Announcing Sale of Enterprise Business and Creation of a Pure Play Leader in Consumer Cybersecurity

March 8, 2021

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Today's Presenters

Peter Leav
President & CEO

Venkat Bhamidipati
EVP & CFO

Ashish Agarwal
SVP, Strategy & Corp Dev

Sale of McAfee's Enterprise Business Unlocks Shareholder Value

- **Unlocks significant value for all McAfee shareholders**
- **Allows McAfee to singularly focus on our consumer business and to accelerate our strategy as a leader in personal security**
- **Will continue to drive total shareholder return over time through growth, and disciplined capital allocation**
- **Current trends have increased consumer digital interaction and accelerated subscriber adoption**
- **Highly attractive consumer subscription business with industry-leading scale, double digit growth, and high profitability**

Industry leading Cybersecurity Enterprise Business

McAfee Enterprise

+

STG SYMPHONY TECHNOLOGY GROUP

- **Testament to the business' industry-leading solutions and most notably to the outstanding contributions of our employees**
- **McAfee's Enterprise business has set the pace and standard within the cybersecurity industry for more than 30 years**
- **Partnership committed to driving the business' strategy to be the leading device-to-cloud cybersecurity company**
- **The transaction is expected to close by the end of 2021, subject to regulatory approvals and closing conditions**

Note: STG will acquire the business on a cash-free, debt-free basis

Consumer Business at a Glance

23% Revenue Growth [1]	**46%** FY20 Adj. EBITDA Margin	**18M** Core Direct to Consumer (DTC) Subscribers	**2.8M** Core DTC Subscribers Added in FY20 [2]
$19B Total Addressable Market by 2024	**100%** FY20 TTM Dollar Based Retention Rate [3]	**18%** Core DTC Subscriber Growth [1]	**13** Straight Quarters of Core DTC Subscriber Growth [2]

1. Q4 2020 vs. Q4 2019
2. Net Core Direct-To-Consumer subscribers added
3. Trailing Twelve Month Dollar Based Retention Rate is the annual contract value (ACV) of Core Direct to Consumer Customer subscriptions renewed in the trailing twelve months divided by the ACV for Core Direct to Consumer Customers subscriptions that were up for renewal in the same period

Proceeds Will Maximize Shareholder Value Through Debt Paydown and Special Dividend

Debt Paydown from Proceeds of Sale	Pro Forma Adj. Net Leverage [1]	Special Dividend [2]
~$1.0B	3.6x	$4.50
Use a portion of $4.0B of gross proceeds from sale to pay down ~$1.0B of existing debt	Return to leverage of 3.6x by the end of 2021	Delivers significant value to shareholders through an expected $4.50 per share special dividend

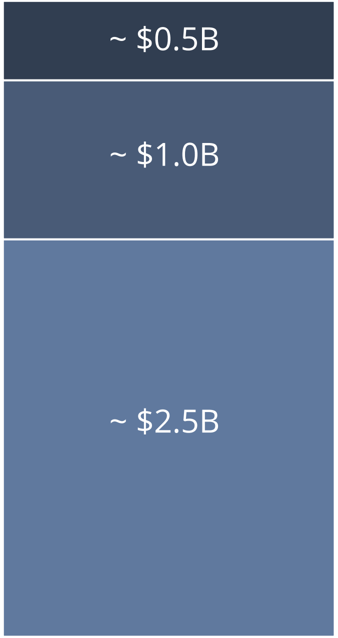
1. Adjusted Net leverage expected to return to ~ 3.6x by the end of 2021
2. Special dividend to be paid to Class A shareholders

Industry Leading Financial Profile of Our Consumer Business

	Long Term Model
Net Revenue Growth	Double Digits %
Adj. EBITDA Margin	~ 50%
Adj. Net Leverage	< 3.0 x
Capital Allocation	Return to Shareholders through Dividends, Debt Reduction and Continued Investment in Profitable Growth

Proceeds Will Maximize Shareholder Value Through Special Dividend and Debt Paydown

$4.0B



Transaction Fees, Expenses, Taxes, and Payments[1]

Debt Paydown

Net Dividend / Distribution

Leverage Neutral vs. FY20 Adj. Net Leverage (~ 3.6x) [2]

Special Dividend of $4.50 per Class A Share [3]

1. Includes $300M used by PubCo to pay required corporate taxes and related payments
2. Adjusted Net Leverage expected to return to ~ 3.6x by the end of 2021
3. Subject to Board approval, payable to all Class A shareholders

