

LEADERSHIP DEVELOPMENT AND COMPENSATION COMMITTEE CHARTER

OF

McAFEE CORP.

SECTION 1

PURPOSE

The purpose of the Leadership Development and Compensation Committee (the “Committee”) is to carry out the responsibilities delegated by the Board of Directors of McAfee Corp. (the “Corporation”) relating to the review and determination of executive compensation.

SECTION 2

COMPOSITION AND ORGANIZATION

The Committee shall consist of at least three directors appointed to the Committee by the Board of Directors. Each member of the Committee shall be independent in accordance with the rules of the Nasdaq Global Select Market (“Nasdaq”). The Board of Directors will appoint Committee members based on recommendations from the nominating and corporate governance committee of the Board of Directors. The members of the Committee shall serve for such term or terms as the Board of Directors may determine or until earlier resignation or death. The Board of Directors may at any time and in its discretion appoint or remove any member of the Committee with or without cause and may fill any vacancy on the Committee.

SECTION 3

RESPONSIBILITIES AND DUTIES

The Committee shall have the following authority and responsibilities:

Section 3.1 Executive and Non-Employee Director Compensation.

(a) To review and approve annually the corporate goals and objectives applicable to the compensation of the Chief Executive Officer (“CEO”) and determine and approve (or recommend to the Board of Directors for determination) the CEO’s compensation level based on this evaluation. In evaluating and determining CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation (“Say on Pay Vote”) required by Section 14A of the Securities Exchange Act of 1934 (as amended from time to time, the “Exchange Act”). The CEO cannot be present during any voting or deliberations by the Committee on his or her compensation.

(b) To review and approve the compensation of all other executive officers. In evaluating executive compensation, the Committee shall consider the results of the

most recent Say on Pay Vote. For purposes of this Policy, the term “executive officers” shall include all non-executive personnel directly reporting to the CEO.

(c) To review and approve the compensation of the non-employee members of the Board of Directors from time to time, as the Committee in its sole discretion deems necessary and appropriate.

(d) To review and discuss with management the Corporation’s Compensation Discussion and Analysis (“CD&A”) and the related executive compensation information, recommend that the CD&A and related executive compensation information be included in the Corporation’s annual report on Form 10-K and proxy statement, and produce the compensation committee report on executive officer compensation required to be included in the Corporation’s proxy statement or annual report on Form 10-K.

Section 3.2 Outside Advisors.

(a) The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this charter. The Committee shall set the compensation, and oversee the work, of the compensation consultant. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this charter. 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 its compensation consultants, outside legal counsel and other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the compensation committee, and the authority granted in this charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this charter.

(b) In retaining or seeking advice from compensation consultants, outside counsel, and other advisors (other than the Corporation's in-house counsel), the Committee must take into consideration the factors specified in Nasdaq Listing Rule 5605(a)(2). The Committee may retain, or receive advice from, any compensation advisor they prefer, including ones that are not independent, after considering the specified factors. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

(c) The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. Any compensation consultant retained by the Committee to

assist with its responsibilities relating to executive compensation shall not be retained by the Corporation for any compensation or other human resource matters.

Section 3.3 Other Committee Responsibilities.

(a) To review Corporation's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.

(b) To review and recommend to the Board of Directors for approval the frequency with which the Corporation will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Corporation's proxy statement.

(c) To review and approve the group of companies used by the Corporation for peer comparisons of pay and/or performance.

(d) To review and approve any employment agreement, severance arrangements, post-termination, change-in-control provisions, employment terms, and/or offer letter related to the CEO and all other executive officers.

(e) To establish, amend, review and administer the Corporation's equity and other incentive plans, to review and approve grants made to the Corporation's executive officers and non-employee directors thereunder, and to recommend adoption of the Corporation's equity plans to the Board of Directors. In the event that any member of the Committee does not qualify as a "non-employee director" for purposes of Section 16 ("Section 16") of the Securities Exchange Act of 1934, as amended, then all compensation that is intended to be exempt from Section 16 shall also be approved by the Board of Directors or a sub-committee made up of members of the Committee who qualify as non-employee directors.

(f) To establish, amend and review the Corporation's benefit plans, including its retirement plans, deferred compensation plans and welfare benefit plans, and to establish, amend, review and administer the Corporation's other remuneration programs applicable to its executive officers, including the Corporation's global mobility and relocation programs.

(g) To carry out such other duties as the Board of Directors may direct from time-to-time.

SECTION 4

STRUCTURE AND ORGANIZATION

The Board of Directors shall designate a member of the Committee as the chairperson. The Committee shall meet at least four times a year at such times and places as it deems

necessary to fulfill its responsibilities. A majority of the members of the Committee shall constitute a quorum. The Committee shall report regularly to the Board of Directors regarding its actions and make recommendations to the Board of Directors as appropriate. 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.

The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the CEO and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.

SECTION 5

PERFORMANCE EVALUATION

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

(b) The Committee shall evaluate its performance on an annual basis and develop criteria for such evaluation. The Committee chairperson shall report the Committee's conclusions to the Board of Directors and make recommendations for improvement to the Board of Directors.

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