



CORPORATE GOVERNANCE GUIDELINES

(as amended and restated on March 20, 2023)

The Board of Directors (the “Board” or individually “Director”) of Gen Digital Inc. (the “Company”) represents the interests of the stockholders in perpetuating a successful business and optimizing long term stockholder value. The Board is responsible for ensuring that the Company is managed in a manner that is designed to serve such stockholder interests. However, in carrying out such responsibility, Directors may take into consideration the interests of other stakeholders.

The Board must, among other things, review the Company’s strategy, monitor corporate performance relative to that strategy, select the Chief Executive Officer of the Company, review the performance and compensation of the Chief Executive Officer, plan for the succession of the Chief Executive Officer, ensure compliance with laws and accounting principles and assess the performance of the Board itself. These are active, not passive, responsibilities. The Board also has ultimate responsibility for oversight of the Company’s risk management activities. The execution of the Company’s strategy and day to day management of the Company’s business is the responsibility of the Company’s management.

A. SELECTION AND QUALIFICATIONS OF BOARD MEMBERS

1. Selection of New Directors

The Board itself is responsible for selecting its own members and for recommending them for election by the stockholders. The Board has delegated the screening process involved to the Nominating and Governance Committee, with direct input from the Chair of the Board and the Chief Executive Officer. The invitation to join the Board should be extended on behalf of the Board by the Chair of the Nominating and Governance Committee and by the Chief Executive Officer.

2. Nomination Process

The Company’s Corporate Secretary shall be notified of all persons proposed to serve as potential candidates for nomination to the Board. For nominations of potential new candidates made other than by the Board, the stockholder or other person making such nomination shall comply with the Company’s Bylaws.

3. Board Membership Criteria and Diversity

The Nominating and Governance Committee is responsible for reviewing, on an annual basis, the appropriate skills and characteristics required of members of the Board in the context of the composition of the Board and the stage of the business of the Company. The goal of the Nominating and Governance Committee is to assemble a Board that offers a diverse portfolio of perspectives, backgrounds, experiences, knowledge, and skills derived from high-quality business and professional experience. This assessment should take into account the results of

the Board's annual self-evaluation process and include an assessment of cyber safety and technology expertise, leadership experience, public company board experience, business combinations and partnership experience, financial experience, sales, marketing and brand management, and diversity.

In particular, the Nominating and Governance Committee and the Board recognize the importance of board diversity as the foundation of good corporate governance. Board deliberations and decision making are strengthened by drawing on the skills, talents, perspectives and life experiences of a broad and diverse range of leaders. The Nominating and Governance Committee actively seeks out diverse candidates, to ensure the board is effectively positioned to appreciate and respond to the dynamic set of challenges companies face.

Any candidate to be considered for a position as a member of the Board shall (a) be an experienced person with strong business, technical and/or other skills relevant to the Company's business, (b) have demonstrated the highest levels of ethics, integrity and values, and (c) be willing to commit to diligently represent the long-term interests of the Company's stockholders in good faith.

4. Majority Vote Standard

The Company's Bylaws provide that Directors are elected by a majority of the votes cast. To effectuate this policy with regard to incumbent Directors, the Board will not nominate an incumbent Director for re-election unless prior to such nomination the Director has agreed to promptly tender a resignation if such Director fails to receive a sufficient number of votes for re-election at the stockholder meeting with respect to which such nomination is made. Such resignation will be effective upon the earlier of (i) the Board's acceptance of such resignation or (ii) the 90th day after certification of the election results of the meeting; provided, however, that prior to the effectiveness of such resignation the Board may reject such resignation and permit the Director to withdraw such resignation.

If an incumbent Director fails to receive the required vote for re-election, the Nominating and Governance Committee shall act on an expedited basis to make a recommendation as to whether to accept or reject the Director's resignation and will submit such recommendation for prompt consideration by the Board. The Board intends to act promptly on the Committee's recommendation and will decide to accept or reject such resignation and publicly disclose its decision within 90 days from the date of certification of the election results. The Nominating and Governance Committee and the Board may consider such factors they deem relevant in deciding whether to accept or reject a resignation tendered in accordance with this policy. The Board expects a Director whose resignation is under consideration to abstain from participating in any decision regarding the resignation.

5. Director Orientation and Continuing Education

The Company will conduct appropriate orientation programs for newly elected Directors, including presentations by senior management, to familiarize new Directors with the Company's strategic plans; significant financial, accounting and risk management issues; and the Company's Code of Conduct. In addition, the Company supports continuing director education

about the Company, its industry, its legal and regulatory environment and other subjects, and regularly identifies programs for attendance by members of the Board.

