

MCAFEE, INC.

Audit Committee Charter

This Audit Committee Charter, as here amended and restated, was adopted by the Board of Directors (the “Board”) of McAfee, Inc. (the “Company”) on February 3, 2009.

I. PURPOSES

The Audit Committee (the “Committee”) shall assist the Board in fulfilling its responsibility to oversee management regarding: (i) the conduct and integrity of the Company’s financial reporting to any governmental or regulatory body, shareholders, other users of Company financial reports and the public; (ii) the Company’s systems of internal control over financial reporting and disclosure controls and procedures; (iii) the qualifications, engagement, compensation, independence and performance of the Company’s independent auditors, their conduct of the annual audit of the Company’s financial statements, and their engagement to provide any other services; (iv) the Company’s legal and regulatory compliance; (v) the application of the Company’s related person transaction policy as established by the Board; (vi) the application of the Company’s codes of business conduct and ethics as established by management and the Board; (vii) the Company’s guidelines and policies that govern risk assessment and risk management; and (viii) the preparation of the audit committee report required by the rules of the Securities and Exchange Commission (“SEC”) to be included in the Company’s annual proxy statement.

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company.

In addition to retaining the Company’s independent auditor, the Committee has the power to retain outside counsel, other auditors or other advisors to assist it in carrying out its activities. The Company shall provide adequate resources to support the Committee’s activities, including compensation of the Company’s independent auditor and any counsel, other auditors and other advisors retained by the Committee. The Committee shall have the sole authority to retain, compensate, direct, oversee and terminate the Company’s independent auditor and any counsel, other auditors, and other advisors hired to assist the Committee, who shall be accountable to the Committee.

II. COMMITTEE MEMBERSHIP

The Committee shall consist of three or more members of the Board, each of whom the Board, upon the recommendation of the Governance and Nominations Committee, has selected and determined to be “independent” for purposes of audit committee membership in accordance with applicable listing standards of the New York Stock Exchange, as in effect in accordance with the SEC rules.

All members of the Committee must be financially literate as determined by the Board in accordance with applicable law and stock exchange regulations and at least one member shall be an “audit committee financial expert” as such term is defined under applicable SEC rules.

No member of the Committee may have participated in the preparation of the financial statements of the Company or any of the Company's current subsidiaries at any time during the past three years.

No member of the Committee may serve on the audit committee of more than three public companies, including the Company, unless the Board of Directors has determined that such simultaneous service would not impair the ability of such member to effectively serve on the Committee. Such determination shall be disclosed in the annual proxy statement.

Committee members shall continue to be members as long as they remain directors and until their successors as committee members are elected and qualified or until their earlier death, incapacity, resignation or removal. Any member may be removed by the Board, with or without cause, at any time. The Chairman of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board, shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee's information needs, except as otherwise provided by action of the Committee. In the absence of the Chairman at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

Members of the Committee may not receive any compensation from the Company except the fees that they receive for services as members of the Board or any Committee thereof.

III. COMMITTEE MEETINGS

The Committee shall meet on a regularly-scheduled basis at least four times per year and additionally as circumstances dictate. The Committee shall establish its own schedule of meetings. Meetings of the Committee may be held telephonically. A majority of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. The Committee shall otherwise establish its own rules of procedure.

The Committee shall meet at least quarterly with the independent auditor and the Internal Audit Director in separate executive sessions to provide the opportunity for full and frank discussion without members of senior management present.

IV. KEY RESPONSIBILITIES

The Committee's role is one of oversight. The Company's management is responsible for preparing the Company's financial statements and the independent auditors are responsible for auditing those financial statements. The Committee recognizes that Company management including the internal audit staff and the independent auditors have more time, knowledge and detailed information about the Company than do Committee members. Consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company's financial statements or any professional certification as to the independent auditor's work.

The following responsibilities are set forth as a guide to fulfilling the Committee's purposes, with the understanding that the Committee's activities may diverge as appropriate given the

circumstances. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board from time to time. The Committee may form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee.

To fulfill its purposes, the Committee shall:

(A) Supervise the Independent Auditor

- (1) Appoint, evaluate, compensate, oversee the work of, and if appropriate terminate, the independent auditor, who shall report directly to the Committee.
- (2) Review and discuss with management, the independent auditor and the Internal Audit Director: (a) any significant findings during the year, including the status of previous audit recommendations, and (b) any audit problems or difficulties encountered in the course of audit work, including any matters the independent auditor is required in accordance with applicable auditing standards to bring to the attention of the Committee.
- (3) Review and resolve any disagreements between management and the independent auditor concerning financial reporting, or relating to any audit report or other audit, review or attest services provided by the independent auditor.
- (4) The Committee shall (i) review and approve, in advance, the scope and plans for the audits and the audit fees and (ii) approve in advance all non-audit services to be performed by the independent auditor that are not otherwise prohibited by law and any associated fees. The Committee may delegate to one or more members of the Committee the authority to pre-approve audit and permissible non-audit services, as long as this pre-approval is presented to the full Committee at scheduled meetings. The Committee may, in accordance with applicable law, establish pre-approval policies and procedures for the engagement of independent accountants to render services to the Company.
- (5) At least annually, obtain and review a report by the independent auditor that describes (i) the independent auditor's internal quality control procedures, and (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding any independent audit performed by the independent auditor, and any steps taken to deal with any such issues.

