

## CODE OF ETHICS

### OF

### MCAFEE CORP.

### SECTION 1

#### INTRODUCTION

The Board of Directors (the “Board of Directors”) of McAfee Corp. (together with its subsidiaries, the “Corporation”) has adopted this Code of Ethics (the “Code”) in order to:

- (a) promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- (b) promote full, fair, accurate, timely, and understandable disclosure in reports and documents that the Corporation files with, or submits to, the Securities and Exchange Commission and in other public communications made by the Corporation;
- (c) promote compliance with applicable governmental laws, rules, and regulations;
- (d) promote the protection of Corporation assets, including corporate opportunities and confidential information;
- (e) promote fair dealing practices;
- (f) deter wrongdoing; and
- (g) ensure accountability for adherence to the Code.

All directors, officers, and employees are required to be familiar with the Code, comply with its provisions and report any suspected violations as described below in Section **Error! Reference source not found.**, Reporting and Enforcement.

### SECTION 2

#### HONEST AND ETHICAL CONDUCT

The Corporation's policy is to promote high standards of integrity by conducting its affairs honestly and ethically.

Each director, officer, and employee must act with integrity and observe the highest ethical standards of business conduct in his or her dealings with the Corporation's customers, suppliers, partners, service providers, competitors, employees, and anyone else with whom he or she has contact in the course of performing his or her job.

### SECTION 3

## **CONFLICTS OF INTEREST**

A conflict of interest occurs when an individual's private interest (or the interest of a member of his or her family) interferes, or even appears to interfere, with the interests of the Corporation as a whole. A conflict of interest can arise when an employee, officer, or director (or a member of his or her family) takes actions or has interests that may make it difficult to perform his or her work for the Corporation objectively and effectively. Conflicts of interest also arise when an employee, officer, or director (or a member of his or her family) receives improper personal benefits as a result of his or her position in the Corporation. Any activities or situations that have the appearance of a conflict of interest with the Corporation must be avoided. This includes activities that compete with the Corporation or interfere with the proper performance of an individual's duties or responsibilities to the Corporation.

Loans by the Corporation to, or guarantees by the Corporation of obligations of, employees or their family members are of special concern and could constitute improper personal benefits to the recipients of such loans or guarantees, depending on the facts and circumstances. Loans by the Corporation to, or guarantees by the Corporation of obligations of, any director or executive officer or their family members are expressly prohibited. For purposes of this policy, "executive officer" shall include all non-administrative personnel directly reporting to the Chief Executive Officer.

Activities involving personal, outside business, or family interests that can impair your ability to make decisions in the best interest of the Corporation must be avoided. Use of company information or company assets, except as permitted under the Corporation's Acceptable Use Policy, must not occur. In addition to these requirements, when conducting outside business activities, employees must also follow the Conducting Outside Business Guidelines.

Whether or not a conflict of interest exists or will exist can be unclear. Conflicts of interest must be avoided unless specifically authorized.

Persons other than directors and executive officers who have questions about a potential conflict of interest, or an appearance of a conflict of interest, or who become aware of an actual or potential conflict should discuss the matter with, and seek a determination and prior authorization or approval from, the McAfee's Ethics and Compliance Office.

Directors and executive officers must seek determinations and prior authorizations or approvals of potential conflicts of interest exclusively from the Nominating and Corporate Governance Committee.

For additional information regarding conflicts of interest, consult McAfee's Conflicts of Interest Manual.

## **SECTION 4**

### **COMPLIANCE**

Employees, officers and directors should comply, both in letter and spirit, with all applicable laws, rules and regulations in the cities, states and countries in which the Corporation operates.

Although not all employees, officers and directors are expected to know the details of all applicable laws, rules and regulations, it is important to know enough to determine when to seek advice from appropriate personnel. Questions about compliance should be submitted by phone or online through the McAfee's Ethics and Compliance Helpline.

No director, officer or employee may purchase or sell any Corporation securities while in possession of material nonpublic information regarding the Corporation, nor may any director, officer or employee purchase or sell another company's securities while in possession of material nonpublic information regarding that company. It is against Corporation policies and illegal for any director, officer or employee to use material nonpublic information regarding the Corporation or any other company to:

- (a) obtain profit for himself or herself; or
- (b) directly or indirectly "tip" others who might make an investment decision on the basis of that information.

## **SECTION 5**

### **DISCLOSURE**

The Corporation's periodic reports and other documents filed with the Securities and Exchange Commission, including all financial statements and other financial information, must comply with applicable federal securities laws and Securities and Exchange Commission rules.

Each director, officer and employee who contributes in any way to the preparation or verification of the Corporation's financial statements and other financial information must ensure that the Corporation's books, records and accounts are accurately maintained. Each director, officer and employee must cooperate fully with the Corporation's accounting and internal audit departments, as well as the Corporation's independent public accountants and counsel.

Each director, officer and employee who is involved in the Corporation's disclosure process must:

- (a) be familiar with and comply with the Corporation's disclosure controls and procedures and its internal control over financial reporting; and
- (b) take all necessary steps to ensure that all filings with the Securities and Exchange Commission and all other public communications about the financial and business condition of the Corporation provide full, fair, accurate, timely and understandable disclosure.

## **SECTION 6**

### **PROTECTION AND PROPER USE OF CORPORATION ASSETS**

The Corporation's physical assets include facilities, equipment, and computer and communications systems. All directors, officers and employees should protect the Corporation's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Corporation's profitability and are prohibited.

All Corporation assets should be used only for legitimate business purposes, except as permitted by the Acceptable Use Policy. Directors, officers and employees are required to protect the Corporation's physical assets from theft, loss, damage and misuse, which includes allowing an unauthorized person access to them. Any suspected incident of fraud, theft or deliberate or accidental damage or loss should be reported for investigation immediately to the Security Fusion Center.

