



F5, Inc. Talent and Compensation Committee Charter

As amended and restated by the Board of Directors of F5, Inc. as of July 23, 2026

Purpose

The purpose of the Talent and Compensation Committee (the "Committee") is to discharge the Board's responsibilities relating to compensation of the Company's executive officers and directors, and oversight to general F5 programs, policies and strategies for talent management and development. The Committee will have overall responsibility for approving and evaluating equity and other compensation plans, policies and programs for the Company.

Committee Membership

The membership of the Committee will be composed of at least three directors, each of whom will (a) meet the independence requirements of the Nasdaq Stock Market LLC ("Nasdaq"), subject to any available exception, and as established by the Board, and applicable laws and regulations and (b) unless otherwise determined by the Board, be a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. The Board appoints the members of the Committee and the chairperson. The Board may remove any member from the Committee at any time with or without cause. Unless a chairperson is designated by the Board, the Committee may designate a chairperson by majority vote of the full Committee membership.

Meetings

1. The Committee shall conduct regular meetings as are necessary or appropriate in order for the Committee to fulfill its responsibilities, at such times and places as the Committee determines. The chairperson of the Committee shall preside at each meeting. If a chairperson is not designated or present, an acting chairperson 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 signature and will be filed with the minutes of the meetings of the Board.
2. The Committee shall keep written minutes of its proceedings, which minutes will be filed with the minutes of the meeting of the Board.
3. When appropriate, the Committee will meet in executive session without Company management present.
4. The Committee may invite to its meetings any director, officer or employee of the Company and such other persons as it deems appropriate to carry out its responsibilities. The Committee may also hold closed sessions or meet in executive

session, including any individuals whose presence is required, as it deems appropriate to carry out its duties.

5. The Committee is authorized to adopt its own rules of procedure for notice and conduct of its meetings, so long as they are not inconsistent with (a) any provision of this charter, (b) any provision of the Amended and Restated Bylaws of the Company (the "Bylaws") that are applicable to the Committee, or (c) the laws of the state of Washington.

Authority

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. Without limiting the foregoing, the Committee has the authority to retain (or obtain the advice of) and terminate compensation consultants, outside counsel or other advisers, independent or otherwise, ("Compensation Advisers") as set forth below.

Except as otherwise delegated by the Board or the Committee, the Committee will act on behalf of the Board. The Committee will serve as the plan administrator for equity-based plans, and as such will discharge any responsibilities imposed on the Committee under those plans, including making and authorizing grants, in accordance with the terms of those plans. The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee. To the extent permitted by applicable law and the Company's equity-based plans, the Committee may delegate to one or more executive officers of the Company the authority to grant equity-based awards to employees of the Company or any subsidiary of the Company who are not executive officers.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

Responsibilities

The Committee will have the following duties and responsibilities, in addition to any duties and responsibilities assigned to the Committee from time to time by the Board:

1. Review the competitiveness of the Company's executive compensation programs to ensure (a) the attraction and retention of executives, (b) the motivation of executives to achieve the Company's business objectives, and (c) the alignment of the interests of key leadership with the long-term interests of the Company's shareholders.
2. Review trends in executive compensation, oversee the development of new compensation plans, and, when necessary or appropriate, approve the revision of existing plans.
3. Review the CEO's recommendations and approve the compensation structure, annual goals and objectives for executives, other than the Chief Executive Officer (the "CEO").

4. Oversee an evaluation of the performance of the Company's executive officers, other than the CEO, and, after considering such evaluation, will approve compensation, including salary, bonus, incentive and equity compensation, and other arrangements, for the executive officers, other than the CEO. Review and approve compensation packages for new executive officers and termination packages for executive officers, other than the CEO.
5. Assist the Board in establishing CEO annual goals and objectives with respect to compensation of the CEO. The Committee will annually evaluate the CEO's performance in light of these goals and objectives and, based upon this evaluation, will recommend CEO compensation, including salary, bonus, incentive and equity compensation, and other arrangements, to the Board for approval consistent with the Company's compensation philosophy. In recommending the long-term incentive component of the CEO's compensation, the Committee will also consider the Company's performance and relative shareholder return, the value of similar incentive awards to the chief executive officers at comparable companies and the awards given to the CEO in past years. The CEO may not be present during deliberations or voting concerning the CEO's compensation.
6. Review and approve any employment and severance agreements or arrangements for the Company's executive officers.
7. Review and make recommendations concerning long-term incentive compensation plans, including the use of equity-based plans.
8. Review compliance with stock ownership guidelines and administer the Company's clawback policies.
9. Periodically review the compensation paid to directors and make recommendations to the Board for any adjustments. No member of the Committee will act to fix his or her own compensation except for uniform compensation to directors for their services as a director and/or committee member.
10. Review periodic reports from management on matters relating to the Company's compensation practices.
11. Review and discuss with the Company's management any compensation-related disclosures included in public filings, including the Compensation Discussion and Analysis and based on such review and discussion, determine whether to recommend to the Board that the Compensation Discussion and Analysis be included in the Company's annual proxy statement and produce the Compensation Committee Report for the Company's annual proxy statement in compliance with and to the extent required by applicable Securities and Exchange Commission rules and regulations and relevant listing authority.
12. Oversee the Company's compliance with Securities and Exchange Commission rules and regulations regarding certain executive compensation matters, including without limitation shareholder advisory votes on the approval of executive compensation and the frequency of such votes, the requirement under Nasdaq rules that, with limited exceptions, shareholders approve equity compensation plans, and the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers.

13. Oversee and review with management the Company's People risks, which serve as a designated subsection of the broader Operational Risk domain within the global enterprise risk program. Coordinate with the Risk Committee as appropriate regarding overall Operational risk reporting.
14. Periodically evaluate with management whether People risks and risks arising from the Company's compensation programs for all employees are reasonably likely to have a material adverse effect on the Company. Coordinate with the Risk Committee and the Board, as appropriate, regarding oversight of the risks arising from executive and other compensation programs.
15. Oversee the development and implementation of the Company's policies and strategies relating to its human resources function, including but not limited to those policies and strategies regarding talent, executive succession planning, workplace culture, and other human capital management matters.
16. Evaluate the Committee's own performance on a periodic basis.
17. Make relevant inquiries and take necessary actions to fulfill the undertakings set forth in this charter.
18. The Committee may also exercise any other powers and carry out any other responsibilities, or perform any other functions, consistent with this charter, the purposes of the Committee, the Bylaws, applicable Nasdaq rules, and the laws of the state of Washington as the Committee or the Board deem appropriate.
19. The Committee shall review and assess the adequacy of this charter annually and shall submit any recommended changes to the charter to the Board for approval.

Consultants and Advisers

The Committee shall have the authority, in its sole discretion, to retain (or obtain the advice of) and terminate Compensation Advisers to assist the Committee with the discharge of its duties under this charter, provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors under Nasdaq rules. The Committee shall be directly responsible for the appointment, termination, compensation and oversight of the work of any Compensation Advisers retained by the Committee and shall have the authority to negotiate and approve such Compensation Advisers' fees and other terms of engagement. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Compensation Adviser retained by the Committee.

If the Committee determines that the work performed by a compensation consultant retained by the Committee has raised any conflict of interest, the Committee shall disclose to the Board the nature of such conflict of interest and how it is being addressed. In determining whether a conflict of interest exists, the Committee shall consider the applicable factors under Nasdaq rules and the other requirements of Item 407(e)(3)(iv) of Regulation S-K.