



McAfee Code of Conduct

We empower individuals and families to enjoy a safer life online.

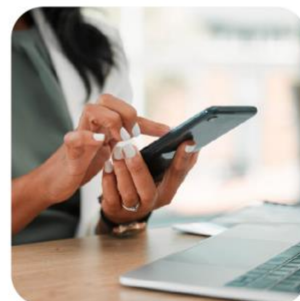


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At McAfee, we adhere to a set of core values and principles that guide every interaction we have and every decision we make. Integrity is at the core of who we are. It is the foundation of our success. For McAfee to continue to prosper, we must not only understand these values and principles, but we also must adopt them and demonstrate them through the integrity and professionalism that we bring to our global work.

At McAfee, we are uncompromising in our commitment to integrity. This forms the foundation for how we conduct business and treat others. We communicate clearly, respectfully, and professionally in business; treating employees, customers, independent contractors, consultants, suppliers, partners, and others fairly. We act as responsible corporate citizens, respecting human rights, and managing the impact of our business on the world around us.

For the benefit of each other, our communities, and McAfee, you must adhere to the expectations set forth in the Code of Conduct and all other applicable policies and procedures regarding McAfee-related activities.



Our Values

We Achieve Excellence with Speed and Agility

- The seriousness of our mission requires that we achieve excellence in our product and delivery.
- The pace at which cybersecurity threats emerge requires that we act with speed and agility.
- To accomplish this balance, we are deliberate in our actions and decisions and execute with a sense of urgency.
- We never compromise on quality.

We Play to Win or Don't Play

- We are laser focused on keeping people safe and protected.
- We are aligned on our winning strategy: we play to win, and we have fun doing it.
- It is through our passion, curiosity, and tenacity that we unite.
- Mediocrity is not in our vocabulary.
- We rise up to face our adversaries together: one team, empowered.

We Innovate Without Fear

- To deliver on our mission, we constantly experiment and innovate.
- We trust and empower each other to take risks.
- We face our failures head on.
- Our failures make us stronger and smarter.
- We create opportunities to realize the future of cutting-edge security.

We Practice Inclusive Candor and Transparency

- We offer and receive feedback in celebration of risk-taking and learning.
- We base our feedback on a foundation of trust and respect, embracing the differences in each other.
- We hold ourselves to a high standard of accountability and communicate openly and clearly about what works and what doesn't.
- Integrity is at the core of who we are. We never cut corners.

We Put the Customer at the Core

- We collaborate across boundaries to prioritize the customer.
- We listen to our customers' needs.
- We value their feedback and center their experience in our design and delivery.
- We provide an exceptional customer experience for every customer, every time.



The Code of Conduct, including the Code of Ethics attached as an addendum, which forms part of this Code of Conduct, applies to and sets expectations for all employees, as well as non-employee members of the Board of Directors, regarding their McAfee-related activities. The Code of Conduct also applies to independent contractors, consultants, suppliers, partners, and all others who do business with McAfee. Those that do business with McAfee can establish more restrictive policies but cannot operate under less restrictive policies.

Before acting, you are responsible for seeking guidance on any policies or practices about which you are unclear. If you have any questions on the application of the Code of Conduct, contact the [McAfee Ethics and Compliance Office](#). In addition, you are responsible for [reporting any ethical concerns](#), including potential violations of the Code of Conduct.

You are responsible for reading, understanding, and following the Code of Conduct. Anyone who violates the Code of Conduct is subject to discipline, up to and including termination of employment or other service to McAfee. Anyone who violates the law may also be subject to civil and criminal penalties.

The Code of Conduct affirms the five principles of conduct at McAfee:

Integrity at Our Core

We support and uphold a set of core values and principles based on integrity. Our integrity is demonstrated in the way we work, every minute of every day, both internally at McAfee and externally with those with whom we interact. We accept our role as a responsible corporate citizen, including upholding equal employment opportunities and supporting diversity and inclusion.

Integrity with Each Other

We conduct ourselves in a professional manner that shows our respect for our colleagues. We work as a team, supporting each other as we pursue the continued business success of McAfee.

