

# CITRIX SYSTEMS, INC.

## Equity Award Grant Policy

### **I. General Statement**

This Equity Award Grant Policy (this “Policy”) establishes the policy for Citrix Systems, Inc. (the “Company”) to follow when it grants stock options, shares of restricted stock, restricted stock units or other equity-based awards (collectively, “Equity Awards”) to an executive officer or other employee of the Company or any of its direct or indirect subsidiaries (each, an “Employee”) pursuant to the Company’s equity incentive compensation plan or plans, as such may be amended or restated from time to time, that the Board of Directors or the Compensation Committee determines to be subject to this Policy (collectively, the “Plans”). This Policy does not apply to grants of Equity Awards to non-employee directors or other eligible persons under the Plans who are not Employees<sup>1</sup> or to Equity Awards made to employees of companies or businesses acquired by the Company at or about the time of such acquisition.

### **II. Equity Award Grant Date**

If special circumstances arise such that the Compensation Committee or the Board of Directors determines it is advisable to grant an Equity Award at a time other than as set forth below, the Compensation Committee or the Board of Directors may consider and approve any such grant.

#### *New Hire Grants and Performance Grants*

Grants of Equity Awards made in conjunction with the hiring of a new Employee (“New Hire Grants”) or in recognition of the performance of an existing Employee (“Performance Grants”) will be made on the first trading day of the month for all grants for which processing is completed by the fifteenth of the prior month or such earlier date the prior month as communicated by management (each, a “Grant Date”). As set forth below, New Hire Grants and Performance Grants shall be made effective on the first Grant Date set forth in the chart below following the date on which all required documentation of the approval of such grant is complete (the “Grant Event”).

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<sup>1</sup> Equity Awards to non-employee directors are made pursuant to a separate policy adopted by the Board of Directors.

## New Hire and Performance Grant Date Schedule

Period in Which Grant Event Occurs	Grant Date
Dec 16 - 31	1st Trading Day of Jan
Jan 16 - 31	1st Trading Day of Feb
Feb 16 - 28/29	1st Trading Day of March
March 16 - 31	1st Trading Day of April
April 16 - 30	1st Trading Day of May
May 16 - 31	1st Trading Day of June
June 16 - 30	1st Trading Day of July
July 16 - 31	1st Trading Day of August
Aug 16 - 31	1st Trading Day of September
Sept 16 - 30	1st Trading Day of October
Oct 16 - 31	1st Trading Day of November
Nov 16 - 30	1st Trading Day of December

### *Annual Grants*

Grants of Equity Awards to existing Employees (other than Performance Grants) will be made, if at all, on an annual basis in conjunction with the annual employee review process (“Annual Grants”) and shall be approved by the Compensation Committee, the Board of Directors or by delegation of authority set forth in this policy on or prior to the grant date for the Annual Grants. The effective grant date for such Annual Grants, including full value awards (e.g., restricted stock and restricted stock units and hereafter “Full Value Awards”) awarded as an Annual Grant (a “Full Value Annual Award”), will be fully granted as of, and have an effective date of April 1st, or if April 1st is not a trading day, then the first trading day after April 1st. If the Annual Grants have not been approved by April 1st or the first trading day thereafter, as applicable, or if the Compensation Committee or Board of Directors deems it advisable to adjust the date or dates of the Annual Grants, then the Annual Grants will be made on a date or dates determined by the Compensation Committee or the Board of Directors.

### **III. Approval of Equity Awards Compensation Committee Approval**

#### *Compensation Committee*

All Annual Grants to executive officers<sup>2</sup> or directors must be approved in advance by the Compensation Committee. In addition, notwithstanding any delegation of authority set forth in this Policy, the following grants must also be approved in advance by the Compensation Committee: (i) any Full Value Award grant for more than 10,000 shares to any one individual on

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<sup>2</sup> For purpose of this Policy, “executive officer” means any person who is (a) an officer, as defined in Rule 16a-1(f) promulgated under Securities Exchange Act of 1934 (as amended), (b) a covered person under Section 162(m) of the Internal Revenue Code or (c) a member of the Executive Leadership Team of the Company.

any one grant date; (ii) any New Hire Grant or Performance Grant to a person who is or is reasonably expected to be an executive officer or director of the Company upon his or her hiring or promotion; (iii) any Equity Award grant that would exceed 20,000 Full Value Award shares to any one individual in the aggregate in any calendar year (regardless of whether such individual grants are made under any delegation of authority set forth in this Policy or by means of any action by the Compensation Committee or the Board of Directors) and (iv) any grant of an Equity Award with an exercise price per share that is less than 100% of the Fair Market Value (as defined in the Plans) on the date of grant.<sup>3</sup>

All Equity Award grants approved by the Compensation Committee should be discussed and voted upon at an in-person or telephonic meeting of the Compensation Committee. The minutes of such meetings at which Equity Award grants are approved will list the name and title of each grantee, the type and amount of Equity Awards he or she is granted, the hire date of the grantee if the Equity Award is a New Hire Grant, the scheduled grant date in accordance with this Policy, the vesting schedule for the Equity Awards and any other non-standard material terms.

