

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

OF

MCAFEE CORP.

SECTION 1

PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to carry out the responsibilities delegated by the Board of Directors (the “Board of Directors”) of McAfee Corp. (the “Corporation”) relating to the nominations process.

SECTION 2

COMPOSITION OF THE COMMITTEE

The Committee shall consist of at least three directors appointed to the Committee by the Board of Directors, one of whom shall be appointed as Chairperson of the Committee. Each member of the Committee shall satisfy the independence requirements of the Nasdaq Global Select Market (“Nasdaq”).

SECTION 3

MEETINGS OF THE COMMITTEE

The Committee shall hold regularly scheduled meetings and such special meetings as circumstances dictate, at which a Secretary, designated by the Committee members, shall keep minutes. A majority of the members of the Committee shall constitute a quorum. The Committee shall report regularly the Committee’s activities and actions to the Board of Directors. To the extent not set forth in this charter, the Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and voting requirements as are applicable to the Board of Directors.

SECTION 4

DUTIES AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

- (a) Make recommendations to the Board of Directors regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders, subject to approval by the Board of Directors.
- (b) Recommend to the Board of Directors the classes on which such nominees should serve.

(c) Recommend to the Board of Directors qualified individuals to serve as committee members on the various committees of the Board of Directors.

(d) If a vacancy on the Board of Directors or any Board of Directors committee occurs, identify and recommend to the Board of Directors qualified candidates to fill such vacancy.

(e) Review and recommend committee slates annually and recommend additional committee members to fill vacancies as needed.

(f) Clearly articulate to each director what service on the Board of Directors entails, including directors' basic duties and responsibilities with respect to attendance at Board of Directors meetings and advance review of meeting materials.

(g) Review the Corporation's practices and policies with respect to directors, including retirement policies, the size of the Board of Directors, service of non-employee directors, the meeting frequency of the Board of Directors and the structure of Board of Directors meetings and make recommendations to the Board of Directors with respect thereto.

(h) Recommend to the Board of Directors or to the appropriate committee thereof processes for annual evaluations of the performance of the Board of Directors and appropriate committees of the Board of Directors.

(i) Review the functions, duties, and composition of the committees of the Board of Directors and make recommendations to the Board of Directors with respect thereto.

(j) Review Corporation policies with respect to significant issues of corporate public responsibility, including contributions.

(k) Consider and report to the Board of Directors any questions of possible conflicts of interest of members of the Board of Directors.

(l) Provide for new director orientation and continuing education for existing directors on a periodic basis.

(m) Oversee the maintenance and presentation to the Board of Directors of management's plans for succession to senior management positions in the Corporation.

(n) Review and assess the adequacy of this charter and submit any changes to the Board of Directors for approval.

(o) Report the Committee's actions and any recommendations to the Board of Directors on a periodic basis.

(p) Annually perform, or participate in, an evaluation of the performance of the Committee, the results of which shall be presented to the Board of Directors.

SECTION 5

AUTHORITY AND RESOURCES OF THE COMMITTEE

In order to fulfill its role, the Committee shall have the authority to retain and terminate a search firm to assist in the identification of director candidates, and have the authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to retain legal, accounting, or other experts that it determines to be necessary to carry out its duties and to determine compensation for such advisors. The search firm and any other advisors retained by the Committee shall be independent in accordance with independence requirements of Nasdaq.

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