The Corporation's desks, cubicles, offices, computing devices, and telephone equipment are not private. The Corporation reserves the right to monitor individual access and use of Corporation data, information systems, email, and resources, including monitoring of content and usage analysis patterns for both voice and data communication. Reviewing private emails may be subject to restrictions or regulations in some jurisdictions. Please refer to the Acceptable Use Policy.

The obligation to protect Corporation assets includes the Corporation's proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business and marketing plans, engineering and manufacturing ideas, designs, databases, records and any nonpublic financial data or reports. Unauthorized use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties.

## **SECTION 7**

### **CORPORATE OPPORTUNITIES**

All directors, officers and employees owe a duty to the Corporation to advance its interests when the opportunity arises. Directors, officers and employees are prohibited from taking for themselves personally (or for the benefit of friends or family members) opportunities that are discovered through the use of Corporation assets, property, information or position. Directors, officers and employees may not use Corporation assets, property, information or position for personal gain (including gain of friends or family members). In addition, no director, officer or employee may compete with the Corporation.

## **SECTION 8**

### **CONFIDENTIALITY**

Directors, officers and employees should maintain the confidentiality of information entrusted to them by the Corporation or by its employees, customers, suppliers or partners, except when disclosure is expressly authorized or is required or permitted by law. Confidential information includes all nonpublic information (regardless of its source) that might be of use to the Corporation's competitors or harmful to the Corporation or its customers, suppliers or partners if disclosed.

Examples of confidential information include, but are not limited to:

- The Corporation's business and financial condition;
- Strategic and business plans;
- Pricing information;
- Marketing plans and business development strategies;
- Personnel files;
- Research and technical data, inventions, and innovations; and
- Confidential information entrusted by business partners.

The Corporation expects directors, officers and employees to protect and not to disclose confidential information about or belonging to third parties, including, but not limited to, the information of customers, suppliers, partners, or distributors or others who do business with the Corporation. Any violation of contractual terms or law related to a third party's confidentiality rights is subject to discipline, up to and including termination of employment or other service to the Corporation, as well as possible legal action.

## **SECTION 9**

### **FAIR DEALING**

Each director, officer and employee must deal fairly with the Corporation's customers, suppliers, partners, service providers, competitors, employees and anyone else with whom he or she has contact in the course of performing his or her job. No director, officer or employee may take unfair advantage of anyone through manipulation, concealment, abuse or privileged information, misrepresentation of facts or any other unfair dealing practice.

## **SECTION 10**

### **REPORTING AND INVESTIGATION OF VIOLATIONS**

Actions prohibited by this Code or the McAfee Code of Conduct involving directors or executive officers must be reported to the Audit Committee.

Actions prohibited by this Code, the McAfee Code of Conduct or other guidelines of the Corporation involving anyone other than a director or executive officer must be reported to McAfee's Ethics and Compliance Office. Reports may be made online or by phone through the McAfee Ethics and Compliance Helpline, which is hosted by a third party and allows anonymous reporting where permitted by law. Individuals should report possible violations of this Code, the McAfee Code of Conduct or other guidelines of the Corporation even where they are not certain about a concern, do not have evidence of misconduct or do not know that a violation of law, regulation, the Code, the Code of Conduct or other guidelines of the Corporation has occurred.

After receiving a report of an alleged prohibited action, the Audit Committee, the Chief Ethics & Compliance Officer or the Chief Legal Officer must promptly take all appropriate actions necessary to investigate and determine what actions are appropriate based on the findings consistent with applicable law, regulation this Code and other company guidelines, including the McAfee Code of Conduct and the McAfee Whistleblower Policy.

All directors, officers and employees are expected to cooperate in any internal investigation of misconduct, and anyone who fails to do so is subject to disciplinary action up to and including termination of employment or other service to the Corporation, in accordance with applicable law. All individuals are required to provide honest, truthful and complete information in any investigation.

## **SECTION 11**

### **ENFORCEMENT**

The Corporation must ensure prompt and consistent action against violations of this Code.

If, after investigating a report of an alleged prohibited action by a director or executive officer, the Audit Committee determines that a violation of this Code has occurred, the Audit Committee will report such determination to the Board of Directors.

If, after investigating a report of an alleged prohibited action by any other person, the Chief Ethics & Compliance Officer determines that a violation of this Code has occurred, the Chief Ethics & Compliance Officer will report such determination to the Chief Legal Officer and People Success.

Upon receipt of a determination that there has been a violation of this Code, the Board of Directors or the Chief Legal Officer will take such preventative or disciplinary action as it deems appropriate, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

## **SECTION 12**

### **WAIVERS**

Each of the Board of Directors (in the case of a violation by a director or executive officer) and the Chief Legal Officer (in the case of a violation by any other person) may, in its discretion, waive any violation of this Code.

Any waiver for a director or an executive officer shall be disclosed as required by Securities and Exchange Commission and Nasdaq rules.

## **SECTION 13**

### **PROHIBITION ON RETALIATION**

The Corporation does not tolerate acts of retaliation against any director, officer or employee who makes a good faith report of known or suspected acts of misconduct or other violations of this Code or other guidelines of the Corporation. Retaliation can include, among other things, material changes to work assignments and/or demoting, transferring, or terminating anyone for raising a question or speaking up in good faith about a possible violation of this Code, the McAfee Code of Conduct, other policies of the Corporation or law. Anyone who retaliates or attempts to retaliate is subject to discipline up to and including termination of employment or other service to the Corporation.

Anyone who believes they have experienced retaliation should contact McAfee's Ethics and Compliance Helpline immediately.

*(Effective immediately following the effectiveness of the Corporation's Registration Statement on Form S-1 filed with the SEC)*