

F5 NETWORKS CORPORATE GOVERNANCE GUIDELINES

1. Director Selection

Annually the Board, led by the Chair, will conduct an assessment of critical Company and Board needs, and will develop a matrix of critical needs based on the present and future strategic objectives of Company and the specific skills required for the Board as a whole and for each Board committee.

The Nominating and Corporate Governance Committee will assess personal qualities, diversity, age, skills, and experience of Board members in the context of the critical needs matrix. It will also determine whether the board meets the appropriate independence requirements and, in conjunction with the committee chairs, whether existing committee members have the requisite skill and personal qualities to perform the committee functions effectively.

Generally, an outside recruiter will be engaged to conduct a search for Board candidates. The Board will, however, consider candidates properly proposed by shareholders or other creditable sources. All candidates will be evaluated based on the critical needs matrix, as well as overall abilities such as leadership, vision, availability, potential conflicts and a sincere commitment to contribute to the success of F5. Recommendations on specific candidates and recommendations on re-nomination will be made by the Nominating and Corporate Governance Committee to the full Board. Selection will be made by a majority of the independent directors, as required by NASDAQ. The invitation to join the Board should be extended by the Board Chair, acting on behalf of the Board.

2. Director Qualifications and Limitations

To be considered for Board membership, an individual must, at a minimum, have demonstrated expertise in the specific skill area sought by the Board in a high-level professional capacity and the ability to work effectively as part of a team. The individual must have unquestionable integrity and either a good working knowledge of the Company's business or the ability to gain this knowledge by the time of first board meeting.

The Board and the Nominating Committee will consider whether any Board nominee or existing Board member has a conflict of interest with the Company. An individual will not be eligible for board service if a conflict of interest exists that a majority of the Board believes could reasonably be expected to interfere with that person's or the Board's ability to fulfill their fiduciary duty to the Company or its shareholders.

The Board believes that individual directors who change the responsibility they held when they were elected to the Board should volunteer to resign from the Board. The Board does not believe that each of these directors should necessarily leave the

Board. There should, however, be an opportunity for the Board to review the continued appropriateness of Board membership under the circumstances.

Directors are generally expected to serve on a total of no more than three public company boards, including the F5 Board. Directors should advise the Board Chair in advance of accepting an invitation to serve on another public company board. Directors who wish to serve on more than three public company boards may request an exception from the full F5 Board, which may approve the request if it will not adversely affect the requesting director's ability to serve effectively on the F5 Board.

The Board does not believe it should establish term limits. While term limits could help insure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole.

3. Director Responsibilities

The basic responsibility of the directors is to exercise their informed business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that obligation, directors should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors. The directors will also be entitled to have the Company purchase reasonable directors' and officers' liability insurance on their behalf, to the benefits of indemnification to the fullest extent permitted by law and the Company's charter, by-laws and any indemnification agreements, and to exculpation as provided by state law and the Company's charter.

Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to become informed on the issues and properly discharge their responsibilities. Directors are also expected to be present at the Company's annual meeting of shareholders.

The Board believes that the offices of Board Chair and CEO should generally be kept separate, although it recognizes that specific circumstances may warrant having one person hold both positions.

The CEO or Board Chair will establish the agenda for each Board meeting. Each Board member is free to suggest the inclusion of items on the agenda, and to raise subjects that are not on the agenda for any particular meeting.

The full Board will meet at least quarterly, and the independent directors will meet in executive session at least quarterly. The Board will review the Company's long-term strategic plans and the principal issues that the Company will face in the future during at least one Board meeting each year.

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. It is expected that Board members would do this with the knowledge of the CEO and, absent unusual circumstances or as contemplated by the committee charters, only at the request of the CEO.

4. Board Committees

The Board will have at all times Audit, Compensation and Nominating and Governance Committees. All of the members of these committees will be independent directors under the criteria established by NASDAQ, and will be appointed by the Board with consideration of the desires of individual directors. The Board believes that, if possible, consideration should be given to periodic rotation of committee members, but the Board does not feel that rotation should be mandated as a policy. Each committee will have its own charter. The charters will set forth the purposes, goals and responsibilities of the committees. The Chair of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements contained in the committee's charter. The Chair of each committee, in consultation with the appropriate members of the committee and management, will develop the agenda for committee meetings. The Board and each committee have the power to hire independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

5. Director Access to Officers and Employees

Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate with officers or employees of the Company may be arranged through the CEO or the Secretary or directly by the director. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company.

Executive officers and other employees of the Company may attend Board meetings at the discretion of the CEO or the Board Chair.

6. Shareholder Access to Board Members

Shareholder communications to Board members will be directed to the Secretary of the Company who will forward all those that are reasonably related to the business or corporate governance of the Company to a Board member, committee or full Board as appropriate.

7. Director Compensation

The Compensation Committee will conduct an annual review of director compensation and make a recommendation on the form and amount of director compensation to the full Board. The Compensation Committee will consider that directors' independence may be jeopardized if director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a director is affiliated, or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated.

8. Director Information and Education

All directors are expected to keep themselves informed of the Company's business and major issues affecting the Company and the industry in general to the extent necessary to effectively carry out their Board duties. Directors are encouraged to attend seminars or otherwise stay informed on Board responsibilities and corporate governance issues, and will comply with any rules developed by NASDAQ or the SEC on director education. Seminar registration will be part of a plan for director education that is approved by the Board Chair. Directors will be reimbursed for reasonable expenses for director education that has been approved by the Board Chair.

9. Annual Performance Evaluation

The Compensation Committee will conduct an annual review of the CEO's performance, as described in its charter. The Board of Directors will review the Compensation Committee's report in order to ensure that the CEO is providing the best leadership for the Company in the long and short-term.

The Board of Directors will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Board Chair will receive comments from all directors and report annually to the Board with an assessment of the Board's performance. This will be discussed with the full Board following the end of each fiscal year. The assessment will focus on the Board's contribution to the Company and specifically focus on areas in which the Board or management believes that the Board could improve.

10. Selection of Board Chair

The Board shall elect a chair in the manner that it determines to be in the best interests of the Company's shareholders. The Board Chair may be an employee or non-employee director. The Board Chair shall have the duties specified in these Guidelines and such other duties as are assigned from time to time by the Board. The Board Chair position will be evaluated on an annual basis. A change in the Board Chair position, if any, shall be effective on the date of the Company's Annual Meeting of Shareholders.