

**F5 Networks, Inc.**  
**NOMINATING and CORPORATE GOVERNANCE COMMITTEE CHARTER**

*As amended and restated as of July 10, 2015*

***Purpose***

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the board of directors (the “**Board**”) of F5 Networks, Inc. (the “**Company**”) is to: (i) identify individuals qualified to serve as members of the Board of the Company; (ii) recommend nominees for election as directors of the Company; (iii) consider committee member qualifications, appointment and removal; (iv) assist in evaluating the Board’s performance; (v) develop and recommend to the Board corporate governance guidelines and principles applicable to the Company; and (vi) provide oversight with respect to corporate succession plans, and corporate governance and ethical conduct.

***Composition and Organization***

The Committee shall be composed of three or more directors, each of whom shall satisfy the independence requirements of The Nasdaq Stock Market, Inc. (“**Nasdaq**”).

The members of the Committee shall be appointed by the Board and shall serve until their successors are duly elected and qualified or their earlier death, resignation or removal. Any member of the Committee may be removed or replaced by the Board. Unless a chairperson is elected by the full Board, the members of the Committee may designate a chairperson by majority vote of the full Committee membership. The Committee may, from time to time, delegate duties or responsibilities to subcommittees or to one member of the Committee.

***Meetings***

The Committee shall meet as often as it deems appropriate to fulfill its duties and may meet with management or individual directors at any time it deems appropriate to discuss any matters before the Committee.

A majority of the members shall represent a quorum of the Committee, and, if a quorum is present, any action approved by at least a majority of the members present shall represent the valid action of the Committee. The Committee may also take action without a meeting by written consent consistent with the Company’s Bylaws and law.

The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

***Responsibilities***

The Committee is charged by the Board with the responsibility to:

1. Identify and evaluate individuals, including individuals proposed by shareholders in accordance with applicable laws, rules or regulations, qualified to serve as members of the

Board, and recommend for determination by the independent directors/Board of the Company nominees for election as directors of the Company at the next annual or special meeting of shareholders at which directors are to be elected, and identify, evaluate and recommend to the Board individuals to fill any vacancies or newly created directorships that may occur between such meetings.

2. Review and develop criteria for selecting new and evaluating sitting directors, including desired board skills, qualifications, and attributes.

3. Recommend to the Board directors for appointment to its committees and, as appropriate, recommend rotation or removal of directors from Board committees.

4. If requested by the Board, consult with the Board in reviewing and developing criteria for selecting and annually evaluating the Chair of the Board and the Lead Independent Director and make recommendations regarding their election or appointment, as applicable.

5. If requested by the Board, make recommendations regarding the duties and responsibilities of the Chair and the Lead Independent Director, as applicable.

6. Evaluate the Committee's own performance on an annual basis.

7. If requested by the Board, assist the Board in its annual evaluation of the performance of the Board and each committee of the Board, and make recommendations regarding the process to evaluate the performance of individual members of the Board.

8. Develop orientation materials for new directors and corporate governance related continuing education for all Board members.

9. Review and discuss with the Board plans for executive officer development and corporate succession plans for the CEO and other executive officers.

10. Cause to be prepared and recommend to the Board the adoption of corporate governance guidelines and principles, and from time to time review and assess the guidelines and principles and recommend changes for approval by the Board.

11. Periodically review and assess the Company's code of ethics and code of conduct, and recommend changes for approval by the Board.

12. Review, at least annually, the Company's compliance with the Nasdaq corporate governance listing requirements, and report to the Board regarding the same.

13. Review and recommend to the Board changes to the Company's Bylaws as needed.

14. Monitor and recommend to the Board any modification to the Insider Trading Policy, if necessary or advisable, to the Board.

15. Provide minutes of Committee meetings to the Board, and report to the Board on any significant matters arising from the Committee's work.

16. At least annually, review and reassess this Charter and, if appropriate, recommend changes to the Board.

17. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

***Authority***

By adopting this Charter, the Board delegates to the Committee full authority in its discretion to:

1. Perform each of the responsibilities of the Committee described above.
2. Delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee or a subcommittee.
3. Appoint a chairperson of the Committee, unless a chairperson is designated by the Board.
4. Obtain advice or assistance from consultants, search firms, legal counsel, accounting and other advisers as the Committee determines necessary to carry out its duties and responsibilities, and to determine and approve the fees, costs and other terms for such engagements.
5. Cause the Company to provide such funding as the Committee shall determine to be appropriate for payment of compensation to any consultant or other adviser engaged by the Committee to assist the Committee in performing its duties and responsibilities.