If circumstances arise necessitating action, the Compensation Committee may approve an Equity Award grant by unanimous consent in writing (rather than as part of a meeting), including the delivery of signatures by electronic transmission in a manner consistent with the laws of the State of Delaware. Any such consent in writing will be effective as of the latest date it is signed (or any signature is electronically transmitted), and the grant date shall be as specified by the unanimous written consent in accordance with this Policy.

### *Delegation of Authority*

#### *CEO, CFO, and CPO Approval*

The Board of Directors and the Compensation Committee have delegated to the Company's Chief Executive Officer (the "CEO"), Chief Financial Officer (the "CFO"), and/or Chief People Officer (the "CPO"), the power and authority to award Annual Grants, New Hire Grants or Performance Grants under the Plans to Employees (other than executive officers or directors of the Company). As set forth above, this delegation of authority does not extend to: (i) any Full Value Award grant for more than 10,000 shares to any one individual on any one grant date; (ii) any Equity Award grant that would exceed 20,000 Full Value Award shares to any one individual in the aggregate in any calendar year (regardless of whether such individual grants are made under this delegation of authority or by means of any action by the Compensation Committee or the Board of Directors); (iii) any New Hire Grant or Performance Grant to a person who is or is reasonably expected to be an executive officer or director of the Company upon his or her hiring or promotion; or (iv) any grant of an Equity Award with an exercise price per share less than 100% of the Fair Market Value (as defined in the Plans) on the date of grant. In addition, Equity Awards granted pursuant to this delegation of authority may not exceed 3,000,000 Full Value Award shares in the aggregate per year. The delegation of authority adopted by the Compensation Committee as of the date of the initial adoption or amendment of

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<sup>3</sup> With respect to the numerical limits stated in this Policy in terms of Full Value Awards, each restricted stock unit shall be deemed to equal the issuance of three (3) stock option shares and may be granted within the stated numerical limits under the Plans as stock options.

this Policy replaces and supersedes any prior delegation of authority to the CEO, CFO, or CPO to grant Equity Awards under the Plans, and all prior delegations were revoked effective as of the date of the initial adoption or amendment of this Policy. Notwithstanding any other provision of this Policy, the grant date for any Equity Award granted pursuant to the delegation of authority to management shall not precede the date on which the documents approving any such Equity Award have been executed by the CEO, CFO, or CPO.

#### *Compensation Committee Oversight*

At each regularly scheduled in person meeting of the Compensation Committee, management should report to the Compensation Committee all Equity Awards granted pursuant to the foregoing authority, if any.

#### **IV. Stock Option Pricing**

The exercise price of all stock options will be equal to (or, if specified in the approval of the stock option award, greater than) the closing market price on the NASDAQ Global Select Market (or such other market on which the Company's common stock is then principally listed) of a share of the Company's common stock on the effective date of grant or, if no closing price is reported for that date, the closing price on the next preceding date for which a closing price was reported.

#### **V. Informing New Hires of Equity Awards**

The Company will document New Hire Grants in a letter or electronic transmission to the award recipient. The letter or electronic transmission will state, among other things, (1) the type and amount of Equity Awards to be granted, (2) that the Equity Awards will be granted in accordance with this Policy, (3) that the Equity Award is "subject to approval" whether that approval will be by the CEO, CFO, CPO, the Board of Directors, the Compensation Committee or other group designated by the Compensation Committee from time to time and (4) the vesting and other material terms of the Equity Award.

#### **VI. Miscellaneous**

This Policy is not intended to amend, modify or supersede the Plans or any Equity Awards granted thereunder and, in the event of any conflict between the terms of this Policy and any Plan or Equity Award agreement, the terms of such Plan or Equity Award agreement will govern. The Compensation Committee has the sole power and authority to interpret the terms of this Policy, and such interpretations will be binding on all persons. This Policy may be modified or amended at any time by the Board of Directors or the Compensation Committee.

Originally Adopted May 31, 2007

*Last revised March 7, 2018*