

# **MCAFEE, INC.**

## **CODE OF BUSINESS CONDUCT AND ETHICS**

**Adopted March 4, 2004**

### **I. Overview**

This Code of Business Conduct and Ethics sets forth the ethical principles by which we conduct business with our stockholders, employees, customers, partners, distributors, suppliers, local communities and governments wherever we operate our business. These principles apply to all of the directors, officers and employees of McAfee, Inc. and our wholly-owned subsidiaries (collectively referred to in this Code as the "Company" or "McAfee"). This Code is not an exhaustive list of all principles and policies applicable to our directors, officers and employees, and employees are advised that this Code does not replace or supersede the Company's Employee Handbook. If you believe there is a conflict between this Code and the Employee Handbook, please contact the Senior Vice President of Worldwide Human Resources and/or the General Counsel.

Compliance with this Code is the responsibility of each director, officer and employee. You should be alert to possible violations of this Code and report possible violations in the manner described in this Code.

### **II. Compliance with Law**

Directors, officers and employees must comply with all laws, regulations, rules and regulatory orders applicable to the Company and its business. Employees located outside of the United States must comply with laws, regulations, rules and regulatory orders of the United States, including the Foreign Corrupt Practices Act and U.S. export control laws, in addition to applicable local laws. Each director, officer and employee must acquire appropriate knowledge of the requirements relating to his or her duties sufficient to enable him or her to recognize potential dangers and to know when to seek advice from the Legal Department. Violations of laws, regulations, rules and orders may subject the violator to individual criminal or civil liability, as well as to discipline by the Company. These violations may also subject the Company to civil or criminal liability or the loss of business.

### **III. Standards of Conduct**

Our standards of conduct reflect the high level of ethics required by our corporate culture. We expect all directors, officers and employees to exert their best efforts, using their special talents, training, common sense and energy on behalf of the Company to create and maintain an atmosphere of ethical action and mutual respect.

Violation of any of the Company standards of conduct may result in disciplinary action up to and including immediate termination. Because it is not possible to identify every possible violation, the following is a representative list (not intended to be comprehensive) of infractions that may result in such disciplinary action:

1. Falsifying Company or customer forms (e.g., P.O.s), reports, records or other documents, including employment applications, expense reports and time cards.
2. Failing to disclose any term of a Company sale, purchase or other business transaction when presenting the transaction to Finance or Operations for recording or entering into a Side Letter of any kind.

3. Fraudulent signature (e.g., signing as a Vice President of the Company when, in fact, you are not in the position).
4. Price fixing or any violation of the Foreign Corrupt Practices Act.
5. Violation of any published policy of the Company, whether published in the Employee Handbook, on the internal website or via email.
6. Misappropriation of trade secrets of the Company or others, or improper handling of confidential information.
7. Use of Company resources (including employee time and effort) for the manufacture or production of an article for unauthorized purposes or for personal use.
8. Coercion, discrimination against or harassment of another Company employee(s).
9. Failure to comply with Company health, safety or other rules.
10. Breach of Company security.
11. Violation of any department specific code of conduct.
12. Dishonesty.

#### **IV. Conflicts of Interest**

Directors, officers and employees should avoid any action or interest that conflicts or gives the appearance of a conflict with the Company's interests. A "conflict of interest" exists whenever an individual's private interests interfere or conflict in any way (or even appear to interfere or conflict) with the best interests of the Company. A conflict situation can arise when a director, officer or employee takes action or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts may also arise when a director, officer or employee, or a family member, receives improper personal benefits as a result of his or her position with McAfee, whether from a third party or from the Company.

Conflicts of interest may not always be clear, so if a question arises higher levels of management or the Legal Department should be consulted. Any director, officer or employee who becomes aware of a potential conflict should bring it to the attention of a supervisor, manager or other appropriate personnel.

#### **V. Corporate Opportunity**

Directors, officers and employees are prohibited from (a) taking for themselves or diverting to others any opportunities that properly belong to McAfee or are discovered through the use of corporate property, information or positions; (b) using corporate property, information or position for personal gain; and (c) competing with the Company. Directors, officers and employees owe a duty to McAfee to advance its legitimate interests when the opportunity to do so arises.

#### **VI. Confidentiality**

Directors, officers and employees must maintain the confidentiality of confidential information entrusted to them by the Company, its customers, partners, distributors and suppliers, except when disclosures is specifically authorized by the Legal Department or required by law. Confidential information includes all non-public information that might be of use to competitors of McAfee or harmful to McAfee or its customers, partners, distributors or suppliers, if disclosed.

## **VII. Fair Dealing**

McAfee is proud of its reputation for excellence; a reputation based upon a commitment to ethical conduct. McAfee seeks competitive advantages through superior performance, never through unethical or illegal business practices. Each director, officer and employee is expected to deal fairly with the Company's customers, partners, distributors, suppliers and competitors. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

## **VIII. Protection and Proper Use of McAfee's Assets**

Directors, officers and employees should protect the Company's assets and ensure their efficient use. All Company assets should be used for legitimate business purposes.