Integrity in Business Interactions

We demonstrate the highest ethical standards in every business interaction, treating our employees, customers, independent contractors, consultants, suppliers, partners, and others with fairness, honesty, and respect. We avoid situations where conflicts of interest can interfere, or appear to interfere, with our ability to make sound business decisions that support McAfee goals, principles, and policies.

Integrity in Business Practices

We adhere to compliance requirements as our standard operating procedure. We uphold the applicable laws and regulations of the countries where we do business, including following guidelines to ensure the safety and lawful collection and use of the personal data that our employees, customers, independent contractors, consultants, suppliers, partners, and others entrust to us.

Integrity with Company Assets and Reputation

We recognize and protect the value of the reputation, physical assets, intellectual property, confidential and proprietary information, and trademarks and brands of McAfee.



To help our company conduct business with uncompromising integrity and professionalism, everyone to whom the Code of Conduct applies has an obligation to report possible violations of law, regulation, the Code of Conduct, and other company guidelines as described below.

Ways to Seek Guidance

Because the Code of Conduct cannot address every situation, you should seek guidance whenever you are unsure about the correct course of action. There are many ways to ask questions about the Code of Conduct:

- You can email your question to ethics@mcafee.com.
- You can ask questions or report concerns to internal groups who specialize in handling such issues, including Legal, People Success, Internal Audit, Corporate Security, or Information Security.
- You can ask questions or report concerns to your manager. If you are not comfortable raising an issue with your manager, you can raise the matter with your manager's manager or any manager in your direct management chain.

For other work-related concerns, you are encouraged to contact [People Services](#) or your People Services representative.

Potential violations of the Code of Conduct, Code of Ethics, or other company guidelines [should be reported](#) pursuant to Section 3.9 of the Code of Ethics.



One of our core values is to work as a team with respect and trust for each other. We strive to uphold open and honest communication and to protect our colleagues from discrimination, harassment, or unsafe practices.

Open and Honest Communication

We value the free flow of thoughts, ideas, questions, and concerns. We encourage you to raise work-related issues or concerns through our established processes as soon as issues or concerns arise.

We do not tolerate retaliation against anyone for asking questions or making good faith reports of possible violations of law, regulation, the Code of Conduct, or other company guidelines.

Anti-Harassment

We are committed to providing a workplace free of harassment. We do not tolerate harassment of individuals by managers or co-workers. We must treat everyone with dignity and respect.

Equal Employment Opportunities, Diversity, and Inclusion

Diversity and inclusion is a core value at McAfee. We require it in our workforce and expect our independent contractors, consultants, suppliers, partners, and all others who do business with McAfee to uphold this same value. Creating a sense of belonging for everyone is our belief and defines the environment we strive to provide.

McAfee is an equal employment opportunity employer, and we do not discriminate against employees or applicants on the basis of race, color, religion, sex, national origin, or ancestry. We also do not discriminate on the basis of age, disability, medical condition, or genetic information. And we do not discriminate based on military or veteran status.

McAfee does not discriminate on the basis of pregnancy, marital status, gender, gender expression, gender identity, sexual orientation, or any other status or characteristic protected by applicable laws, regulations, or ordinances.

For employees and applicants with disabilities, we also make reasonable accommodations as required by law.

You must follow these principles in every area of employment, including recruitment, hiring, training, promotion, compensation, benefits, transfer, and social and recreational programs.

Safety

McAfee is committed to providing a safe workplace for employees, independent contractors, consultants, suppliers, partners, and others.

You must comply with the safety laws, standards, and guidelines that apply to our business.

Workplace Violence

Our commitment to safety is unwavering. At McAfee, we do not allow or tolerate violent behavior. This includes threatening behaviors of any type (whether explicit or implicit), stalking of an individual, or any acts of physical or emotional abuse. Reports of workplace violence are treated seriously, will be investigated, and will result in appropriate action.

Examples of workplace violence include, but are not limited to:

- Shoving
- Physical attacks
- Verbal or written threats
- Throwing an object
- Destroying property

For additional information, review the [McAfee Workplace Behavior/Discipline and Discharge Guideline](#).





