

**CHARTER FOR THE GOVERNANCE AND NOMINATIONS COMMITTEE
OF THE BOARD OF DIRECTORS
OF MCAFEE, INC.**

Amended March 4, 2004

1. PURPOSE:

The purpose of the Governance and Nominations Committee established pursuant to this charter is to act on behalf of the Board of Directors of McAfee, Inc., (the "Company") during intervals between meetings of the Board on matters regarding corporate governance and nominations for membership on the Board of Directors and then report to the Board at its next regular meeting on any actions taken.

In addition, the purpose of the Governance and Nominations Committee is to ensure that the Board of Directors 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 Governance and Nominations Committee shall: (1) assist the Board by identifying prospective director nominees and to recommend to the Board the director nominees for the next annual meeting of shareholders; (2) develop and recommend to the Board the governance principles applicable to the Company; (3) oversee the evaluation of the Board and management; (4) recommend to the Board director nominees for each committee; and (5) conduct an annual self evaluation of the Governance and Nominations Committee's performance.

The Governance and Nominations 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.

2. MEMBERSHIP:

The Governance and Nominations Committee shall consist of at least three (3) 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. At all times, the members of the Governance and Nominations Committee shall be independent as defined by applicable Securities and Exchange Commission and New York Stock Exchange requirements. The members of the Governance and Nominations Committee shall be appointed by and serve at the discretion of the Board of Directors.

3. RESPONSIBILITIES:

The Governance and Nominations Committee has the authority to undertake the following duties and responsibilities:

- i. Meet as necessary to handle any corporate governance matters to the extent not prohibited by the General Corporation of Law of Delaware and to the extent not otherwise delegated to the Audit or Compensation Committee.
- ii. Constructing a formal procedure to handle the agenda for each meeting of the Board of Directors so that the Board of Directors' time spent on each matter is allocated efficiently.
- iii. Evaluating the current composition, organization and governance of the Board and its committees, determining future requirements and making recommendations to the Board for approval.
- iv. Determining on an as needed basis desired board qualifications, expertise and characteristics and conduct searches for potential Board members with corresponding attributes. Evaluating and recommending to the Board of Directors nominees to be considered for membership on the Board of Directors, as openings occur. In performing these tasks the Governance and Nominations Committee shall have the sole authority to retain and terminate any such firm to be used to identify director candidates.
- v. Overseeing the Board performance evaluation process including conducting surveys of director observations, suggestions and preferences.
- vi. Evaluating and making recommendations to the Board concerning the appointment of directors to the Board committees, the selection of Board committee chairs, and proposal of the Board slate for election.
- vii. Reviewing and re-examining this Charter annually and making recommendations to the Board for any proposed changes.
- viii. Annually reviewing and evaluating its own performance.
- ix. In performing its responsibilities, the Governance and Nominations Committee shall have the authority to obtain advice, reports or opinions from internal or external counsel and expert advisors.
- x. Making recommendations to the Board of Directors on those governance items requiring attention from the Board of Directors.
- xi. Coordinating with other committees to ensure responsibilities are being allocated appropriately pursuant to the committees' respective charters.

In addition to the above responsibilities, the Governance and Nominations Committee will undertake such other duties as the Board of Directors delegates to it, and will report, as necessary to the Board regarding the Committee's examination and recommendations.

4. MEETINGS:

The Governance and Nominations Committee will provide to the Board of Directors advance notice of its regularly scheduled meetings. In addition, the Governance and Nominations Committee may use unscheduled meetings to address governance issues that have to be handled between Board meetings.

The Governance and Nominations Committee is authorized, by majority vote or unanimous written consent of its members, to adopt its own rules of procedure, including the formalities of calling, noticing and holding meetings and for the taking of action of the Governance and Nominations Committee by vote at any such meeting or by unanimous written consent of the members thereof, and that unless and until any such procedures are formally adopted by the Governance and Nominations Committee, the procedures with respect to calling, noticing and holding meetings of the Governance and Nominations Committee and conducting business of the Governance and Nominations Committee shall be the same as those provided in the Bylaws of the Company with respect to calling, noticing and holding meetings of and taking action by the Board of Directors.

5. REPORTS:

The Governance and Nominations Committee may record its summaries of the recommendations to the Board in written or oral form. The Governance and Nominations Committee recommendations will be incorporated as part of the minutes of the Board of Directors meeting at which those recommendations are presented.

6. MINUTES:

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

7. OTHER:

The Governance and Nominations Committee shall have the right, as and when it shall determine to be necessary or appropriate to the functions of the Governance and Nominations Committee.

i. at the expense of the company and not at the expense of the members thereof, to retain counsel (which may be, but need not be, the regular corporate counsel to the Company) and other advisors to assist it in connection with its functions; and

ii. to request from the Chief Executive Officer and the Chief Financial Officer of the Company, and to rely upon, advise, orally or in writing, concerning aspects of the operation or financial condition of the Company relevant to the functions of the Governance and Nominations Committee.

The officers of the Company are requested to cooperate with the Governance and Nominations Committee and to render assistance to it as it shall request in carrying out its functions.