B. BOARD COMPOSITION

1. Size of Board

The Company's Bylaws provide that the number of members of the Board is determined by the Board. The Board's size is reviewed and assessed at least annually by the Nominating and Governance Committee to ensure that the current number of members most effectively support the Company and recommends changes to the Board as appropriate.

2. Board Independence

It is the policy of the Company that the Board consist of a majority of independent directors, as defined under the listing standards of The Nasdaq Stock Market LLC, as amended from time to time. The Nominating and Governance Committee will review and assess the independence of each Director and confirm that the independent members of the Board do not have a material relationship with the Company, other than as a Director, that would interfere with the exercise of independent judgment in carrying out the responsibilities as a member of the Board.

3. Board Leadership

It is the general policy of the Company that the Chair of the Board will be an independent director. In the event that the Chair leaves the Board or ceases to be independent, the Board shall within a reasonable amount of time appoint a new independent Chair from among the remaining independent directors.

If no independent director is available and willing to serve as Chair of the Board and the current Chair ceases to be independent, the independent members of the Board shall also elect a Lead Independent Director until a new independent Chair is appointed. The Chair shall preside at all meetings of the stockholders and of the Board as a whole, as well as over executive sessions of the independent directors, and shall perform such other duties, and exercise such powers, as from time to time shall be prescribed in the Company's Bylaws or by the Board; provided that the Lead Independent Director, if any, shall preside over executive sessions of the Company's independent directors. In addition, the Lead Independent Director, if any, shall perform such duties as may be specified by the Board, which should include, but are not limited to, the following: (i) preside at all meetings of the Board at which the Chair is not present, including executive sessions of the independent directors; (ii) facilitate communication and serve as liaison between the Chair and the independent directors; (iii) approve meeting schedules to assure that there is sufficient time for discussion of all agenda items; (iv) consult with the Chair to establish the agenda for each Board meeting; and (v) call meetings of the independent directors and communicate with major stockholders.

4. Conflicts of Interest

The Board recognizes that, given the diverse personal and business interests of its independent directors, some of whom are active in the same industry segments in which the Company does business, there may be occasions when actual or potential conflicts of interest arise between the Company and an independent director by virtue of the Director's personal or business interests. In those instances, it is the policy of the Board that such interests shall be fully disclosed to the Board, and the affected Director will be excused from those meetings of the Board, or portions thereof, where the matter in conflict is discussed or voted upon. In the event that a Director becomes aware of a situation which presents the potential for a conflict of interest, the Director is encouraged to discuss the matter with the Chair of the Board and the Chair of the Nominating and Governance Committee.

5. Changes in Circumstances

The Board should consider whether a change in an individual's professional responsibilities directly or indirectly impacts that person's ability to fulfill directorship obligations. To facilitate the Board's consideration, all Directors shall submit a resignation as a matter of course upon retirement, a change in employer, or other significant change in their professional roles and responsibilities. Such resignation may be accepted or rejected in the discretion of the Board.

6. Limitations on Other Directorships

It is the policy of the Board that given the demands of the duties undertaken by Directors, without specific approval from a majority of independent Directors, a Director, who is not currently serving as an executive officer of a publicly traded company, should limit his or her participation to no more than five (5) publicly traded company boards, which includes the Company's Board (for avoidance of doubt, there is no specific limitation on service on the Boards of non-profit organizations or privately held companies). However, the Board recognizes that the demands of such participation may vary substantially and may deem an exception appropriate so long as the Director maintains sufficient attention and availability to fulfill his or her duties to the Company and complies with the Company's conflict of interest policies. In addition, without specific approval from a majority of independent Directors, a Director who is currently serving as an executive officer of a publicly traded company may serve on no more than two (2) public company boards, excluding the Company's Board.

7. Evaluation of Performance of Board Members

The Board and the Board committees will conduct an annual self-evaluation. The Nominating and Governance Committee oversees this self-evaluation process, assesses the results and recommends changes to improve the effectiveness of the Board and its committees as appropriate.

8. Election of Directors/Term Limits

All Directors are elected annually for one-year terms. The Board does not believe that it should establish term limits. While term limits could help to ensure that there are fresh

viewpoints available to the Board, they also have the disadvantage of losing the contribution of Directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole.

9. Retirement/Age Limits

In the event that a Director reaches the age of 72 during his or her term of service, at the end of such term, the Board, in consultation with the Nominating and Governance Committee, will normally not re-nominate the Director for election at the next annual meeting, unless the Board, with the recommendation of the Nominating and Governance Committee, determines that there are special circumstances that lead the Board to conclude that continued service of such Director is in the best interests of the Company and its stockholders.

