

# MANDIANT, INC.

## CORPORATE GOVERNANCE GUIDELINES

(Last updated on October 4, 2021)

The following corporate governance guidelines have been approved and adopted by the Board of Directors (the “**Board**”) of Mandiant, 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 Chairman of the Board and CEO**

The Board shall fill the Chairman 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 Chairman of the Board may, but need not be, the same person.

### **C. Committees**

The Board has four standing committees: the Audit Committee; the Compensation Committee; the Nominating and Corporate Governance Committee and the Government Classified Information and Security Committee. The Board will continue to delegate substantial responsibilities to the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee, and each such committee should consist solely of independent directors, as defined by the rules of the Nasdaq Stock Market, Inc. (the “**Exchange Rules**”), and in the case of the Audit Committee as defined by the rules

and regulations of the Securities and Exchange Commission (the “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.

**D. 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 to assure 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.

**E. 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 chairs should feel free to call additional committee meetings at times other than the scheduled meetings of the full Board.

**F. 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 any additional items to 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.

**G. Code of Conduct, Conflicts of Interests, Related Party Transactions 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, employees and consultants; consider questions of possible conflicts of interest of Board members and corporate officers; 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 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 related party transactions in compliance with the Company’s policies and the Exchange Rules and shall report material related party transactions to the full Board, monitor compliance with the Company’s Code of Ethics for CEO and Senior Financial Officers (which is part of Code of Business Conduct and Ethics) and review and approve the Company’s procedures for handling complaints regarding accounting or auditing matters.

## **H. 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, prospects and risks, as well as more immediate issues facing the Company. The Chairman 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 may be invited by the Board, when appropriate, to attend all or a portion of Board meetings. The Board will review the Company's long-term strategic plans during at least one Board meeting per year.

## **I. 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.

## **J. 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.

## **K. 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.

## **L. Executive Sessions of Independent Directors and Committees**

It is the policy of the Board to regularly have separate meeting times for independent directors without management. Such meetings should be held following regularly scheduled meetings and at such other times as requested by an independent director but no less than two times per year. The Chairman of the Board or, if the Chairman of the Board is not present at such session, a non-employee member of the Board shall preside at executive sessions.

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

Furthermore, if appropriate and desirable, the Nominating and Corporate Governance Committee may also meet separately without management present.

**M. Board Access to Company Employees**

Board members shall 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.

**N. 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 Nominating and Corporate Governance Committee will periodically review the size of the Board to ensure that the current number of directors most effectively supports the Company.

**O. Composition of Board**

The Board believes that as a matter of policy there should be a majority of independent directors on the Board. Within that policy, the mix of Board members should provide a range of expertise and perspective in areas relevant to the Company's business.

**P. 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 Exchange 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 Exchange Rules and any applicable SEC Rules.

**Q. 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, including issues of character, integrity, judgment, diversity, age, independence, area of expertise, corporate experience, length of service, potential conflicts of interest, understanding of the Company's business, other commitments and the like. Selection of a new director requires the 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, all applicable laws, including the SEC Rules, and all applicable policies adopted by the Nominating and Corporate Governance Committee. Stockholders may recommend director nominees for consideration by the Nominating and Corporate Governance Committee by writing to the General Counsel of the Company and providing the information required in the Company's bylaws and any applicable policies adopted by the Nominating and Corporate Governance Committee. Following verification of the stockholder status of the person submitting the recommendation and verification of the fulfillment of all

requirements set forth in any applicable policies adopted by the Nominating and Corporate Governance Committee, 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.

#### **R. 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 Chairman of the Board or a member of the Nominating and Corporate Governance Committee 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.

#### **S. 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.

#### **T. Annual Election of Directors and Advance Resignation as Prerequisite to Director Nominations**

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 certificate of incorporation and bylaws.

In accordance with the bylaws of the Company, a nominee must receive a majority of votes cast, as described in the bylaws of the Company, in order to be elected or reelected to the Board, provided that if as of a date that is 14 days in advance of the date the Company files its definitive proxy statement with the Securities and Exchange Commission (regardless of whether or not thereafter revised or supplemented) the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. The Board shall nominate for election or reelection as director only candidates who have tendered, in advance of such nomination, an irrevocable, conditional resignation that will be effective only upon both (i) the failure to receive the required vote at the next stockholders' meeting at which they face reelection; and (ii) the Board's acceptance of such resignation. In addition, the Board shall fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other directors in accordance with this Board guideline.

If an incumbent director fails to receive the required vote for reelection, the Nominating and Corporate Governance Committee will act to determine whether to accept the director's irrevocable, conditional resignation, and it will submit such recommendation for consideration by the Board. The Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Nominating and Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation. The Board shall have the discretion to accept or reject the offer of resignation of any director.

#### **U. Director Continuing Education**

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.

#### **V. 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 chair of the Compensation Committee or another non-employee member of the Board. 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.

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

The Board believes that management speaks for the Company. Individual Board members shall 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 Mandiant, Inc., 601 McCarthy Blvd., Milpitas, CA 95035, Attention: General Counsel. These messages will be forwarded to the appropriate member(s) of the Board or, if none is specified, to the Chair of the Audit Committee.

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.

#### **X. Formulation of Strategy**

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

#### **Y. Periodic Review of Guidelines**

The Nominating and Corporate Governance Committee and the Board should review these guidelines no less than annually.