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Appendix

Appendix: Consolidated Adjusted EBITDA Reconciliation

(in millions)	2018	2019	2020	Q4 2019	Q4 2020
Net revenue	$ 2,409	$ 2,635	$ 2,906	$ 682	$ 777
Net income (loss)	$ (512)	$ (236)	$ (289)	$ (81)	$ (320)
Add: Amortization	482	470	436	117	106
Add: Equity-based compensation	28	25	313	6	288
Add: Cash in lieu of equity awards[(1)]	36	19	8	4	2
Add: Acquisition and integration costs[(2)]	30	23	8	5	2
Add: Restructuring and transition[(3)]	36	22	25	8	16
Add: Management fees[(4)]	8	8	28	2	22
Add: Implementation costs of adopting ASC Topic 606	6	4	-	-	-
Add: Transformation initiatives[(5)]	27	33	28	14	11
Add: Executive severance[(6)]	-	3	5	3	1
Add: Interest expense and other, net	307	295	308	76	85
Add: Provision for income tax expense	62	87	30	19	5
Add: Foreign exchange loss (gain), net	(30)	(20)	104	24	55
Adjusted operating income	480	733	1,004	197	273
Add: Depreciation	60	66	55	19	13
Less: Other expense	-	-	(2)	-	(1)
Adjusted EBITDA	$ 540	$ 799	$ 1,057	$ 216	$ 285

Appendix: Adjusted EBITDA Reconciliations By Segment

(in millions)	2018	2019	2020	Q4 2019	Q4 2020
Net revenue — Consumer	$ 1,161	$ 1,303	$ 1,558	$ 347	$ 426
Operating income — Consumer	$ 107	$ 277	$ 333	$ 79	$ 26
Add: Amortization	260	253	252	62	63
Add: Equity-based compensation	5	4	84	1	74
Add: Cash in lieu of equity awards[(1)]	5	2	-	1	-
Add: Acquisition and integration costs[(2)]	8	8	8	2	2
Add: Restructuring and transition[(3)]	7	2	2	-	1
Add: Management fees[(4)]	3	1	13	-	12
Add: Implementation costs of adopting ASC Topic 606	2	1	-	-	-
Add: Transformation initiatives[(5)]	11	6	9	3	5
Add: Executive severance[(6)]	-	1	1	1	-
Adjusted operating income — Consumer	408	555	702	149	183
Add: Depreciation	23	25	20	8	5
Less: Other expense	-	-	-	-	-
Adjusted EBITDA — Consumer	$ 431	$ 580	$ 722	$ 157	$ 188
Net revenue — Enterprise	$ 1,248	$ 1,332	$ 1,348	$ 335	$ 351
Operating income (loss) — Enterprise	$ (280)	$ (151)	$ (180)	$ (41)	$ (201)
Add: Amortization	222	217	184	55	43
Add: Equity-based compensation	23	21	229	5	214
Add: Cash in lieu of equity awards[(1)]	31	17	8	3	2
Add: Acquisition and integration costs[(2)]	22	15	-	3	-
Add: Restructuring and transition[(3)]	29	20	23	8	15
Add: Management fees[(4)]	5	7	15	2	10
Add: Implementation costs of adopting ASC Topic 606	4	3	-	-	-
Add: Transformation initiatives[(5)]	16	27	19	11	6
Add: Executive severance[(6)]	-	2	4	2	1
Adjusted operating income — Enterprise	72	178	302	48	90
Add: Depreciation	37	41	35	11	8
Less: Other expense	-	-	(2)	-	(1)
Adjusted EBITDA — Enterprise	$ 109	$ 219	$ 335	$ 59	$ 97

Appendix: Non-GAAP Reconciliations Footnotes

Below are additional information to the adjustments for adjusted EBITDA, adjusted net income and adjusted net income excluding impact of foreign exchange:

(1) As a result of the Sponsor Acquisition, cash awards were provided to certain employees who held Intel equity awards in lieu of equity in Foundation Technology Worldwide LLC. In addition, as a result of the Skyhigh acquisition, cash awards were provided to certain employees who held Skyhigh equity awards in lieu of equity in Foundation Technology Worldwide LLC and vest over multiple periods based on employee service requirements. As these rollover awards reflect one-time grants to former employees of the Predecessor Business and Skyhigh Networks in connection with these transactions, we believe this expense is not reflective of our ongoing results.

(2) Represents both direct and incremental costs in connection with business acquisitions, including acquisition consideration structured as cash retention, third party professional fees, and other integration costs.

(3) Represents both direct and incremental costs associated with our separation from Intel, including implementing our own stand-alone back office and costs to execute strategic restructuring events, including third-party professional fees and services, transition services provided by Intel, severance, and facility restructuring costs.

(4) Represents management fees paid to certain affiliates of our Sponsors and Intel pursuant to the Management Services Agreement. The Management Services Agreement has been terminated subsequent to the IPO and we paid a one-time fee of $22 million to such parties in October 2020.

(5) Represents costs incurred in connection with transformation of the business post-Intel separation. Also includes the cost of workforce restructurings involving both eliminations of positions and relocations to lower cost locations in connection with MAP and other transformational initiatives, strategic initiatives to improve customer retention, activation to pay and cost synergies, inclusive of duplicative run rate costs related to facilities and data center rationalization.

(6) Represents severance for executive terminations not associated with a strategic restructuring event.