

# **AUDIT COMMITTEE CHARTER**

**OF**

**McAFEE CORP.**

## **SECTION 1**

### **PURPOSE**

The purpose of the Audit Committee (the “Committee”) of the Board of Directors of McAfee Corp. (the “Corporation”) is to oversee the Corporation’s accounting and financial reporting processes and the audit of the Corporation’s financial statements.

The primary role of the Committee is to oversee the financial reporting and disclosure process. To fulfill this obligation, the Committee relies on: management for the preparation and accuracy of the Corporation’s financial statements; both management and the Corporation’s internal audit department for establishing effective internal controls and procedures to ensure the Corporation’s compliance with accounting standards, financial reporting procedures and applicable laws and regulations; and the company’s independent auditors for an unbiased, diligent audit or review, as applicable, of the Corporation’s financial statements and the effectiveness of the Corporation’s internal controls. The members of the Committee are not employees of the Corporation and are not responsible for conducting the audit or performing other accounting procedures.

## **SECTION 2**

### **COMPOSITION AND ORGANIZATION**

The Committee will consist of not fewer than three (3) directors of the Board of Directors. Within one (1) year following the listing of the Corporation’s Class A common stock on the Nasdaq Global Select Market (“Nasdaq”), each member of the Committee shall be independent in accordance with the requirements of Rule 10A-3 of the Securities Exchange Act of 1934 and the rules of the Nasdaq. No member of the Committee can have participated in the preparation of the Corporation’s or any of its subsidiaries’ financial statements at any time during the past three years.

Each member of the Committee must be able to read and understand fundamental financial statements, including the Corporation’s balance sheet, income statement and cash flow statement. At least one member of the Committee must have past employment experience in finance and accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication. At least one member of the Committee must be an “audit committee financial expert” as defined in Item 407(d)(5)(ii) of Regulation S-K. A person who satisfies this definition of audit committee financial expert will also be presumed to have financial sophistication.

The Board of Directors will appoint Committee members based on recommendations from the Nominating and Corporate Governance Committee of the Board of Directors. The Board of Directors may at any time and in its discretion remove any member of the Committee with or without cause and may fill any vacancy on the Committee.

### **SECTION 3**

#### **STRUCTURE AND OPERATIONS**

The Board of Directors shall designate a member of the Committee as the chairperson. The Committee shall meet as provided by any rules it may adopt and as often as it deems is appropriate to carry out its responsibilities under this Charter, but not less than four times each fiscal year of the Corporation (such Committee meetings may be held telephonically). A majority of the members of the Committee shall constitute a quorum. The Committee will invite members of management, auditors or others to attend meetings and provide pertinent information, as it deems necessary. The agenda for Committee meetings will generally be prepared in consultation among the Committee chairperson, the Corporation's finance management, the Corporation's head of internal audit, and the independent auditor. A Secretary, designated by the Committee members, will keep minutes for each meeting of the Committee. The Committee will make such minutes available to the rest of the Board of Directors and will provide the Board of Directors with such additional information as the Committee deems appropriate, or as may be requested by 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), actions without meetings, notice, waiver of notice, and voting requirements as are applicable to the Board of Directors.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board of Directors for approval.

### **SECTION 4**

#### **DUTIES AND RESPONSIBILITIES**

The Committee will have the following authority and responsibilities:

##### **Section 4.1 Independent Auditors.**

- (a) Responsible for the appointment and oversight of an independent registered public accounting firm to act as the Corporation's independent auditors for the purpose of auditing the Corporation's annual financial statements, books, records, accounts, and internal controls over financial reporting.
- (b) Set the compensation of the Corporation's independent auditors.
- (c) Oversee the work done by the Corporation's independent auditors.

(d) Review the performance of the independent auditors, and exercise final approval on the appointment or discharge of the auditors.

(e) Select, retain, compensate, oversee and terminate, if necessary, any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation.

(f) Approve all audit engagement fees and terms; and to pre-approve all audit and permitted non-audit and tax services that may be provided by the Corporation's independent auditors or other registered public accounting firms, and establish policies and procedures for the Committee's pre-approval of permitted services by the Corporation's independent auditors or other registered public accounting firms on an on-going basis.

(g) At least annually, to obtain and review a report by the Corporation's independent auditors that describes (1) the accounting firm's internal quality control procedures, (2) any issues raised by the most recent internal quality control review, peer review or Public Company Accounting Oversight Board review or inspection of the firm or by any other inquiry or investigation by governmental or professional authorities in the past five years regarding one or more audits carried out by the firm and any steps taken to deal with any such issues, and (3) all relationships between the firm and the Corporation or any of its subsidiaries; and to discuss with the independent auditors this report and any relationships or services that may impact the objectivity and independence of the auditors.

(h) At least annually, evaluate the qualifications, performance, and independence of the Corporation's independent auditors and consider regular rotation of the accounting firm serving as the Corporation's independent auditors.

(i) Review and discuss with the independent auditors (1) the auditors' responsibilities under generally accepted auditing standings and the responsibilities of management in the audit process, (2) the overall audit strategy, (3) the scope and timing of the annual audit, (4) any significant risks identified during the auditors' risk assessment procedures, and (5) when completed, the results, including significant findings, of the annual audit.