C. BOARD COMPENSATION

1. Board Compensation

The Compensation and Leadership Development Committee will evaluate the compensation to be paid to members of the Board and will develop a recommendation to the whole Board on an annual basis. It is the policy of the Board that such compensation may be paid in cash, equity or a mixture thereof, with specifics to be determined based on relevant factors such as current market conditions, best practices and common practices among similar businesses.

2. Stock Ownership

It is the policy of the Board that the Directors and executive officers should have a financial stake in the Company in order to further align their interests with those of the Company's stockholders. The Compensation and Leadership Development Committee shall determine the stock ownership guidelines for the Directors and executive officers, and the Nominating and Governance Committee will monitor compliance under such guidelines.

D. BOARD RELATIONSHIP TO SENIOR MANAGEMENT

1. Access to Senior Management

Directors are free to contact members of the Company's management and are encouraged to coordinate their contacts with the Chief Executive Officer, Chief Operating Officer, President, Chief Financial Officer, Chief Human Resources Officer, Vice President, Finance, General Counsel or Secretary. Furthermore, the Board encourages the Chief Executive Officer to, from time to time, bring into Board meetings members of management or other employees who (a) can provide additional insight into the matters being discussed because of personal involvement in those areas, and/or (b) represent individuals with future management potential that the Chief Executive Officer believes should be given exposure to the Board.

2. Succession Planning

The Compensation and Leadership Development Committee will ensure that management addresses with the Board its plans for development and succession planning for the executive officers. The Nominating and Governance Committee will oversee the Board's annual review of the Chief Executive Officer's long-term succession plan as well as the recommendation of a successor for the Chief Executive Officer should the Chief Executive Officer unexpectedly become unable to continue in that capacity.

3. CEO Performance Evaluation

At least once per year, the Nominating and Governance Committee will ensure that the independent Directors conduct an evaluation of the performance of the Chief Executive Officer. Based on the findings made in the evaluation by the Board and such other considerations as deemed appropriate, the Compensation and Leadership Development Committee may recommend changes in the Chief Executive Officer's compensation. Any changes in the compensation for the Chief Executive Officer will be approved by the independent directors.

4. Separate Meetings of Independent Directors

In addition to meeting separately to evaluate the performance of the Chief Executive Officer, the independent directors may meet separately on such other occasions as the independent directors deem appropriate. If they deem it appropriate, the independent directors may, at the Company's expense, also retain legal counsel or other advisors to advise them on matters as to which management may have a conflict of interest.

E. MEETING PROCEDURES

1. Frequency of Meetings

There shall be at least five regularly scheduled meetings of the Board per year. The Board may hold additional meetings as needed. Board members are expected to participate in meetings of the Board and committees on which they serve on.

2. Setting of Agenda for Board Meetings

After taking into account suggestions from other members of the Board, the Chair of the Board will establish the agenda for each Board meeting. The Chair shall consult with the Chief Executive Officer regarding the agenda.

3. Board Materials Distributed in Advance

To the extent possible, concise summaries of information and background materials that are important to the Board's understanding of the business and matters to be considered at its meetings should be distributed in writing to the Board sufficiently in advance of the meetings for the Board to review and consider them.

4. Executive Sessions of Independent Directors

The independent directors will meet in executive session, with only the independent directors in attendance, for a portion of each regularly scheduled meeting of the Board.

F. BOARD COMMITTEE MATTERS

1. Establishment of Board Committees

The Board will maintain at least three standing committees: an Audit Committee, a Compensation and Leadership Development Committee and a Nominating and Governance Committee. The purpose and responsibilities for each of these committees shall be outlined in their charters. After consultation with the Nominating and Governance Committee, the Board may, from time to time, form a new committee, re-allocate responsibilities of one committee to another committee or disband a current committee depending on circumstances. In addition, the Board may determine to form additional committees as appropriate.

2. Independence of Board Committees

The Audit Committee, Compensation and Leadership Development Committee and Nominating and Governance Committee shall be composed entirely of independent directors satisfying applicable legal, regulatory and stock exchange requirements necessary for an assignment to any such committee. All other committees formed by the Board shall be chaired by independent directors, except where the Board, pursuant to the recommendation of the Nominating and Governance Committee, determines otherwise.

3. Committee Resources

The Company shall provide committees with appropriate resources with which to carry out their responsibilities, including, but not limited to, sufficient funds to retain and consult with such outside technical, management, legal, financial, accounting and other experts as the committees deem appropriate in the exercise of their reasonable business judgment.