Communicate Professionally

The way we communicate orally and in writing is a direct expression of our brand. In all our business communications and interactions, be clear, accurate, respectful, and professional. Unprofessional and ambiguous communications can harm McAfee. Even well-intentioned communications can be misinterpreted. Communication examples include email, presentation materials, voicemails, text messages, and instant messaging, as well as content on social media and websites.

Conducting Business with Customers, Suppliers, and Others

Our success is based on strong relationships of mutual respect and trust with our customers, suppliers, and others. To maintain these strong relationships, we treat everyone with whom we deal with fairness, honesty, and respect.

In our marketing and in our interactions with customers and potential customers, we always represent McAfee products and services fairly and accurately.

We expect others with whom we do business, including independent contractors, consultants, and suppliers, to comply with all applicable laws, regulations, the Code of Conduct, and other company guidelines and to hold their supply chain accountable to these expectations as well.

Independent contractors, consultants, suppliers, and others who conduct business with McAfee risk termination of their relationship with McAfee for violations of law, regulation, the Code of Conduct, or other company guidelines.

When conducting business or engaging with the U.S. Government, McAfee employees or others acting on behalf of McAfee must comply with requirements set out in our [Policy on Doing Business with the U.S. Government](#).

Being a Responsible Corporate Citizen

As a continuous demonstration of our commitment to corporate social responsibility, we actively seek opportunities that allow our employees to participate in the betterment of others through partnerships with responsible organizations in our communities. Each geography may have varying needs, but there is one unwavering constant: the McAfee charitable spirit and enthusiasm for service.

Our generous investments, through combined volunteerism and financial support, are the manifestation of that charitable spirit, as we serve side by side participating in a wide variety of charitable activities. In everything we do, we hold ourselves to the highest standards of ethics expressed around human rights and environmental, health, and safety issues.

We support education and the enhancement of the communities where we live, work, and play, and are a leader in those efforts.

We make business decisions in the context of the short- and long-term impacts to the environment and the community.

We stand against human trafficking, forced, debt-bonded, indentured, and slave labor. We will not tolerate and we work to prevent any of these practices in our operations and supply chain wherever we do business.



You must conduct yourself and your activities in a manner that upholds our long-standing global reputation for ethical and socially responsible behavior.

Antitrust

The [McAfee Antitrust and Competition Policy](#) reflects the practices we must follow to ensure compliance with antitrust and competition laws around the world.

While there are nuances in different countries, antitrust laws generally embrace the same basic principles:

- Never agree with competitors to limit competition
- Never abuse a position of industry leadership

Antitrust laws are designed to encourage competition for the benefit of the market and its participants. These laws prohibit restraining trade unreasonably. The McAfee Antitrust and Competition Policy prohibits any agreements with competitors that would limit competition or unreasonably restrain trade.

Never discuss the following when dealing with competitors:

- Setting prices or other conditions of sale
- Dividing markets by product, customer, or geography
- Setting production levels

The consequences for violating antitrust laws are extremely serious. Both McAfee and the individual involved could be at risk of substantial criminal penalties.

While there are certain legal exceptions, the McAfee Antitrust and Competition Policy prohibits:

- Participating in specific practices that exclude our competitors
- Punishing a customer who is doing business with a competitor by withholding or threatening to withhold benefits

Follow McAfee pricing and merchandising policies precisely when dealing with distributors and resellers, the McAfee Antitrust and Competition Policy details our antitrust policy and standards. If you have any questions, contact Legal for guidance.

Bribery and Anti-Corruption

McAfee strictly prohibits all forms of bribery. Our policy is to comply with all anti-corruption laws and to accurately reflect all transactions in McAfee books and records.

Offering or accepting bribes and facilitating or participating in corrupt activity of any kind is never permitted. We do not make facilitation payments on behalf of McAfee to any government official, since many countries' laws define facilitation payments as bribes.



McAfee policy also prohibits any third parties, such as customers, independent contractors, consultants, suppliers, partners, and all others who do business with McAfee, from offering, promising, or paying bribes. If you believe a third party may attempt to offer a bribe in connection with company business, you must never engage that third party.

