

CORPORATE GOVERNANCE GUIDELINES

SOURCEFIRE, INC.

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The following Corporate Governance Guidelines (the “Guidelines”) have been adopted by the Board of Directors (the “Board”) of Sourcefire, Inc. (the “Company”) to assist the Board in the exercise of its responsibilities. These Guidelines reflect the Board’s commitment to monitoring the effectiveness of policy and decision making both at the Board and management level, with a view to enhancing stockholder value over the long term. These Guidelines are in addition to, and are not intended to change or interpret, any federal or state law or regulation, including the Delaware General Corporation Law, or the Company’s Certificate of Incorporation or bylaws. The Board may amend these Guidelines from time to time as necessary or appropriate.

I. Board Composition

A. Director Qualifications

A majority of the Board should be “independent” Directors, in accordance with the applicable provisions of the Securities Exchange Act of 1934, as amended, and rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”), and the applicable listing standards of the NASDAQ Stock Market (“NASDAQ”) (collectively, the “Independence Requirements”). In addition, the Board should strive to have enough independent Directors on the Board so that, in the event one independent Director were to resign, die, or be removed from his Board position, a majority of the remaining Board would still consist of independent Directors.

The Board believes that a relationship between the Company and an entity in which a Director is an officer or director or has an ownership interest is not alone sufficient to disqualify a Director from being considered independent for purposes of his or her service on the Board and its committees. The materiality of the relationship and the Director’s own ability to exercise his or her independent judgment should be evaluated.

Directors who may be considered independent for most purposes may not be considered independent for all purposes. Accordingly, a separate independence determination should be made with respect to service on the Board as well as service on any of the Board’s committees in accordance with the Independence Requirements and standards established by the Board from time to time. The Board should make an independence determination for each Director on an annual basis with respect to service on the Board as well as service on any of the Board’s committees. The Board’s Nominating and Governance Committee will conduct annual reviews of each Director’s independence and make recommendations to the Board based on its findings, for the Board’s determination. In addition, the Board should make a separate independence determination as to any matter presented to the Board for a vote if one or more of the Directors have any direct or indirect interest in the matter.

B. Size of the Board; Classified Board

The bylaws of the Company provide that the number of Directors shall be fixed from time to time exclusively by the Board pursuant to a resolution adopted by a majority of the Board. The actual number of Directors serving on the Board will be fixed from time to time by the Board on recommendation of the Nominating and Governance Committee. The Board will assess its size from time to time. The Nominating and Governance Committee considers and makes recommendations to the Board concerning the appropriate size and composition of the Board. As a result of the adoption of these Guidelines, the Board, upon recommendation of the Nominating and Governance Committee, has determined that, optimally, the Board should number between seven (7) and ten (10) Directors. The Board believes that a Board of this size will be of sufficient size to include a wide range of substantive expertise that is critical to the operation of the Company's business, but will not be so large as to impede the efficient oversight of the Company's business.

Each member of the Board is elected for a term of three years. The Board is divided into three classes, which are equal as possible in size. One class is elected each year. This staggered election of Directors helps maintain continuity and stability to the work of the Board. It ensures that at least a majority of Directors at all times will have an in-depth knowledge of the Company. The Board believes that the classified Board format assists it in conducting long-term strategic planning, which is critical to the future success of the Company.

C. Selection of Board Members

The Nominating and Governance Committee is responsible for identifying and recommending to the Board individuals to serve as Directors, including recommendations for nominating new members for election to the Board and incumbent Directors to stand for reelection at the annual meetings of stockholders, and in filling vacancies on the Board that may occur between annual meetings of stockholders. The Nominating and Governance Committee is also responsible for considering candidates proposed by the Company's stockholders in accordance with the Company's bylaws. Prior to making recommendations for an individual to serve as a Director, whether as a new Director or as an incumbent standing for reelection, the Nominating and Governance Committee should discuss the qualifications of the individuals being considered with, and should consider the views of, the other Directors.

The Nominating and Governance Committee should endeavor to identify individuals to serve on the Board who have expertise that is useful to the Company and complementary to the background, skills and experience of other Board members. Each individual serving on the Board should be willing to devote the time necessary to carry out his or her responsibilities as a Director.