(j) Review and discuss with the Corporation's independent auditors (1) all critical accounting policies and practices to be used in the audit, (2) all alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the auditors, and (3) other material written communications between the auditors and management.

(k) Review with management and the Corporation's independent auditors: any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Corporation's selection or application of accounting principles; any significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements, including the effects of alternative GAAP methods; and the effect of regulatory and accounting initiatives and off-balance sheet structures on the Corporation's financial statements.

(l) Keep the Corporation's independent auditors informed of the Committee's understanding of the Corporation's relationships and transactions with related parties that are significant to the company; and review and discuss with the Corporation's independent auditors the auditors' evaluation of the Corporation's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Corporation's relationships and transactions with related parties.

(m) Review with management, the internal audit department and the Corporation's independent auditors the adequacy and effectiveness of the Corporation's financial reporting processes, internal control over financial reporting and disclosure controls and procedures, including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Corporation's processes, controls and procedures and any special audit steps adopted in light of any material control deficiencies, and any fraud involving management or other employees with a significant role in such processes, controls and procedures, and review and discuss with management and the Corporation's independent auditors disclosure relating to the Corporation's financial reporting processes, internal control over financial reporting and disclosure controls and procedures, the independent auditors' report on the effectiveness of the Corporation's internal control over financial reporting and the required management certifications to be included in or attached as exhibits to the Corporation's annual report on Form 10-K or quarterly report on Form 10-Q, as applicable.

(n) Review and discuss with the Corporation's independent auditors any other matters required to be discussed by applicable requirements of the Public Company Accounting Oversight Board and the Securities and Exchange Commission.

(o) Set Corporation hiring policies for employees or former employees of the Corporation's independent auditors.

#### Section 4.2 Financial Statements.

(a) Review and discuss with the Corporation's independent auditors and management the Corporation's annual audited and quarterly financial statements (including the related notes), the form of audit opinion to be issued by the auditors on the financial statements, and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Corporation's annual report on Form 10-K before the Form 10-K is filed.

(b) Review and discuss with the Corporation's independent auditors and management the Corporation's quarterly financial statements (including the related notes), and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Corporation's quarterly report on Form 10-Q before the Form 10-Q is filed.

(c) Recommend to the Board of Directors that the audited financial statements be included in the Corporation's Form 10-K and whether Form 10-K should be filed

with the Securities and Exchange Commission; and to produce the audit committee report required to be included in the Corporation's proxy statement.

#### Section 4.3 General Compliance and Risk Oversight.

(a) Establish and oversee procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by Corporation employees of concerns regarding questionable accounting or auditing matters.

(b) Monitor compliance with the Corporation's Code of Ethics.

(c) Monitor the Corporation's overall enterprise risk management posture, review the Corporation's policies for enterprise risk assessment and risk management, and assess the steps management has taken to control such risk to the Corporation, except as to those risks for which oversight has been assigned to other committees of the Board or Directors or otherwise retained by the Board of Directors.

(d) Monitor the Corporation's cybersecurity risk posture, and review periodically with the Chief Information Security Officer or her or his designee, the Corporation's programs to control such risk.

(e) Monitor the Corporation's tax risk posture, including tax planning and compliance practices.

(f) Review, with the Chief Legal Officer, Chief Ethics & Compliance Officer, and outside legal counsel as necessary, legal and regulatory matters, including legal cases against or regulatory investigations of the Corporation and its subsidiaries, that could have a significant impact on the Corporation's financial statements.

(g) Review the effectiveness of the Corporation's system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of noncompliance.

#### Section 4.4 Review of Capacity and Performance of Internal Audit Function.

(a) Review and approve the internal audit function's annual audit plan and all major changes to the plan, review and discuss with the internal auditors the scope, progress and results of executing the internal audit plan, receive reports on the status of significant findings and recommendations as well as management's responses.

(b) Review and approve the budget and staffing of the internal audit function, including the appointment, replacement, reassignment or dismissal of the head of internal audit, who shall have direct access to the Committee. The Committee shall meet with the head of internal audit to discuss any matter that either party determines should be addressed in private.

Section 4.5 Other Responsibilities.

(a) Review, approve and oversee any transaction between the Corporation and any related person (as defined in Item 404 of Regulation S-K) and any other potential conflict of interest situations on an ongoing basis, in accordance with Corporation policies and procedures.

(b) Review with management the Corporation's (i) investment philosophy and policies, (ii) allocation and performance of its investment portfolio, (iii) management of investment risk, and (iv) policies and procedures to comply with laws and regulations pertinent to investment portfolio.

(c) Perform other activities related to this charter as requested by the Board of Directors.

**SECTION 5**

**OUTSIDE ADVISORS**

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of independent outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of any outside counsel and other advisors.

The Committee shall receive appropriate funding from the Corporation, as determined by the Committee in its capacity as a committee of the Board of Directors, for the payment of compensation to the Corporation's independent auditors, any other accounting firm engaged to perform services for the Corporation, any outside counsel and any other advisors to the Committee.

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