

MCAFEE, INC.

Governance and Nominations Committee Charter

This Governance and Nominations Committee Charter was adopted by the Board of Directors (the "Board") of McAfee, Inc. (the "Company") on April 27, 2009.

I. PURPOSES

The purpose of the Governance and Nominations Committee (the "Committee") is to ensure that the Board is properly constituted to meet its fiduciary obligations to shareholders and the Company and that the Company has and follows appropriate governance standards. To carry out this purpose, the Committee shall assist the Board in: (i) identifying, screening and reviewing individuals qualified to serve as directors and recommending to the Board candidates for nomination for election at the annual meeting of stockholders or to fill Board vacancies; (ii) overseeing the Company's policies and procedures for the receipt of stockholder suggestions regarding Board composition and recommendations of candidates or nomination by the Board; (iii) developing, recommending to the Board and overseeing implementation of the Company's corporate governance guidelines and principles; and (iv) reviewing on a regular basis the overall corporate governance of the Company and recommending improvements when necessary.

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. The Committee has the power to retain outside counsel, director search and recruitment consultants 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 Committee's counsel, consultants and other advisors. The Committee shall have the sole authority to retain, compensate, direct, oversee and terminate counsel, director search and recruitment consultants, and other advisors hired to assist the Committee, who shall be accountable ultimately to the Committee.

Members of the Committee shall not receive any compensation from the Company except the fees received as a member of the Board or any committee thereof.

II. COMMITTEE MEMBERSHIP

The Committee shall consist of two or more members of the Board, each of whom the Board has selected and determined to be "independent" in accordance with applicable rules of the New York Stock Exchange.

Members shall continue to be members 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.

III. COMMITTEE MEETINGS

The Committee shall meet on a regularly-scheduled basis at least *four* times per year, or more frequently 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 maintain minutes or other records of Committee meetings and activities.

IV. KEY RESPONSIBILITIES

The following responsibilities are set forth as a guide for 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:

1. recommend to the Board for approval, oversee the implementation and effectiveness of, recommend modifications as appropriate to, and review Company disclosures concerning the Company's policies and procedures for identifying and reviewing Board nominee candidates, including: (i) the qualifications or criteria for Board nomination to stockholders for election as a director; and (ii) policies and procedures relating to consideration of Board nominee candidates recommended by stockholders;
2. identify, screen and review individuals qualified to serve as directors, consistent with qualifications or criteria approved by the Board and recommend to the Board candidates for: (i) nomination for election or re-election by the stockholders; and (ii) any Board vacancies that are to be filled by the Board;
3. review annually the relationships between directors, the Company and members of management and recommend to the Board whether each director qualifies as "independent" under the Board's definition of "independence" and the applicable rules of the New York Stock Exchange;
4. evaluate and recommend to the Board the action to be taken if a director nominee does not receive a "majority of votes cast" at an election of directors;
5. review annually with the Board the composition of the Board as a whole, including whether the Board reflects the appropriate balance of independence, sound judgment, business specialization, technical skills, diversity and other desired qualities;
6. evaluate and make recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairs;
7. review the compensation to outside directors annually, and recommend to the Board changes as the Committee deems appropriate;
8. oversee and make recommendations to the Board concerning educational programs for directors;
9. periodically review the size of the Board and recommend to the Board any appropriate changes;
10. coordinate and oversee the annual self-evaluation of the role and performance of the Board, its committees and management in the governance of the Company;
11. develop and recommend to the Board, oversee the implementation and effectiveness of, and recommend modifications as appropriate to, a set of corporate governance guidelines and principles;
12. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this charter;
13. review and reassess the adequacy of this Charter annually, and recommend to the Board amendments as the Committee deems appropriate; and
14. report regularly to the Board on Committee findings, recommendations and any other matters the Committee deems appropriate or the Board requests.