The Nominating and Governance Committee's assessment of the composition of the Board and its assessment of individual Board member's desirability for service on the

Board should include, but is not limited to: (a) skills – business and management experience, industry experience, accounting experience, finance, administration and capital markets experience, and an understanding of corporate governance regulations and public policy matters, (b) characteristics – ethical and moral standards, leadership abilities, sound business judgment, independence and innovative thought, and (c) composition – diversity, age and public company experience. Nominees will be screened to ensure each candidate has qualifications which complement the overall core competencies of the Board. The screening process includes conducting a background evaluation and an independence determination. Notwithstanding the foregoing, the principal qualification for a Director is the ability to act in the best interests of the Company and its shareholders.

D. Directors Offer of Resignation Upon Change in Circumstances

The Board believes that consistent quality in the Directors of the Company can be achieved effectively without term limits. The Board believes that, as an alternative to term limits, it can ensure that the Board continues to evolve and adopt new viewpoints through the evaluation and selection process described herein. The strengths and weaknesses of the Board as a whole and each Director individually will be reviewed regularly through the Nominating and Governance Committee's process of recommending new Directors for appointment to the Board and incumbent Directors for reelection.

Any significant change in circumstances that may relate to a Director's qualifications or independence as a Director is considered in determining suitability for continued directorship. An analysis of potential conflicts and review by the Nominating and Governance Committee and the Board are conducted for proposed additional director affiliations with a for-profit enterprise or for proposed transactions involving the Company (or subsidiary of the Company) in which any Director would have a direct or indirect material interest. Directors shall give the Chairman of the Nominating and Governance Committee notice of any such significant change in circumstances (including, without limitation, a change in primary occupation), proposed additional for-profit or charitable director affiliation or proposed transaction involving the Company.

Where a Director has a significant change in circumstances, such as a change in his or her primary occupation, the Director also shall offer to submit his or her resignation, which offer may be accepted or rejected by the Board. The Board does not believe that a Director in these circumstances should necessarily be required to leave the Board. Rather, the Board believes that the Nominating and Governance Committee should have the opportunity to assess each situation based on the individual circumstances and make a recommendation to the Board as to whether to accept such offer of resignation or request that such person continue to serve on the Board based on a review of whether the individual continues to satisfy the Board's membership criteria in light of his or her new occupational or other status.

As a general matter, a retiring Chief Executive Officer (or other office Director) shall resign from the Board at the time of his/her retirement from the Company. Outside

Directors shall resign no later than the Annual Meeting of Stockholder coincident with or immediately following their 75th birthdays.

E. Director Compensation

The Nominating and Governance Committee, after consultation with the Chairman of the Board, is responsible for determining Director compensation, if any, including, without limitation, the amount and form of payment. The form and amount of Director's compensation will be determined by the Nominating and Governance Committee in accordance with the policies and principles set forth in its Charter, and the Nominating and Governance Committee will conduct an annual review of Director compensation. In discharging this duty, the Committee will be guided by three goals: compensation should fairly pay Directors for work required in a company of the Company's size, and industry; compensation should align Directors' interests with the long-term interests of the stockholders; and the structure of the compensation should be simple, transparent and easy for stockholders to understand.

Each Director shall be entitled to reimbursement from the Company for their reasonable travel (including airfare and ground transportation), lodging and meal expenses incident to meetings of the Board or committees thereof or in connection with other Board related business. The Company shall also reimburse directors for attendance at director continuing education programs that are relevant to their service on the Board and which attendance is pre-approved by the chairman of the Nominating and Governance Committee or the Chairman of the Board. The Company shall make reimbursement to a non-employee director within a reasonable amount of time following submission by the non-employee director of reasonable written substantiation for the expenses.

F. Stock Ownership Guidelines

Each non-employee member of the Board is expected to own and hold such number of shares of Company common stock which equals or exceeds in value an amount equal to three (3) times such Director's then current annual cash retainers for service on the Board and its committees. Stock ownership levels should be achieved by each Director within three (3) years of first election or appointment to the Board.