## **IX. Insider Trading Policy**

The purpose of the Company's insider trading policy is to establish guidelines to ensure that all directors, officers and employees comply with laws prohibiting insider trading. No director, officer or employee in possession of insider information may trade the Company stock or options (or advise others to trade) from the time they obtain such insider information until adequate public disclosure of the information has been made. Directors, officers and employees who knowingly trade Company stock while in possession of insider information or who tip information to others will be subject to appropriate disciplinary action up to and including termination. Insider trading is also a crime. Directors, officers and employees who trade stock based on insider trading can be personally liable for damages totaling up to three times the profit made or loss avoided by the director, officer or employee. Additional information concerning the Company's insider trading policy can be found in the Employee Handbook.

## **X. Foreign Corrupt Practices Act**

McAfee requires full compliance with the Foreign Corrupt Practices Act ("FCPA") by all of its directors, officers and employees. The anti-bribery and corrupt payment provisions of the FCPA make illegal any corrupt offer, payment, promise to pay, or authorization to pay any money, gift, or anything of value to any foreign official, or any foreign political party, candidate or official, for the purpose of: influencing any act or failure to act, in the official capacity of that foreign official or party; or inducing the foreign official or party to use influence to affect a decision of a foreign government or agency, in order to obtain or retain business for anyone, or direct business to anyone.

To ensure strict compliance with the FCPA, McAfee absolutely prohibits its directors, officers and employees, wherever located, from giving a gift or gratuity or offering anything of value to a government official without prior written approval from the Company's CEO, CFO, General Counsel, or the President of the geographical region.

## **XI. Export Controls**

McAfee requires compliance with laws and regulations governing export controls in both the United States and in the countries where the Company conducts its business. A number of countries maintain controls on the destinations to which products or software may be exported. Some of the strictest export controls are maintained by the United States against countries that the U.S. government considers unfriendly or as supporting international terrorism. The U.S. regulations are complex and apply both to exports from the United States and to exports of

products from other countries, when those products contain U.S.-origin components or technology. Software created in the United States is subject to these regulations even if duplicated and packaged abroad. In some circumstances, an oral presentation containing technical data made to foreign nationals in the United States may constitute a controlled export. Additional information concerning the Company's export control policy can be found in the Employee Handbook.

## **XII. Disclosure**

The information in the Company's public communications, including SEC filings, must be full, fair, accurate, timely and understandable. All directors, officers and employees of the Company are responsible for acting in furtherance of this policy. In particular, directors and executive officers are required to maintain familiarity with the disclosure requirements applicable to the Company commensurate with their duties and are prohibited from knowingly misrepresenting, omitting or causing others to misrepresent or omit, material facts about the Company to others, whether within or outside the Company, including the Company's independent auditors. In addition, any director, officer or employee who has a supervisory role in the Company's disclosure process has an obligation to discharge such supervisory responsibilities in good faith and in the Company's best interests.

## **XIII. Reporting of Violations**

McAfee is committed to maintaining an atmosphere of open communication and trust. Furthermore, as a public company, the integrity of the Company's financial information is paramount. Company financial information guides the decisions of the Board of Directors and is relied upon by stockholders and the financial markets. For these reasons, the Company maintains a workplace where employees who reasonably believe that they are aware of conduct in violation of this Code, any Company policy, law or legal duty (including, but not limited to, questionable accounting, internal accounting controls, or auditing matters, or the reporting of fraudulent financial information to the Company's stockholders, the government or the financial markets) can raise those concerns free of any harassment, discrimination or retaliation.

Every employee is expected to report any violation of this Code, Company policy, law or legal duty to his or her supervisor, the Human Resources Department, Internal Audit or the Legal Department. In addition, employees may report violations anonymously through the Company's internal whistleblower site "Ethics First" located in the Legal Section of the Company's internal website. All reports are taken seriously, whether anonymous or otherwise.

## **XIV. Non-Retaliation**

Any employee reporting a legitimate concern under this Code, or a violation of Company policy, law or legal duty has the right to raise those concerns without fear of harassment, discrimination or retaliation. McAfee prohibits any discrimination, retaliation or harassment against any person who reports conduct in violation this Code, Company policy, law or legal duty (including questionable accounting or auditing matters, or the reporting of fraudulent financial information) based on the person's reasonable belief that such misconduct occurred.

Any employee who believes that he or she has been subject to discrimination, retaliation or harassment for making a report under this Code should immediately notify his or her supervisor, the Senior Vice President of Worldwide Human Resources and/or the General Counsel.

## **XV. Amendment, Modification and Waiver**

This Code may be amended or modified by the Board of Directors or a committee of the Board to whom this authority has been delegated. Waivers of this Code, as well as disciplinary action with respect to violations hereof, concerning a director, an executive officer and any financial or accounting officer at the level of the principal accounting officer or controller or above, may only be granted or imposed by the Board of Directors or a committee of the Board to whom this authority has been delegated, and shall be disclosed as required by the Securities Exchange Act of 1934, as amended, as well as the rules thereunder, and the applicable rules of the New York Stock Exchange. Waivers and disciplinary action with respect to other employees may be granted or imposed only by, or at the direction of, the Senior Vice President of Worldwide Human Resources.

## **XVI. Compliance with Code of Business Conduct and Ethics**

Failure to comply with this Code may result in disciplinary action up to and including immediate termination.