



**CHARTER OF THE NOMINATING AND GOVERNANCE  
COMMITTEE OF THE BOARD OF DIRECTORS**  
(as amended and restated on March 20, 2023)

**I. PURPOSE**

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Gen Digital Inc. (the “Company”) is to establish the appropriate criteria for nominating qualified candidates with a diverse portfolio of perspectives, backgrounds, experiences, knowledge and skills to the Board; oversee the evaluation of the Board and its committees; and oversee the Company’s corporate governance practices and policies, including with respect to environmental, social, governance (“ESG”) and public policy matters, and ensure that they are in the best interests of the Company and its stockholders.

**II. MEMBERSHIP**

The Committee shall consist of at least three members of the Board, with the exact number being determined by the Board. Each member of the Committee shall be an “independent director” as defined under the rules and regulations of The Nasdaq Stock Market (“Nasdaq”).

All members of the Committee shall be appointed by the Board. The Board may appoint a member of the Committee to serve as the Chair of the Committee. If the Board does not elect a Chair, the members of the Committee may designate a Chair by majority vote of the Committee membership.

**III. MEETINGS AND MINUTES**

The Committee shall meet at least two times annually, or more frequently as determined by the Committee. In accordance with the Bylaws of the Company, the Committee may take action by unanimous written consent. The Committee shall keep minutes of its proceedings, which minutes shall be retained with the minutes of the meetings of the Board.

**IV. RESPONSIBILITIES AND DUTIES**

The following shall be the principal responsibilities and duties of the Committee, authorization for which has been provided by the Board. These items are set forth as a guide, with the understanding that the 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. Subject to applicable law and regulations, the Committee shall also have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees, management committees or to one or more executive officers of the Company as the Committee may deem appropriate, in its sole discretion.

**Board Composition, Nomination and Evaluation**

1. Establish the criteria and determine the desired qualifications, expertise, and characteristics of the Board, with the goal of developing a diversity of background and experience on the Board.
2. Consider and recruit qualified candidates, in consultation with the Chair of the Board and Chief Executive Officer and after taking into account input from the Board’s ongoing succession planning process, for membership on the Board, provided any candidate to be

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

3. Consider the size, composition and needs of the Board, determine future requirements and evaluate and recommend qualified candidates for election to the Board consistent with the established criteria to ensure the Board has the appropriate skills and expertise.
4. Evaluate and make recommendations to the Board regarding the structure and operations, size, and composition of the Board committees, committee member qualifications, committee member appointment and removal, and committee reporting to the Board.
5. Review and assess at least annually the independence of the members of the Board, including whether a majority of the Board continue to be independent within the meaning under the rules and regulations of Nasdaq.
6. Oversee and periodically review the Company's process for stockholders to nominate directors to the Board; and consider nominations properly submitted by the Company's stockholders in accordance with the procedures set forth in the Company's Bylaws.
7. At least annually, review the appropriate skills and characteristics required for members of the Board in the context of the composition of the Board and the stage of the business of the Company, which should include an assessment of cyber safety and technology expertise, leadership experience, public company board experience, business combinations and partnership experience, financial experience, sales, market and brand management, and diversity.
8. Implement and oversee the processes for evaluating the Board, its committees and the Chief Executive Officer on an annual basis and report the results of such evaluations, including any recommendations for proposed changes, to the Board.

#### **Corporate Governance**

9. Advise the Board on corporate governance matters and recommend to the Board appropriate or necessary actions to be taken by the Company, the Board, and the Board's committees.
10. Identify best practices and develop and recommend to the Board a set of corporate governance guidelines (the "Corporate Governance Guidelines") applicable to the Company.
11. Review and assess on at least an annual basis the adequacy of this Charter, the Corporate Governance Guidelines, the Company's Code of Conduct, and other corporate governance policies, and make recommendations to the Board of modifications as appropriate.
12. Periodically assess and make recommendations to the Board regarding stockholder rights plans and other stockholder protections, as appropriate.
13. Oversee the processes for identifying, reviewing and approving potential related party transactions with directors and executive officers, pursuant to the Related-Person Transactions Policy, and review and recommend to the Board, from time to time, any necessary amendments to the Related-Person Transactions Policy.

14. Review and approve, as appropriate, actual and potential conflicts of interests of Board members and executive officers.
15. Oversee and review the Company's programs, policies and practices concerning public policy and political activities and expenditures.
16. Oversee and review periodically the Company's programs, policies, practices, relevant risks and opportunities, measures, objectives and performance relating to ESG matters and related disclosures, and make recommendations to the Board regarding the Company's overall strategy with respect to ESG matters.
17. Coordinate with the Compensation and Leadership Development Committee and Audit Committee to ensure that environmental, social and governance disclosures in the Company's Securities and Exchange Commission ("SEC") filings comply with the rules and regulations of the SEC, as amended from time to time.
18. Oversee the Company's engagement with proxy advisory firms, stockholders and other stakeholders.
19. Annually monitor compliance under the stock ownership guidelines as set by the Compensation and Leadership Development Committee for the Board and executive officers.
20. Oversee succession planning for the Chief Executive Officer.
21. Upon consultation with the Board, the Committee will work with the Board determine whether to form a new committee, re-allocate responsibilities from one committee to another committee or disband a current committee depending on circumstances.
22. Recommend that the Board establish special committees as may be desirable or necessary from time to time to address business, ethical, legal, or other matters.
23. Oversee the management of risks that may arise in connection with the Company's governance structures, processes and other matters set forth in this Charter, and report any risks to the Board.
24. Regularly report to the Board on the major items covered at each Committee meeting and make recommendations to the Board and management concerning such matters.
25. Review any stockholder proposals received for inclusion in the Company's proxy statement and recommend a response to the Board.
26. Review proposed changes to the Company's Certificate of Incorporation and Bylaws and make recommendations to the Board.

**Other**

27. Perform such further functions as may be requested by the Board.
28. Perform any other activities required by applicable law, rules or regulations, including the rules of the SEC and Nasdaq; and perform other activities consistent with this charter, the Company's corporate governance documents and governance laws, as the Committee or the Board deem necessary or appropriate.

## **E. AUTHORITY AND RESOURCES**

The Committee shall have reasonable access to the Company's personnel and documents as necessary to carry out its responsibilities. The Committee shall also have the authority to obtain advice and assistance from internal or external legal or other advisors at the Company's expense. In order to carry out its nominating duties, the Committee shall have the authority to retain, at the Company's expense, and terminate any search firm used to identify director candidates, independent counsel or other advisers to the Committee and to approve the related fees and other retention terms.