Consult the [Anti-Corruption Policy for Third Parties](#) and the relevant [Gifts, Meals, Entertainment, and Travel \("GMET"\) Policy for Third Parties](#) and [Gifts, Meals, Entertainment, and Travel \("GMET"\) Policy](#) to fully understand our anti-corruption expectations. Legal is available to assist with clarification of any special rules or laws that apply. You must always obtain approval as set forth in the GMET Policy before providing anything of value to a government official.

Gifts, Meals, Entertainment, and Travel

The exchange or provision of GMET may create a real or perceived conflict of interest or a situation where those expenditures could be viewed as a bribe under applicable laws and international standards. McAfee expects you and all third parties to comply with the following principles when giving or receiving GMET:

- We comply with anti-corruption laws.
- The GMET must be for a legitimate purpose, such as to promote, demonstrate, or explain a company product, position, or service.
- The GMET must not place the recipient under any obligation. We do not accept, offer, promise, or give anything of value with the intent to improperly influence any act or decision of the recipient or with the intent of compromising the recipient's objectivity in making business decisions.
- The GMET must be made openly and transparently, be reasonable and appropriate to the business relationship and local customs, and not cause embarrassment by its disclosure.
- Accurately record all GMET provided on behalf of McAfee.
- GMET may be provided to a government official (including employees of government agencies, public institutions, and state-owned enterprises) only in limited circumstances and only in accordance with the GMET Policy.

For more information, consult the GMET Policy. For questions and additional guidance, consult Legal.



As a global company, McAfee must comply with the laws of the many countries in which it does business. We are each responsible for knowing and following all applicable laws or regulations.

We also must act in a manner that upholds the spirit and the intent of the law.

Some of the legal topics we encounter include antitrust, anti-corruption, import-export, intellectual property, conflicts of interest, privacy, public communications, and doing business with a government entity.

Always follow the higher standard when the Code of Conduct or company guidelines differ from local laws or regulations. If you believe the requirements of the Code of Conduct conflict with local law, consult Legal. Violations of laws and regulations may have serious consequences for McAfee and for the individuals involved. When questions arise on these or other legal matters, you should always seek guidance from Legal.

Environmental, Health, and Safety Management and Compliance

Environmental laws, standards, requirements, and policies exist to protect the world and its inhabitants. Some of these laws apply to our worldwide business operations, practices, and products. We have a responsibility to understand and follow these requirements, including conserving energy, water, and other natural resources, managing materials and waste properly, and complying with environmental permits and health and safety requirements. We approach the resources used in creating our products and services with respect, and we pursue the reduction of waste and environmental impact from our business operations. We expect our suppliers and others in our business ecosystem to comply with all applicable environmental, health, and safety laws and standards in their operations.

Import and Export Compliance

In every country in which we do business, laws and regulations govern imports and exports. Many of these laws and regulations restrict or prohibit the physical shipment of our products or the transfer or electronic transmission of software and technology to certain destinations, entities, or foreign persons. In many cases, the law requires an export license or other appropriate government approvals before an item may be shipped or transferred.



You have a responsibility to comply with these laws and regulations. Therefore, you must clear all goods through customs and must not:

- Proceed with a transaction if you know that a violation has occurred or is about to occur
- Transfer controlled software and technology unless appropriate authorizations are obtained
- Apply an inappropriate monetary value to goods and services

Violations, even inadvertent ones, could result in significant fines and penalties, denial of export licenses, loss of export privileges, and/or customs inspections and delays.

Because these laws and regulations are complex and unique in each country, you should always consult Legal if you have questions regarding import or export regulations.

Insider Trading

Insider trading occurs when someone trades or otherwise executes transactions in a company's securities or recommends that someone else trade or otherwise execute transactions in a company's securities, while being aware of material, non-public information about that company. Insider trading also occurs when someone discloses material, non-public information about a company to another person who may trade or otherwise execute transactions in that company's securities because of that information. The United States and many other countries have laws that prohibit insider trading.

Material, non-public information is information about a company that is not generally known to the public and that a reasonable investor might find significant in purchasing or selling the company's securities. Anyone who is aware of material, non-public information about McAfee or any other company must not trade or otherwise execute transactions in McAfee securities or such other company's securities, disclose that information to others who may trade or otherwise execute transactions in such securities because of that information, or otherwise use that information for personal advantage or the personal advantage of others.

