



**CHARTER OF THE NOMINATING AND GOVERNANCE
COMMITTEE OF THE BOARD OF DIRECTORS**
(as amended and restated on January 10, 2022)

I. PURPOSE

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of NortonLifeLock Inc. (the “Company”) is to oversee the Company’s corporate governance procedures and policies, and ensure that they represent best practices and are in the best interests of the Company and its stockholders. This includes establishing the appropriate criteria for nominating qualified candidates to the Board.

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 (i) an “independent director” as defined under the rules and regulations of The Nasdaq Stock Market (“Nasdaq”), and (ii) a “non-employee director” as defined in Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

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

Meetings of the Committee shall be held from time to time, 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.

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 Company's Chair and Chief Executive Officer and after taking into account input from the Board's ongoing succession planning process, for membership on the Board.
3. Consider the size, composition and needs of the Board 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. The Committee shall recommend to the Board each year the director nominees for election at the next annual meeting of stockholders. Upon the recommendation of the Committee, the Board may appoint a director to the Board during the course of the year to serve until the next annual meeting of stockholders.
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" as defined 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.

Corporate Governance

7. Generally 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.
8. Identify best practices and develop and recommend to the Board a set of corporate governance guidelines (the "Corporate Governance Guidelines") applicable to the Company.
9. 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.
10. Periodically assess and make recommendations to the Board regarding stockholder rights plans and other stockholder protections, as appropriate.
11. Oversee the processes for identifying and reviewing potential related party transactions with directors and executive officers.

12. Review actual and potential conflicts of interests of Board members and executive officers.
13. Oversee and review annually the Company's policies and programs concerning (i) corporate social responsibility; (ii) public policy; (iii) philanthropy; (iv) political activities and expenditures; and (v) the Company's participation and visibility as a global corporate citizen.
14. Oversee and review periodically the Company's programs, policies and practices and relevant risks and opportunities relating to environmental, social and governance ("ESG") issues and related disclosures, and make recommendations to the Board regarding the Company's overall strategy with respect to ESG matters.
15. Oversee the Company's engagement with proxy advisory firms and other stakeholders and review shareholder proposals submitted to the Company that relate to the matters that are within the purview of this Committee.
16. Annually monitor compliance under the stock ownership guidelines as set by the Compensation and Leadership Development Committee for the Board and executive officers.
17. Implement and oversee the processes for evaluating the Board, its committees and the CEO on an annual basis and report the results of such evaluations, including any recommendations for proposed changes, to the Board.
18. Oversee succession planning for the Chief Executive Officer.
19. 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.
20. 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.
21. 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.
22. Review any stockholder proposals received for inclusion in the Company's proxy statement and recommend a response to the Board.
23. Oversee and periodically assess the Company's process for stockholder communication with the Board.

Other

24. Perform such further functions as may be requested by the Board.
25. 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.

V. 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.