Stock that counts toward satisfaction of these Guidelines include, but are not limited to: (i) shares of Company common stock owned outright by Director and his or her immediate family members who share the same household, whether held individually or jointly; (ii) restricted stock where the restrictions have lapsed; (iii) shares acquired upon stock option exercise; (iv) shares purchased in the open market; and (v) shares held in trust may be included; provided, however, that due to the complexities of trust accounts, requests to include shares held in trust should be submitted to the Secretary and the chairman of the Nominating and Governance Committee, and the non-executive Chairman of the Board will make the final decision as to whether to include those shares. Until an individual Director's stock ownership guideline is achieved, each such Director is encouraged to retain at least ten percent (10%) of "net shares" obtained through the Company's stock incentive plans. "Net shares" are the number of shares from the sale of

stock options or the vesting of restricted stock, less the number of shares the Director is expected to sell to cover the exercise price of stock options and or which the Company is expected to withhold to cover any expected tax withholding obligation, if any.

G. Chairman of the Board

The Chairman of the Board may be an officer of the Company or an outside director and may or may not be the same individual as the Chief Executive Officer. The Chairman of the Board should preside at all meetings of the Board and, provided the Chairman is not an officer of the Company, at all executive sessions of the Board.

II. Director Responsibilities

The Board is responsible for oversight of the business and affairs of the Company, determination of the Company's mission, long-term strategy and objectives, and management of the Company's risks while evaluating and directing implementation of its controls and procedures. The Board of Directors fosters and encourages a corporate environment of strong disclosure controls and procedures, including internal controls, fiscal accountability, high ethical standards and compliance with applicable policies, laws and regulations.

A. Business Judgment

Directors are responsible for exercising their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. 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.

B. Director Time Commitments; Service on Other Boards

Each Board member is expected to ensure that other existing and planned future commitments do not materially interfere with the member's service as a Director of the Company.

The Board believes that service by a Director or a member of the Company's management on boards of other companies can be advantageous provided that such service does not interfere with such person's ability to perform his or her obligations as a Director of the Company or as a member of the Company's management. As a result, before a Director or a member of the Company's management accepts appointment to serve on the board of more than three (3) other public companies, the Nominating and Governance Committee should be advised and make a determination that such service (including service on any committees of the other company's board) would not adversely affect the Director's service as a member of the Board of the Company or a committee of the Board of the Company or his or her performance as part of the Company's management, as the case may be.

Further, before the Chief Executive Officer accepts an appointment to serve on the board of any other public company, the Nominating and Governance Committee should be

advised and make a determination that such service (including service on any committees of the other company's board) would not adversely affect the Chief Executive Officer's service as (i) a member of the Board of the Company or a committee of the Board of the Company, if applicable, or (ii) the Chief Executive Officer's performance as part of the Company's management.

C. Board Meetings

The Board should meet at least quarterly and otherwise as determined pursuant to the Company's bylaws. The Company's executive officers will recommend a yearly annual Board meeting schedule, but it is the responsibility of the Chairman of the Board, in consultation with Board members and the Company's executive officers, to determine the frequency and length of Board meetings.

It is the responsibility of individual Directors to make themselves available to attend scheduled and special Board meetings and their respective committee meetings on a consistent basis, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities.

The Chairman of the Board is responsible for setting and circulating in advance an agenda for each Board meeting. The Board expects that meeting agendas will include, on a regular basis, a review of financial performance and a review of the Company's business strategies and practices. Directors are encouraged to be proactive. Any Director may suggest items for inclusion on the agenda. In addition, any Director is free to raise at any Board meeting subjects that are not on the agenda for that meeting. Meeting agendas, as well as information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting, should generally be distributed in writing to the Directors at least several days in advance of the meeting for review by the Directors. Sensitive subject matters may be discussed at the meeting without written materials being distributed in advance or at the meeting. Directors are expected to review such materials prior to the meeting and should request any additional materials or resources they require to make informed decisions. For example, legal counsel, outside accountants, compensation experts, and others may assist the Board in its consideration of matters.