Preparing Accurate Financial and Other Records

The business decisions we make are based on our financial and business records. It is our responsibility to ensure that McAfee books and records are full, fair, accurate, timely, and understandable reflections of the company's operations and business activities.

Contractual arrangements, timecards, and expense reports, as well as any other records required in the course of our work, must be accurate, complete, and properly authorized. If questions arise, ask a manager for assistance. If you discover records that may be inaccurate, immediately report it to Finance or Legal. Falsification of records under any circumstances will not be tolerated.

We endeavor to conduct business and keep records consistent with relevant accounting standards, and we hire auditors to help us confirm we have done so. All employees and those acting under our direction are required to cooperate with our auditors.

Intellectual Property

New innovations and product developments are the core of our business and require protection. We legally protect the intellectual property we develop while also respecting the rights of others over their intellectual property.

You may not copy, reproduce, or transmit protected material, such as writing, artwork, music, video, photographs, movie clips, and software unless you have authorization or a license to do so.

Examples of things you must not do include, without limitation, the following:

- Copy protected material without permission
- Reproduce protected artwork without permission
- Disclose confidential information to any requestor without a non-disclosure agreement
- Share confidential information with others after leaving McAfee
- Use protected music on an internal video without permission
- Send unlicensed photographs to our marketing agency
- Use movie clips in a product presentation and not for a "fair use" purpose
- Encourage a colleague to use externally obtained confidential information without permission
- Pirate a software program for a team member



Privacy and Security

We each have a responsibility to comply with our privacy and security policies, including requirements for Information Security and Privacy Office reviews of most new products and upgrades, new vendors, and personal data transfers outside of McAfee. We also have a responsibility to comply with the privacy laws of the countries in which we do business.

We are committed to protecting personal data. We honor the legal rights of our employees and customers to control the use of their personal data.

Consult Legal with questions.

External Communications

Only authorized employees and approved spokespeople may make any public statements on behalf of McAfee to the media or investors.

If you are contacted by a reporter, blogger, analyst, or the public requesting comments on behalf of McAfee on a topic for which you are not expressly authorized by Marketing and Communications and the Senior Vice President of your business group to speak on behalf of the company, do not respond. Immediately refer the inquiry to Media@McAfee.com or Legal.



We dedicate considerable resources to develop and maintain assets used for the company's business. We each have a responsibility to comply with all policies and procedures that protect the value of McAfee assets. This includes physical and electronic assets and the McAfee brand, name, and reputation. We must also protect confidential information that employees, customers, independent contractors, consultants, suppliers, partners, and others have entrusted to us.

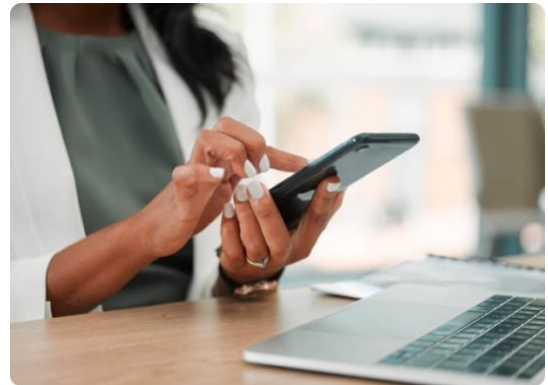
Safeguarding Trademarks and Brands

Our trademarks and brands represent some of our most valuable assets, and protection is vital to maintain that value and their continued recognition in the marketplace. Our established guidelines help you determine when and how to use them. Regardless of the type of communication, to whom it is directed internally or externally, or whether it is developed by McAfee or by third parties such as marketing agencies or OEMs, our [Brand Identity Guidelines](#) must be followed.

Representing McAfee

The McAfee reputation and name are directly related to our value and must be upheld whenever we represent our company. When you speak or write in public about McAfee, cybersecurity, or business and technology topics, your statements could reflect on McAfee. This includes situations where employees formally speak or write as authorized representatives of McAfee, such as giving industry presentations, writing blog posts, or posting on McAfee social media accounts. It also includes situations when employees speak or write about these topics on their personal accounts, such as on social media and community forums.

