

January 20, 2004

**CHARTER FOR THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF MCAFEE, INC.**

PURPOSE:

The purpose of the Compensation Committee established pursuant to this charter is to review and approve all forms of compensation to be provided to employees of McAfee and its subsidiaries (the "Company"), including stock compensation and loans, and to prepare a report on executive compensation for inclusion in the Company's annual proxy statement in accordance with applicable Securities and Exchange Commission ("SEC") and New York Stock Exchange ("NYSE") rules.

The purpose of the Compensation Committee is to also review and make recommendations to the Board of Directors regarding all forms of compensation to be provided to the directors of the Company, including stock compensation and loans.

The Compensation Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board of Directors from time to time prescribes.

STATEMENT OF PHILOSOPHY:

The policy of the Compensation Committee is to provide a total compensation package of salary, bonus, options and benefits at or above the market rate in order to attract and retain highly qualified employees to the Company, while maintaining high profitability for the shareholders of the Company.

MEMBERSHIP:

The Compensation Committee shall consist of a minimum of two (2) non-employee directors of the Company, each of whom is determined by the Board of Directors to be independent under applicable SEC and NYSE rules. The members of the Compensation Committee are appointed by and serve at the discretion of the Board of Directors.

RESPONSIBILITIES:

The responsibilities of the Compensation Committee include:

1. Reviewing and approving corporate goals and objectives relevant to CEO compensation;
2. Evaluating the performance of the CEO in light of such goals and objectives and, based on such evaluation, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO's compensation;
3. Reviewing and approving the Company's compensation policy and all forms of compensation (including all "plan" compensation, as such term is defined in Item 402(a)(7) of Regulation S-K promulgated by the Securities and Exchange Commission, and all non-plan compensation) to be provided to the executives and employees of the Company;
4. Reviewing and making recommendations to the Board of Directors regarding the compensation policy for directors of the Company;

5. Reviewing and approving general compensation goals and guidelines for the Company's executives and employees and the criteria by which bonuses to the Company's employees are determined;
6. Supervision of the Administrator (as defined therein) of the Company's 1997 Stock Plan, as amended and 2000 NonStatutory Stock Plan, as amended. In its supervision of the plan, the Compensation Committee may (i) grant stock options or stock purchase rights to individuals eligible for such grants, and (ii) amend such stock options or stock purchase rights.
7. Reviewing and making recommendations to the Board of Directors with respect to amendments to the 1997 Stock Plan, as amended and 2000 NonStatutory Stock Plan, as amended, and changes in the number of shares reserved for issuance thereunder;
8. Reviewing and making recommendations to the Board of Directors regarding other plans that are proposed for adoption or adopted by the Company for the provision of compensation to executives of, employees of, directors of and consultants to the Company;
9. Authorizing the repurchase of shares from terminated employees pursuant to applicable law; and
10. Conducting an annual self-assessment of Committee performance and of the adequacy of this Charter.

MEETINGS:

It is anticipated that the Compensation Committee will meet at least one time each year. However, the Compensation Committee may establish its own schedule, which it will provide to the Board of Directors in advance.

At a minimum of one of such meetings annually, the Compensation Committee will consider stock plans, performance goals and incentive awards, and the overall coverage and composition of the compensation package.

MINUTES:

The Compensation Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.

REPORTS:

The Compensation Committee will provide written reports to the Board of Directors of the Company regarding recommendations of the Compensation Committee submitted to the Board of Directors for action, and copies of the written minutes of its meetings.