The Company's executive officers are expected to attend each Board meeting and those executive sessions or committee meetings where their attendance is appropriate, required or requested by any Board or committee member. Other members of the Company's management should attend Board meetings as necessary in light of the matters being considered by the Board or if requested by any member of the Board. The Board may also request that attorneys, accountants, investment bankers or other professional advisors attend Board meetings if the Chairman of the Board or a majority of the Board determines that the advice of such advisors is necessary in light of the matters to be considered.

D. Independent Director Meetings

The Company's independent Directors are expected to meet in executive session at the end of each regularly scheduled meeting of the Board, but not less than two (2) times per year and otherwise as deemed necessary by a majority of the independent Directors. The Chairman of the Board should preside at all meetings of the Board and, provided the Chairman is not an officer of the Company, at all executive sessions of the Board.

E. Director Continuing Education

The Company will periodically provide materials or briefing sessions or arrange for outside preparation for all Directors on subjects that would assist them in discharging their duties. The Board of Directors encourages its members to participate in continuing education programs sponsored by universities, stock exchanges or other organizations or consultants specializing in Director education, and encourages attending a minimum of one such class every other year of service on the Board.

F. Communications

The Board believes that senior 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, subject to prior consultation with senior management.

III. Board Committees

A. Committees and Charters

The current standing committees of the Board are the Audit Committee, the Compensation Committee and the Nominating and Governance Committee. Each committee will have a Charter that establishes the purposes, goals and responsibilities of the committees as well as the qualifications for committee membership. Charters will be posted on the Company's website. The Board may establish or maintain additional committees from time to time as necessary or appropriate in accordance with the Company's bylaws.

B. Independence of Committee Members

The members of the Audit Committee, Compensation Committee and the Nominating and Governance Committee will be "independent" in accordance with the Independence Requirements, the committee's respective charter and the standards established by the Board from time to time.

C. Composition of Committees

Each committee will have a chairperson designated by the Board, or, if the Board does not do so, the members of each committee shall elect a chairperson by a vote of the majority of the full committee.

The committee chairperson will preside at each committee meeting and, in consultation with the other members of the committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The chairperson of the committee will ensure that the agenda for each meeting is circulated to each committee member in advance of the meeting.

D. Assignment and Rotation of Committee Members

The Nominating and Corporation Governance Committee will recommend committee assignments to the full Board. In making its recommendations, the Nominating and Governance Committee will take into consideration the need for continuity, subject matter expertise and applicable SEC and NASDAQ requirements. Committee assignments will be rotated periodically as and when the Nominating and Governance Committee deems appropriate. The recommendations of the Nominating and Governance Committee should be made within the following guidelines:

(i) all Directors assigned to the Audit Committee must possess the requisite financial knowledge and accounting or related financial management experience to fulfill their duties and at least one member of the Audit Committee should be an “audit committee financial expert,” as such term is defined in the Exchange Act, applicable NASDAQ listing standards and other laws and regulations applicable to the Company and the Audit Committee;

(ii) no member of the Audit Committee shall simultaneously serve on the audit committee of more than three (3) public companies, including the Company, unless the Board has made a determination that such simultaneous service would not impair the ability of such member to effectively serve on the Committee;

(iii) all Directors assigned to the Audit Committee, the Compensation Committee and the Nominating and Governance Committee must be “independent” in accordance with the Independence Requirements and other laws and regulations applicable to the Company, and as may be defined from time to time by these Guidelines; and

(iv) no Director should serve as chairman of more than one committee at any given time if the Nominating and Governance Committee has determined that such service would impair the Director’s ability to effectively serve as chairman of both committees.

E. Frequency of Committee Meetings

Unless the charter of a committee provides for a greater number of meetings, each committee will meet at least four (4) times per year and otherwise as the chairman of each committee determines. It is the responsibility of the respective committee chairmen, in consultation with committee members and the Company's executive officers, to determine the frequency and length of committee meetings.

F. Committee Agendas

Committee chairmen, in consultation with the appropriate executive officers of the Company and committee members, should determine committee agendas.