The [McAfee Social Media and Blogs Policy](#) outlines key considerations and requirements for these situations and will help you remain aligned with the Code of Conduct. Never reveal confidential information or overshare on social media. Once information has been shared on the internet, it can't be taken back or deleted. If you are ever unsure about posting something on your online resumé or social channels, please contact Social@McAfee.com.



Improper disclosure of McAfee or third-party confidential information can result in disciplinary action, including termination of employment or other service to McAfee, subject to applicable local law.

Certain topics or activities may also trigger additional pre-approval and review requirements. This includes discussions on threat research or taking leadership positions in trade associations or on boards. For more information, refer to the [Antitrust and Competition Policy](#) and the [Personal Appointment to Boards of Outside Organizations Guidelines](#).

Always be accurate and clear about your relationship with McAfee. When posting content on personal sites, ensure that you state that the views are your own and do not necessarily reflect those of McAfee.

Approvals and Waivers

The Code of Conduct sets out expectations for your conduct. When certain situations require permission from management or another person before taking any action, you need to raise the issue promptly to allow enough time for the necessary review and approval.

In a particular circumstance, we may find it appropriate to waive a provision of the Code of Conduct. To seek a waiver, speak with a manager, who will consider the request in consultation with others, such as Internal Audit, Legal, or People Success. Waivers of the Code of Conduct require the permission of the McAfee Chief Financial Officer, Chief Legal Officer, and Chief People Officer.

Any waiver of any provision of this Code for a member of the Board or an executive officer must be approved by the Board or by a duly authorized committee of the Board.

Reminders

The Code of Conduct serves as your guide for conducting business with integrity. It is not an employment contract and confers no rights relating to employment.

The Code of Conduct is not a complete list of company guidelines. Additional policies and guidelines are available on the [Ethics and Compliance intranet site](#). You are expected to know and comply with all company policies and guidelines related to your position within McAfee as well as all applicable laws and regulations. Violation of other McAfee policies and guidelines may also result in discipline, up to and including termination of employment or other service to McAfee.

McAfee may amend the Code of Conduct from time to time as it deems necessary or appropriate without prior notification, as permissible by law.

Addendum to the McAfee Code of Conduct

Code of Ethics

1. Purpose

The Board of Directors (the “Board of Directors”) of McAfee Corp. (together with its subsidiaries, the “Company”) has adopted this Code of Ethics (the “Code”) in order to:

- a) promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- b) promote full, fair, accurate, and understandable disclosures made available to the Company’s lenders and investors or in Company public communications made by the Company;
- c) promote compliance with applicable governmental laws, rules, and regulations;
- d) promote the protection of Company assets, including corporate opportunities and confidential information;
- e) promote fair dealing practices;
- f) deter wrongdoing; and
- g) ensure accountability for adherence to the Code.

2. Scope

All directors, officers, and employees are required to be familiar with the Code, comply with its provisions, and report any suspected violations as described below in Section 3.9 Reporting and Investigation of Violations and Section 3.10 Enforcement.

3. Policy

3.1 Honest and Ethical Conduct

The Company’s policy is to promote high standards of integrity by conducting its affairs honestly and ethically.

Each director, officer, and employee must act with integrity and observe the highest ethical standards of business conduct in his or her dealings with the Company’s customers, suppliers, partners, service providers, competitors, employees, and anyone else with whom he or she has contact in the course of performing his or her job.

3.2 Conflicts of Interest

A conflict of interest occurs when an individual's private interest (or the interest of a member of his or her family) interferes, or even appears to interfere, with the interests of the Company as a whole. A conflict of interest can arise when an employee, officer, or director (or a member of his or her family) takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest also arise when an employee, officer, or director (or a member of his or her family) receives improper personal benefits as a result of his or her position in the Company. Any activities or situations that have the appearance of a conflict of interest with the Company must be avoided. This includes activities that compete with the Company or interfere with the proper performance of an individual's duties or responsibilities to the Company.

Loans by the Company to, or guarantees by the Company of obligations of, employees or their family members are of special concern and could constitute improper personal benefits to the recipients of such loans or guarantees, depending on the facts and circumstances. Loans by the Company to, or guarantees by the Company of obligations of, any director or executive officer or their family members are expressly prohibited. For purposes of this policy, "executive officer" shall include all non-administrative personnel directly reporting to the Chief Executive Officer.

