

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

Adopted April 22, 2003

Revised January 20, 2004

Purpose:

The Compensation Committee is a standing committee of the Board of Directors (the “Board”) of Symantec Corporation (the “Company”) appointed to discharge the Board’s responsibilities with respect to all forms of compensation for the Company’s executive officers, to administer the Company’s equity incentive plans, and to produce an annual report on executive compensation for use in the Company’s proxy statement. The Compensation Committee shall review and recommend to the Board all compensation arrangements for the executive officers of the Company and shall determine the overall strategy for employee compensation.

Membership:

The Compensation Committee will be composed of not less than three members of the Board, each of whom will be (i) an “independent director” as defined under the rules of the New York Stock Exchange, as they may be amended from time to time (the “Rules”), except as may otherwise be permitted by such Rules, (ii) a “Non-Employee Director,” as defined in Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and (iii) an “outside director” under Regulation Section 1.162-27 promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended. The Compensation Committee members shall also be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Compensation Committee member. All members will be appointed by and serve at the pleasure of the Board.

The Board or the Nominating Committee will select members of the Compensation Committee who will be approved by a majority vote of the Board. Compensation Committee members will serve during their respective term as a director, subject to earlier removal by a majority vote of the Board. Unless a chair is elected by the full Board, the members of the Compensation Committee may designate a chair by majority vote of the Compensation Committee membership.

Duties and Responsibilities:

The principal duties of the Compensation Committee are set forth below. These duties are set forth as a guide, with the understanding that the Compensation Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities. In performing these responsibilities, the Compensation Committee shall have reasonable access to Company personnel and documents as necessary to carry out its responsibilities. The Compensation Committee may delegate authority to subcommittees of the Compensation Committee or to executive officers of the Company with respect to compensation determinations for persons who are not executive officers of the Company, except as provided in Section 7 below.

1. Determine the form and amount of compensation to be paid or awarded to all employees of the Company.
2. The Compensation Committee will have the sole authority and right, as and when it shall determine to be necessary or appropriate to the functions of the Compensation Committee, at the expense of the Company and not at the expense of the members of the Compensation Committee, to retain and terminate compensation consultants, legal counsel and other advisors of its choosing to assist the Compensation Committee in connection with its functions. The Compensation Committee shall have the sole authority to approve the fees and other retention terms of such advisors. The Company shall provide for appropriate funding, as determined by the Compensation Committee, for payment of compensation to any such advisors employed by the Compensation Committee pursuant to this Charter.
3. Annually review and approve the corporate goals and objectives relevant to executive officers' compensation and establish the specific procedures for determining all compensation to be paid to the Company's executive officers. Evaluate the performance of executive officers in light of established goals and objectives and make all decisions regarding all forms of compensation (including salary, bonus, commission, and stock or option grants) paid to the executive officers of the Company.
4. The Compensation Committee will make and annually review decisions respecting (i) salary paid to the executive officers, (ii) the grant of cash-based bonuses and equity compensation provided to the executive officers, (iii) the entering into or amendment or extension of any employment contract or similar arrangement with the executive officers, (iv) executive officers' severance or change in control arrangement, and (v) any other executive officer compensation matters as from time to time directed by the Board. In determining the long-term incentive component of the executive officer's compensation, the Compensation Committee will consider the Company's performance and relative shareholder return, the value of similar incentive awards to executive officers at companies that the Compensation Committee determines comparable based on factors it selects, and the incentive awards given to the Company's executive officers in prior years. The Compensation Committee will meet with the Company's chief executive officer within 90 days after the commencement of each fiscal year to discuss the incentive compensation programs to be in effect for the Company's executive officers for such fiscal year and the corporate goals and objectives relevant to those programs.
5. Periodically review policies for the administration of the executive officer compensation programs and periodically review policies regarding executive officer perquisites.
6. Annually review and make recommendations to the Board with respect to adoption and approval of, or amendments to, all cash-based and equity-based incentive compensation plans and arrangements, and the shares and amounts reserved thereunder after taking into consideration the Company's strategy of long-term and equity-based compensation.
7. Administer the Company's equity incentive plans for employees, whether adopted prior to or after the date of adoption of this charter, (the "Stock Plans") in accordance with the

terms thereof. The Compensation Committee will: (i) approve grants of stock, stock options or stock purchase rights to individuals eligible for such grants (including grants in compliance with Rule 16b-3 promulgated under the Exchange Act to individuals who are subject to Section 16 of the Exchange Act); (ii) interpret the Stock Plans and agreements thereunder; and (iii) determine acceptable forms of consideration for stock acquired pursuant to the Stock Plans. As set forth in Section 1 above, in carrying out its administration of the Stock Plans, the Compensation Committee may generally delegate any part of its duties to the Chief Executive Officer of the Company; however, delegated duties shall not relate to the grant or administration of options to executive officers, and provided that no option grant exceeds such amount as is determined by the Board from time to time, and, provided further, that the price per share is no less than the fair market value of the Company's common stock on the date of grant. Any delegation of duties pursuant to this paragraph shall be reflected in the written minutes of the Compensation Committee.

8. Annually review materials and analyses developed by the Company's compensation department or such outside consultants as the Compensation Committee deems appropriate, related to the form and amount of compensation to be paid or awarded to the Board of Directors of the Company. The Compensation Committee will make a recommendation to the full Board on the acceptability of any recommendations that result.
9. Make regular reports to the Board on the major items covered at each Compensation Committee meeting and make recommendations to the Board and management concerning these matters. From time to time, meet outside the presence of Company management at the end of Compensation Committee Meetings, as necessary, to discuss any matters of interest.
10. Prepare an annual report on executive compensation to the Company's stockholders for inclusion in the proxy statement for the Company's annual meeting in accordance with the rules and regulations of the Securities and Exchange Commission.
11. Perform such further functions as may be requested by the Board.
12. Perform any other activities required by applicable law, rules or regulations, including the rules of the Securities and Exchange Commission and any exchange or market on which the Company's capital stock is traded, and perform other activities that are consistent with this charter, the Company's certificate of incorporation and bylaws, and governing laws, as the Compensation Committee or the Board deems necessary or appropriate.

Meetings:

The Compensation Committee shall meet at least four times annually, or more frequently as circumstances dictate. In lieu of a meeting, the Compensation Committee may also act by unanimous written consent resolution. Except as otherwise provided by the Board, the Compensation Committee may make, alter and repeal rules for the conduct of its business. In the

absence of such rules, the Compensation Committee shall conduct its business in the same manner as the Board conducts its business pursuant to the bylaws of the Company.

Reports and Minutes:

The Compensation Committee shall maintain minutes of each of its meetings, which minutes shall be filed in the Company's minute book along with the minutes of the meetings of the Board. The Compensation Committee will record its recommendations to the Board in written reports, which reports will be incorporated as part of the minutes of the Board meeting at which those recommendations are presented.

Review of Charter:

This Charter shall be reviewed from time to time by the Board for adequacy and shall be amended if necessary.