G. AUTHORITY AND OTHER MATTERS

1. Risk Management Oversight

The Board and its committees shall have an active role in overseeing the Company's risk management processes. Subject to the nature of the risk, such as financial, operational, strategic, human resource, or compliance-oriented, the Board or an appropriate committee delegated by the Board, shall regularly review the identification, measurement, prioritization, management, and monitoring of enterprise risks.

2. Board Communication with Stakeholders

Any stockholder who wishes to contact members of our Board may do so by mailing written communications to: Gen Digital Inc., 60 E. Rio Salado Parkway, Suite 1000,

Tempe, Arizona 85281, Attention: Corporate Secretary. The Corporate Secretary will review all such correspondence and provide regular summaries to the Board or to individual Directors, as relevant. The Corporate Secretary will also coordinate any requests from stockholders for additional communications with the Lead Director.

It is the policy of the Board that management has the primary responsibility to communicate with stockholders, media, customers, employees, government and other constituencies that are involved with the Company, and to set policies for those communications. Individual Directors may, from time to time at the request of management, meet or otherwise communicate with various constituencies, but it is expected that the Directors would do this with knowledge of management and, in most instances, only at the request of management.

3. Attendance at Annual Meetings of Stockholders

The Board encourages all its members to attend the Annual Meeting of Stockholders.

4. Non-Employee Director Stock Ownership Requirements

All non-employee Directors are subject to the following stock ownership requirements:

- Directors must maintain a minimum holding of Company stock with a fair market value equal to ten times such director's total annual cash retainer.
- Unvested equity award shares shall count towards the holding minimum.
- New Directors will have five years from the date of their appointment to reach the minimum holding level.

Notwithstanding the foregoing, Directors may sell enough shares to cover their income tax liability on vested grants. Directors who serve as employees of the Company will be subject to any stock ownership requirements adopted by the Compensation and Leadership Development Committee.

5. Stockholder Approval of Executive Officer Severance Benefits

The Board will seek stockholder approval before the Company enters into any new employment agreement, severance agreement or similar arrangement with any executive officer of the Company, or before the Board or the Compensation and Leadership Development Committee establishes any new severance plan or policy covering any executive officer of the Company, in each case, that provides for Cash Severance Benefits exceeding 2.99 times the sum of the executive officer's Base Salary plus Target Bonus. For this purpose:

"Cash Severance Benefits" means cash payments: (i) in respect of the termination of the executive officer's employment; (ii) to secure an agreement not to compete with the Company; or (iii) to offset any tax liability in respect of any of the foregoing. For the avoidance of doubt, "Cash Severance Benefits" do not include (a) the payment, vesting, acceleration or other

handling of equity-based awards granted under stockholder-approved plans prior to the executive officer's termination of employment, (b) payment of deferred compensation, earned retirement benefits or other vested employee benefits, in each case consistent with normal practices, provided under the Company's retirement or employee benefit plans, (c) the provision of perquisites, insurance, disability, health and welfare plan coverage and other non-cash benefits generally available to similarly-situated employees, (d) any interest required to be paid pursuant to the terms of any Company plan or policy between the termination date and the payment date, (e) any unpaid bonus for any previously completed performance period required to be paid pursuant to the terms of any Company plan or policy, (f) accrued but unpaid Base Salary or vacation pay through the termination date and reimbursement for any expenses validly incurred prior to the termination date, or (g) payments for any post-termination consulting services.

"Base Salary" means the amount an executive officer is entitled to receive as wages or salary on an annualized basis, excluding all bonus, overtime, health additive and incentive compensation, payable by the Company as consideration for the executive officer's services, provided that following a Change in Control (as defined in the Company's Executive Retention Plan), "Base Salary" means the higher of (x) the executive officer's Base Salary as in effect immediately prior to the Change in Control and (y) the executive officer's highest Base Salary in effect at any time thereafter.

"Target Bonus" means the executive officer's target bonus under the Company's annual incentive plan applicable to the executive officer for the year of termination, provided that if no target bonus has been established for such year under such plan, the year immediately preceding the year of termination, provided further that following a Change in Control (as defined in the Company's Executive Retention Plan), "Target Bonus" means (x) the Participant's Target Bonus immediately prior to the Change in Control, provided that if no Target Bonus has been established for such year under such plan, the year immediately preceding the year in which the Change in Control occurs or (y) the executive officer's Target Bonus in effect at any time after the Change in Control.

6. Compliance with Guidelines and Policies

All Board members will comply with these Guidelines and all other Company policies and procedures applicable to members of the Board.