Activities involving personal, outside business, or family interests that can impair your ability to make decisions in the best interest of the Company must be avoided. Use of company information or company assets, except as permitted under the Company's [Acceptable Use Policy](#), must not occur.

Whether or not a conflict of interest exists or will exist can be unclear. Conflicts of interest must be avoided unless specifically authorized.

Persons other than directors and executive officers who have questions about a potential conflict of interest, or an appearance of a conflict of interest, or who become aware of an actual or potential conflict should discuss the matter with, and seek a determination and prior authorization or approval from, McAfee's [Ethics and Compliance Office](#).

Directors and executive officers must seek determinations and prior authorizations or approvals of potential conflicts of interest exclusively from the Nominating and Corporate Governance Committee.

For additional information regarding conflicts of interest, including how to disclose a potential conflict of interest, consult McAfee's [Conflicts of Interest Manual](#).

3.3 Compliance

Employees, officers, and directors should comply, both in letter and spirit, with all applicable laws, rules, and regulations in the cities, states, and countries in which the Company operates.

Although not all employees, officers, and directors are expected to know the details of all applicable laws, rules, and regulations, it is important to know enough to determine when to seek advice from appropriate personnel.

Questions about compliance should be submitted by phone or online through [McAfee's Ethics and Compliance Helpline](#).

No director, officer, or employee may purchase or sell any Company securities while in possession of material nonpublic information regarding the Company, nor may any director, officer, or employee purchase or sell another company's securities while in possession of material nonpublic information regarding that company. It is against Company policies and illegal for any director, officer, or employee to use material nonpublic information regarding the Company or any other company to:

- a) obtain profit for himself or herself; or
- b) directly or indirectly "tip" others who might make an investment decision on the basis of that information.

3.4 Disclosure

Each director, officer, and employee who contributes in any way to the preparation or verification of the Company's periodic reports, financial statements, and other financial information made available to the Company's lenders and investors, must ensure that the Company's books, records, and accounts are accurately maintained. Each director, officer, and employee must cooperate fully with the Company's accounting and internal audit departments, as well as the Company's independent public accountants and counsel.

Each director, officer, and employee who is involved in the Company's disclosure process must:

- be familiar with and comply with the Company's disclosure controls and procedures and its internal control over financial reporting; and
- take all necessary steps to ensure that all materials and filings with the Company's lenders and investors, and all public communications about the financial and business condition of the Company, provide full, fair, accurate, timely, and understandable disclosure.

3.5 Protection and Proper Use of Company Assets

The Company's physical assets include facilities, equipment, and computer and communications systems. All directors, officers, and employees should protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability and are prohibited.

All Company assets should be used only for legitimate business purposes, except as permitted by the [Acceptable Use Policy](#). Directors, officers, and employees are required to protect the Company's physical assets from theft, loss, damage and misuse, which includes allowing an unauthorized person access to them. Any suspected incident of fraud, theft, or deliberate or accidental damage or loss should be reported for investigation immediately to the Security Fusion Center.

The Company's desks, cubicles, offices, computing devices and telephone equipment are not private. The Company reserves the right to monitor individual access and use of Company data, information systems, email, and resources, including monitoring of content and usage analysis patterns for both voice and data communication. Reviewing private emails may be subject to restrictions or regulations in some jurisdictions. Please refer to the Acceptable Use Policy.

The obligation to protect Company assets includes the Company's proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business and marketing plans, engineering and manufacturing ideas, designs, databases, records, and any nonpublic financial data or reports. Unauthorized use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties.

3.6 Corporate Opportunities

All directors, officers, and employees owe a duty to the Company to advance its interests when the opportunity arises. Directors, officers, and employees are prohibited from taking for themselves personally (or for the benefit of friends or family members) opportunities that are discovered through the use of Company assets, property, information, or position. Directors, officers, and employees may not use Company assets, property, information, or position for personal gain (including gain of friends or family members). In addition, no director, officer, or employee may compete with the Company.