G. Committee Reports / Minutes

Committee chairmen should be given the opportunity to report on committee activities, either verbally or in writing, at each Board meeting. A copy of the minutes from each committee meeting should be provided to the full Board to assure that the Board remains fully apprised of all topics discussed and actions taken by each committee.

IV. Access to Management and Independent Advisors

Directors will have full access to the Company's executive officers and resources. Each Director is expected to use his or her judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent not inappropriate, coordinate any such contact with the Chief Executive Officer. As necessary and appropriate, each of the Board and its committees may retain and consult with independent legal, financial, accounting and other advisors to assist in their respective duties.

V. Evaluation of the Chief Executive Officer

The Nominating and Governance Committee will ensure that the Chief Executive Officer's performance is evaluated annually, as set forth in its Charter.

The Compensation Committee will ensure appropriate corporate performance measures and goals regarding the Chief Executive Officer's compensation are set and determine the extent to which they are achieved and any related compensation earned, as set forth in its Charter. The Chief Executive Officer's evaluation should be performed in the course of the Compensation Committee's approving the Chief Executive Officer's aggregate compensation package. Evaluation of the Chief Executive Officer's performance should be a subjective process based on both qualitative and quantitative factors, including, without limitation, the performance of the Company, accomplishment of strategic objectives and positioning of the Company for the future. The Chief Executive Officer's salary, bonus and long-term incentives will be determined by the Compensation Committee.

The Board of Directors will review the Nominating and Governance Committee's report and the Compensation Committee's report in order to ensure that the Chief Executive Officer is providing the best leadership for the Company in the long- and short-term periods.

VI. Management Succession

The Nominating and Governance Committee should report annually to the Board on succession planning. The full Board will support the work of the Nominating and Governance Committee to nominate and evaluate potential successors to the Chief Executive Officer and regularly approve a succession plan for the Chief Executive Officer. The Chief Executive Officer should not less than annually report to the Compensation Committee his recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals. At least once a year, the Chief Executive Officer of the Company shall meet with the independent Directors to discuss potential successors as Chief Executive Officer. The independent Directors shall meet in executive session following such presentations to consider such discussions.

The Chief Executive Officer shall also review periodically with the independent Directors the performance of other key members of the senior management of the Company, as well as potential succession arrangements for such management members.

VII. Annual Performance Evaluation

The Board of Directors will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Company's Nominating and Governance Committee 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 the Board could improve. Additionally, the Nominating and Governance Committee should conduct periodic reviews of all Board members and take the results of those reviews into account when making recommendations to the Board as to Board membership.

VIII. Other Board Practices / Policies

A. Policy on Loans to Directors and Executive Officers

The Company shall not make any personal loans to Directors, executive officers or their immediate family members.

B. Ethics and Conflicts of Interest

All Directors, as well as officers and employees, are expected to act ethically at all times and adhere to the Company's policy governing ethical business conduct (the "Code of Ethics"). All Directors, and all entities in which a Director is an officer or director or has an ownership interest, are expected to deal with the Company on an arms'-length basis. No Director should use his or her position as a Director to influence

management to enter into any transaction or affiliation with an entity in which a Director is an officer or director or has an ownership interest.

All transactions between the Company and any such entities should be approved in advance by the Audit Committee and, when approved by the Audit Committee, will be promptly disclosed to the entire Board. In the event approval of the Audit Committee is required for the Company to enter into any transaction with a Director or an entity in which a Director is an officer or director or has an ownership interest, the interested Director should excuse himself or herself from and should not participate in such vote or any related discussion.

C. Director Orientation

The Company's Secretary should develop an orientation program for new Directors, which should include, at a minimum, information about the Company's business and operations, general information about the Board and its committees, discussions with the Chairman, the Chief Executive Officer and the Company's executive officers and a review of an individual's duties and responsibilities as a Director.

IX. Review and Disclosure of Guidelines

A. Review of Guidelines

The Board should annually review these Guidelines. All Directors are free to make suggestions on improving the Board's practices and effectiveness at any time and are encouraged to do so.

B. Disclosure of Guidelines

These Guidelines will be made available on the Company's website at www.sourcefire.com.

Initially Adopted: July 30, 2008

Last Revised: July 26, 2011