(B) Evaluate the Independence of the Independent Auditor

- (1) Review and discuss with the independent auditor its annual written statement delineating all relationships or services between the independent auditor, the Company and its subsidiaries consistent with Independence Standards Board Standard No. 1 (as modified or supplemented).
- (2) Review and discuss with the independent auditor on a periodic basis any other relationships or services (including permissible non-audit services) that may affect its objectivity and independence.
- (3) Oversee the rotation of the independent auditor's lead audit and concurring partners and the rotation of other audit partners, with applicable time-out periods, in accordance with applicable law.
- (4) Take, or recommend to the Board that it takes, appropriate action to oversee the independence of the Company's outside auditor.
- (5) Set clear hiring policies for employees or former employees of the independent auditor.

(C) Oversee Internal Audit, Internal Controls and Risk Management

- (1) Review periodically whether the Company's internal audit function is best served by maintaining such function internally or by outsourcing it.
- (2) Review at least quarterly with the Internal Audit Director, who shall be a person appointed by the Board or the Committee, the internal control environment and such other responsibilities as directed by the Committee.
- (3) Review and discuss at least annually with management, including the Internal Audit Director, the scope and nature of the internal audit program and the role and responsibilities of the internal auditors.
- (4) Annually review and approve an internal audit plan for the fiscal year as prepared by the Internal Audit Director; such internal audit plan shall (a) include assessment of the internal controls environment, (b) dictate which Company operations shall be subject to an internal audit review, and (c) require that written reports be prepared for each internal audit performed describing the internal audit's findings, opinions and recommendations.
- (5) Review, as appropriate, written reports that are prepared for each internal audit performed and responses from potentially affected departments,
- (6) Review and discuss with management and the independent auditor the adequacy of the Company's internal control over financial reporting and discuss with management the Company's disclosure controls and procedures, including review and discussion, as applicable, of (a)

management's quarterly certification of the Company's disclosure controls and procedures and any reports of significant deficiencies and material weaknesses in internal control over financial reporting and actions taken to remedy any such weaknesses and any changes that have, or are reasonably likely to have, a material effect on internal control over financial reporting, (b) management's annual assessment of the Company's internal control over financial reporting and (c) the independent auditor's annual attestation report regarding the Company's internal control over financial reporting.

- (7) Discuss with management and the independent auditor, the Company's guidelines and policies with respect to risk assessment and risk management.
- (8) Review and discuss ethics compliance matters with the independent ethics compliance officer or committee; such ethics compliance committee shall include at least one person, such as an internal audit professional, who reports to the Board or the Committee independently of management.
- (9) Establish and oversee procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and any other aspects of the Company's internal control over financial reporting, and the confidential, anonymous submission by employees of concerns regarding questionable accounting, financial reporting or auditing matters.

(D) Oversee Financial Reporting

- (1) Review and discuss with management and the independent auditor all critical accounting policies and practices used by the Company, and any significant changes thereto.
- (2) Discuss the Company's financial statements, including: (a) prior to public release, discuss with management and the independent auditor the Company's annual and quarterly financial statements to be filed with the SEC, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations"; (b) with respect to the independent auditor's annual audit report and attestation report with respect to internal control over financial reporting, prior to release of the annual audited financial statements, meet with the independent auditor without any management member present to discuss (i) the adequacy of the preparation of the Company's audited financial statements, of the Company's system of internal control over financial reporting and the audit procedures applied by the independent auditor, (ii) the appropriateness of the accounting principles applied and the judgments, including estimates, made in the preparation of the Company's audited financial statements, and (iii) the quality of the

Company's financial reports; and (c) meet separately, periodically, with management including the Internal Audit Director regarding such matters.

- (3) Discuss with management and the independent auditor, generally and as appropriate, earnings press releases and the types of and presentations of financial information and earnings guidance to be made available to analysts and to rating agencies (including the dissemination of financial information not involving the presentation of financial measures in accordance with generally accepted accounting principles).

(E) Oversee Legal and Regulatory Compliance

- (1) Discuss periodically with the General Counsel to assist general Board oversight: (a) legal and regulatory matters that may have a material impact on the Company's financial statements and (b) the scope and effectiveness of the Company's legal and regulatory compliance policies and programs.
- (2) Review on an ongoing basis, discuss with management and the independent auditor, and approve or ratify any transactions or courses of dealing with related persons (*e.g.*, including significant shareholders of the Company, directors, executive officers or their immediate family members) that (i) are significant in size, (ii) involve terms or other aspects that differ from those that would likely be negotiated with independent parties, or (iii) are otherwise required to be approved or ratified by the Committee in accordance with the Company's related person transaction policy, including any safeguards or additional procedures to be applied in such circumstances.

(F) Report and Self-Evaluate

- (1) Oversee the preparation of, and approve, all reports required or appropriate in the conduct of the Committee's responsibilities, including the report for inclusion in the Company's annual proxy statement required of audit committees by SEC rules.
- (2) Conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter.
- (3) Review and reassess the adequacy of this Charter annually, and recommend to the Board amendments as the Committee deems appropriate.
- (4) Report regularly to the Board on Committee oversight functions, findings and recommendations (including on any issues that (i) arise with respect to the quality or integrity of the Company's financial statements, the performance and independence of the independent auditors and the performance of the internal audit function, (ii) arising in discussion of the

Company's compliance with legal or regulatory requirements and its codes of business conduct and ethics, (iii) relate to approvals and ratifications of related person transactions, and (iv) are or relate to any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities).

V. LIMITATION ON THE ROLE OF THE AUDIT COMMITTEE

While the Committee has the responsibilities and powers set forth in this Charter, it is not the responsibility of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the explicit responsibilities of management and the independent auditor. As such, in executing its responsibilities of oversight, the Committee does not provide any expert or special assurances or guarantees regarding the Company's financial statements nor does it provide any professional certification as to the independent auditor's work.