3.7 Confidentiality

Directors, officers, and employees should maintain the confidentiality of information entrusted to them by the Company or by its employees, customers, suppliers, or partners, except when disclosure is expressly authorized or is required or permitted by law. Confidential information includes all nonpublic information (regardless of its source) that might be of use to the Company's competitors or harmful to the Company or its customers, suppliers, or partners if disclosed.

Examples of confidential information include, but are not limited to:

- a) The Company's business and financial condition;
- b) Strategic and business plans;
- c) Pricing information;
- d) Marketing plans and business development strategies;
- e) Personnel files;
- f) Research and technical data, inventions, and innovations; and
- g) Confidential information entrusted by business partners.

The Company expects directors, officers, and employees to protect and not to disclose confidential information about or belonging to third parties, including, but not limited to, the information of customers, suppliers, partners, or others who do business with the Company. Any violation of contractual terms or law related to a third party's confidentiality rights is subject to discipline, up to and including termination of employment or other service to the Company, as well as possible legal action.

3.8 Fair Dealing

Each director, officer, and employee must deal fairly with the Company's customers, suppliers, partners, service providers, competitors, employees, and anyone else with whom he or she has contact in the course of performing his or her job. No director, officer, or employee may take unfair advantage of anyone through manipulation, concealment, abuse or privileged information, misrepresentation of facts, or any other unfair dealing practice.

3.9 Reporting and Investigation of Violations

Actions prohibited by this Code or the McAfee Code of Conduct involving directors or executive officers must be reported to the Audit Committee.

Actions prohibited by this Code, the McAfee Code of Conduct, or other guidelines of the Company involving anyone other than a director or executive officer must be reported to [McAfee's Ethics and Compliance Office](#). Reports may be made online or by phone through the [McAfee Ethics and Compliance Helpline](#), which is hosted by a third party and allows anonymous reporting where permitted by law. Individuals should report possible violations of this Code of Ethics, the McAfee Code of Conduct, or other guidelines of the Company even where they are not certain about a concern, do not have evidence of misconduct, or do not know that a violation of law, regulation, the Code of Ethics, the Code of Conduct, or other guidelines of the Company has occurred.

After receiving a report of an alleged prohibited action, the Audit Committee, the Chief Ethics & Compliance Officer, or the Chief Legal Officer must promptly take all appropriate actions necessary to investigate and determine what actions are appropriate based on the findings consistent with applicable law, regulation with this Code, and other company guidelines, including the McAfee Code of Conduct.

All directors, officers, and employees are expected to cooperate in any internal investigation of misconduct, and anyone who fails to do so is subject to disciplinary action up to and including termination of employment or other service to the Company, in accordance with applicable law. All individuals are required to provide honest, truthful, and complete information in any investigation.

3.10 Enforcement

The Company must ensure prompt and consistent action against violations of this Code.

If, after investigating a report of an alleged prohibited action by a director or executive officer, the Audit Committee determines that a violation of this Code has occurred, the Audit Committee will report such determination to the Board of Directors.

If, after investigating a report of an alleged prohibited action by any other person, the Chief Ethics & Compliance Officer determines that a violation of this Code has occurred, the Chief Ethics & Compliance Officer will report such determination to the Chief Legal Officer and People Success.

Upon receipt of a determination that there has been a violation of this Code, the Board of Directors or the Chief Legal Officer will take such preventative or disciplinary action as it deems appropriate, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

3.11 Waivers

Each of the Board of Directors (in the case of a violation by a director or executive officer) and the Chief Legal Officer (in the case of a violation by any other person) may, in its discretion, waive any violation of this Code.

3.12 Prohibition of Retaliation

The Company does not tolerate acts of retaliation against any director, officer, or employee who makes a good faith report of known or suspected acts of misconduct or other violations of this Code or other guidelines of the Company. Retaliation can include, among other things, material changes to work assignments and/or demoting, transferring, or terminating anyone for raising a question or speaking up in good faith about a possible violation of this Code of Ethics, the McAfee Code of Conduct, other policies of the Company, or law. Anyone who retaliates or attempts to retaliate is subject to discipline up to and including termination of employment or other service to the Company.

Anyone who believes they have experienced retaliation should contact [McAfee's Ethics and Compliance Helpline](#) immediately.