. Identify areas in which the Board and the committees could improve performance.
   - Conduct a periodic review of the Company's succession planning process for the CEO and any members of the Company's management team, report its findings and recommendations to the Board, and assist the Board in evaluating potential successors to the CEO or other members of the Company's executive management team.
   - Conduct a periodic review on the Company's succession planning process for the Company's executive management team besides the CEO and report its findings and recommendations to the Board, as well as confer with the CEO to encourage executive management's employee development programs.
   - Evaluate the participation of members of the Board in orientation and continuing education activities in accordance with applicable listing standards.
   - Review and discuss with management the disclosure regarding the operations of the Committee, director independence, the Company's director nomination process and other corporate governance matters, and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K.
   - Review any proposals properly submitted by stockholders for action at the annual meeting of stockholders and make recommendations to the Board regarding action to be taken in response to each such proposal.
   - Periodically review the stock ownership guidelines applicable to members of the Board and executive officers and recommend any proposed changes to the Board.
   - Oversee and periodically review the Company's environmental, social and governance programs, including the Company's policies and practices concerning (i) corporate social responsibility, (ii) environmental sustainability and (iii) corporate political contributions and lobbying activities.
   - Oversee and periodically review the Company's priorities and risks relating to corporate social responsibility and environmental sustainability.
4. **Stockholder Engagement**. The Committee shall provide oversight of the Company's stockholder engagement program, including periodically reviewing and discussing with management the Company's overall approach to investor relations (including the philosophy, strategy and practices). The Committee shall also oversee the Company's policies and procedures for stockholder communications to independent directors.
5. **Conflicts of Interest**. The Committee shall:
   - Periodically review, approve and monitor compliance with the Company's Code of Business Conduct and Ethics.
   - Consider questions of possible conflicts of interest of Board members and of corporate officers.
   - Review actual and potential conflicts of interest of Board members and corporate officers, other than related party transactions reviewed by the Audit Committee, and approve or prohibit any involvement of such persons in matters that may involve a conflict of interest or the taking of a corporate opportunity.
6. **Legal and Regulatory Compliance**. The Committee shall oversee and discuss, as needed, with management, reports regarding compliance with applicable laws, regulations and internal compliance programs (in each case to the extent not pertaining to financial, accounting and/or tax matters), including compliance with the Foreign Corrupt Practices Act, foreign anticorruption laws and export control regulations. The Committee shall discuss with management



any correspondence with regulators or governmental agencies.

Meeting and Procedures

1. **Meetings**:
   - The Committee will set its own schedule of meetings and will meet at least two (2) times per year, with the option of holding additional meetings at such times as it deems necessary or appropriate. The chairperson of the Committee shall preside at, and approve the agenda for, each meeting. If a chair-person is not designated or present, an acting chair may be designated by the Committee members present. The Committee may act by written consent (which may include electronic consent), which shall constitute a valid action of the Committee if it has been approved by each Committee member and shows the date of approval. Any written consent will be effective on the date of the last approval and will be filed with the minutes of the meetings of the Board.
     - Written minutes of the Committee will be kept and filed with the minutes of the meetings of the Board.
     - The Committee may invite to its meetings any director, officer or employee of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate, including non-management directors who are not members of the Committee, in order to carry out its responsibilities.
2. **Reporting to the Board of Directors**. Consistent with this charter, the Committee shall report to the Board regarding its recommendations for director nominees for the next annual meeting of stockholders or any special meeting of stockholders at which directors are to be elected or to fill vacancies or newly created directorships on the Board or committees. In addition, the Committee shall report regularly to the Board (i) following meetings of the Committee, (ii) with respect to its review and assessment of corporate governance matters and such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the chairperson or any other member of the Committee designated by the Committee to make such report.
3. **Authority to Retain Advisors**. In performing its responsibilities, the Committee shall have the authority to engage and obtain advice, reports or opinions from internal or independent counsel, consultants, and other expert advisors, as it determines necessary or appropriate, to carry out its duties. The Committee shall have sole authority to retain and terminate search firms that are engaged to assist in identifying director candidates, including sole authority to approve the search firm's fees and other retention terms. The Company will provide appropriate funding, as determined by the Committee, to pay any such search firms or any other outside advisors hired by the Committee and any administrative expenses of the Committee that are necessary or appropriate in carrying out its activities.
4. **Subcommittees**. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. If designated, any subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole.
5. **Committee Charter Review**. The Committee shall review and reassess the adequacy of this charter annually and shall submit any recommended changes to the charter to the Board for approval.
6. **Performance Review**. The Committee shall review and assess the performance of the Committee on an annual basis.
7. **Access**. The Committee shall be given full access to the chairperson of the Board and management, as well as the Company's books, records, facilities and other personnel.

