

SOURCEFIRE, INC.

COMPENSATION COMMITTEE CHARTER

I. Purpose

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Sourcefire, Inc. (the “Company”) to (a) assist the Board in discharging its responsibilities relating to compensation of the Company’s Directors and executive officers, and (b) produce an annual report on executive officer compensation for inclusion in the Company’s proxy statement, in accordance with applicable rules and regulations. The Committee may undertake those specific duties and responsibilities listed below and such other duties as the Board shall from time to time prescribe. All powers of the Committee are subject to the restrictions designated in the Company’s bylaws and by applicable law.

II. Committee Membership

The members of the Committee (the “Members” or, individually, each a “Member”) shall be appointed by the Board, based on the recommendation of the Nominating and Governance Committee, at the annual meeting of the Board and shall serve until their respective successors are duly appointed and qualified. The Committee shall consist of at least three (3) Members, each of which shall be a member of the Board. Members may be removed at any time by vote of the Board.

Each Member of the Committee shall meet the independence requirements of NASDAQ, the definition of a “non-employee director” under Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Act”), the requirements of Section 162(m) of the Internal Revenue Code for “outside directors,” and any other applicable regulatory requirements.

III. Structure and Meetings

The Committee shall conduct its business and meetings in accordance with this Charter, the Company’s bylaws and any direction by the Board. The chairperson of the Committee shall be designated by the Board or, in the absence of such a designation, by a majority of the full Committee.

The Committee shall meet at least four (4) times a year at a time and place determined by the Committee chairperson, with further meetings to occur when deemed necessary or desirable by the Committee or its chairperson. Members may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting. A majority of the Members, but not less than two (2) Members, shall constitute a quorum for the transaction of business. Unless the Committee by resolution determines otherwise, any action required or permitted to be taken by the Committee may be taken without a meeting if all Members consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the Committee.

The chairperson of the Committee will preside at each meeting and, in consultation with the other Members, 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 shall ensure that the agenda for each meeting is circulated to each Member in advance of the meeting. The Committee shall maintain written minutes of its meetings, which minutes will be maintained with the books and records of the Company.

As necessary or desirable, the chairperson of the Committee may invite any Director, officer or employee of the Company, or other persons whose advice and counsel are sought by the Committee, to be present at meetings of the Committee, consistent with the maintenance of confidentiality of compensation discussions. The Company's Chief Executive Officer (the "CEO") should not be present during voting or deliberations on the CEO's compensation.

IV. Committee Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

1. Review and approve the Company's compensation programs and arrangements applicable to its officers (as defined in Rule 16a-1(f) of the Act) (the "Executive Officers"), and such other ("Employees") as, and to the extent that, the Committee shall from time to time determine, including without limitation, salary, incentive compensation, equity compensation and perquisite programs, and amounts to be awarded or paid under those programs and arrangements, or make recommendations to the Board regarding approval of the same. Without limiting the generality of the foregoing, the Committee shall review and approve all other employment-related contracts, agreements or arrangements between the Company and its Executive Officers and all other contracts, agreements or arrangements under which compensatory benefits are awarded or paid to, or earned or received by, the Executive Officers, including, without limitation, employment, severance, change of control and similar agreements or arrangements;
2. Determine the objectives of the Company's Executive Officer compensation programs (and Employee compensation programs, to the extent that the Committee shall from time to time determine), identify what the programs are designed to reward, and modify (or recommend that the Board modify) the programs as necessary consistent with such objectives and intended rewards;
3. Ensure appropriate corporate performance measures and goals regarding Executive Officer compensation (and Employee compensation, to the extent that the Committee shall from time to time determine) are set and determine the extent to which they are achieved and any related compensation earned;
4. Consistent with the foregoing, at least annually review and establish the Company's goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of such goals and objectives, and, either as a Committee or together with the other independent Directors (as directed by the Board), determine and approve the CEO's compensation level based on this evaluation. In determining the long-term incentive component of the CEO's

compensation, the Committee will consider the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years;

5. Endeavor to ensure that the Company's executive compensation programs are effective in attracting and retaining key employees, reinforcing business strategies and objectives for enhanced stockholder value, and are administered in a fair and equitable manner consistent with established policies and guidelines;
6. Monitor the administration of the Company's incentive-compensation plans and equity based-plans as in effect and as adopted from time to time by the Board;
7. Review and approve any new equity compensation plan or any material change to an existing plan where stockholder approval has not been obtained;
8. Review and approve any stock option award or any other type of award as may be required for complying with any tax, securities, or other regulatory (including NASDAQ) requirement, or otherwise determined to be appropriate or desirable by the Committee or Board;
9. Review and discuss with the Company's management the "Compensation Discussion and Analysis" required to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the U.S. Securities and Exchange Commission (the "SEC"), and recommend to the Board whether or not to include such "Compensation Discussion and Analysis" in such proxy statement or annual report;
10. Produce a Committee report on Executive Officer compensation as required to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC;
11. Review an annual compensation-risk assessment report and consider whether the Company's compensation policies and practices contain incentives for executive officers and employees to take risks in performing their duties that are reasonably likely to have a material adverse effect on the Company, and review and discuss with management any additional disclosures that may be required in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC regarding such risks;
12. Oversee the Company's submissions to a stockholder vote on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, review the results of stockholder votes on executive compensation matters and discuss with management the appropriate engagement with stockholders in response to such votes;
13. Annually (a) review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval, and (b) conduct an annual self-

evaluation of the Committee and report to the Board on the results of the evaluation. In conducting this review and evaluation, the Committee shall address all matters that it considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board; the manner in which such recommendations were discussed or debated; and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner. The performance evaluation report to the Board may take the form of an oral report by the chairperson of the Committee or any other Member designated by the Committee to make this report; and

14. Perform such other functions and have such other powers consistent with this Charter, the Company's bylaws and governing law as the Committee or the Board may deem appropriate.

V. Reporting

The chairperson of the Committee (or other Member designated by the chairperson or the Committee in the chairperson's absence) shall regularly report to the full Board on its proceedings and any actions that the Committee takes, and shall make recommendations as appropriate.

VI. Authority and Resources

The Committee shall have the authority, without approval of the Board or management, to engage and compensate such independent legal, accounting or other advisers and consultants as it deems necessary or desirable to carry out its duties. The Committee shall have the sole authority to retain and terminate any such advisor or consultant that it desires to use to assist in its evaluation of CEO, Executive Officer or Employee compensation or performance of its other duties and shall have the sole authority to approve any such advisor's or consultant's fees and other retention terms. The Company shall provide the Committee with appropriate funding, as determined by the Committee in its capacity as a committee of the Board, for the payments of: (a) compensation to any advisor or consultant retained by the Committee; and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Company's Secretary shall provide the Committee such staff support as it may require. The Committee may, to the extent permitted under applicable law, the rules of NASDAQ and the SEC, and the Company's bylaws, form and delegate authority to subcommittees when appropriate.

Initially Adopted: February 18, 2003

Last Revised: July 26, 2011

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