



**CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS**
(as amended and restated on June 27, 2023)

I. PURPOSE

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Gen Digital Inc. (the “Company”) is to oversee the Company’s accounting and financial reporting processes and the audits of the Company’s financial statements, including oversight of the Company’s systems of disclosure controls and internal controls over financial reporting, compliance with legal and regulatory requirements, internal audit function and the appointment, retention, compensation, and oversight of the Company’s independent auditors. The Committee also reviews and assesses the Company’s processes to manage and control risk, except for risks expressly assigned to other committees of the Board or retained by the Board.

II. MEMBERSHIP

The Committee shall be composed of at least three members of the Board, with the exact number being determined by the Board. Each member of the Committee shall be “independent” as defined by the applicable rules and regulations of The Nasdaq Stock Market LLC, as amended from time to time (the “Exchange Rules”), except as otherwise permitted by the Exchange Rules. Each member of the Committee shall also meet the independence requirements for audit committee members specified by the rules and regulations of the Securities and Exchange Commission (“SEC”), as amended from time to time and the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Committee members shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as an audit committee member. No member shall have participated in the preparation of the financial statements of the Company or any current subsidiary at any time during the most recent three years. All members shall be appointed by and serve at the pleasure of the Board.

Each member of the Committee shall have the ability to read and understand fundamental financial statements (or become able to do so within a reasonable time after joining the Committee) and at least one member shall have prior experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities, as required by the Exchange Rules. At least one member of the Committee shall be an “audit committee financial expert” as defined by the applicable SEC rules and regulations. The Committee will review its membership annually for compliance with the above requirements.

III. MEETINGS AND MINUTES

The Committee shall meet at least four 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. DUTIES AND RESPONSIBILITIES

The following shall be the principal responsibilities and duties of the Committee. 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, the Chair of the Committee, management committees or to one or more executive officers of the Company as the Committee may deem appropriate, in its sole discretion, provided that the decisions to grant pre-approvals shall be presented to the full Committee at its next regularly scheduled meeting.

Financial Reporting

1. Review and discuss with the Company's independent auditor and management the Company's quarterly and annual financial statements, including any report or opinion by the independent auditors, and earnings releases prior to distribution to the public or filing with the SEC.
2. Review the Management's Discussion and Analysis section of the Company's Forms 10-Q and 10-K prior to filing with the SEC and discuss with management and the independent auditors.
3. In connection with the Committee's review of the annual financial statements:
 - Discuss with the independent auditors and management the completeness and accuracy of the financial statements and the results of the independent auditors' audit of the financial statements.
 - Discuss any items required to be communicated by the independent auditors with audit committees in accordance with the applicable requirements of the Public Company Accounting Oversight Board (the "PCAOB") and the SEC. These discussions should include the independent auditors' judgments about the quality and appropriateness of the Company's accounting principles, the reasonableness of significant judgments, the determination and reporting of critical audit matters, the clarity of the disclosures in the Company's financial statements and any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
4. Recommend to the Board whether the annual financial statements should be included in the annual report on Form 10-K based on (i) the Committee's review and discussion with management of the annual financial statements, (ii) the Committee's discussion with the independent auditors of the matters required to be discussed in accordance with the applicable requirements of the PCAOB and the SEC, and (iii) the Committee's review and discussion with the independent auditors of the independent auditors' independence and the written disclosures and letter from the independent auditors required by the applicable requirements of the PCAOB and the SEC regarding the independent auditors' independence.
5. In connection with the Committee's review of the quarterly financial statements:
 - Discuss with the independent auditors and management the results of the independent auditors' quarterly review.
 - Discuss significant issues, events and transactions and any significant changes regarding accounting principles, practices, judgments or estimates with management and the independent auditors, including any significant disagreements among management and the independent auditors.

6. In connection with the Committee's review of the quarterly and annual financial statements, discuss with management and the independent auditors the Company's selection, application and disclosure of critical accounting policies and estimates, any significant changes in the Company's accounting policies and any proposed changes in accounting or financial reporting that may have a significant impact on the Company.
7. Annually prepare a report to the Company's stockholders for inclusion in the Company's annual proxy statement as required by the rules and regulations of the SEC, and review the disclosure in the Company's proxy statement regarding the Committee.
8. Coordinate with the Nominating and Corporate Governance Committee and the Compensation and Leadership Development Committee to ensure that environmental, social and governance ("ESG") disclosures in SEC filings comply with the rules and regulations of the SEC and help set up processes to ensure that ESG disclosures comply with internal control practices.

Independent Auditors

9. Discuss any comments or recommendations of the independent auditors on financial reporting that may have a significant impact on the Company.
10. Discuss with independent auditors and management the adequacy and effectiveness of the Company's accounting and financial reporting processes, including disclosure controls and procedures, systems of internal control over financial reporting and the adequacy of the system of reporting to the audit committee.
11. Consult with the independent auditors at least once per quarter out of the presence of management about internal controls, the completeness and accuracy of the Company's financial statements and such other matters that the Committee or the independent auditors desire to discuss privately with the Committee.
12. Appoint and, if necessary, terminate any independent registered public accounting firm engaged to render an audit report or to perform other audit, review or attest services for the Company. The Committee shall set the compensation of independent auditors and approve all audit engagement fees and terms. The Committee shall have the sole authority to approve the hiring and firing of the Company's independent auditors, and the independent auditors shall report directly to the Committee.
13. Communicate with the Company's independent auditors about the Company's expectations regarding its relationship with the independent auditors, including the independent auditors' ultimate accountability to the Committee, and the ultimate authority and responsibility of the Committee to select, evaluate and, where appropriate, replace the independent auditors.
14. Review and approve processes and procedures to ensure the continuing independence of the Company's independent auditors. These processes shall include obtaining and reviewing, on at least an annual basis, a letter from the independent auditors describing all relationships between the independent auditors and the Company required to be disclosed by the applicable requirements of the PCAOB, reviewing the nature and scope of such relationships, discussing the relationships with the independent auditors and discontinuing any relationships that the Committee believes could compromise the independence of the independent auditors. These processes shall also include consideration of whether fees billed for information technology

services and other non-audit services are compatible with maintaining the independence of the independent auditors. The independent auditor shall report directly to the Committee.

15. Review and discuss with the independent auditors the independent auditors' responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process, their audit plan, including the scope and timing of audit activities, staffing of the audit and any other matters the independent auditors are required discuss with audit committees in accordance with the applicable requirements of the PCAOB and the SEC.
16. Pre-approve all audit and permissible non-audit and tax services to be provided to the Company by the independent auditors (or subsequently approving non-audit services in those circumstances where a subsequent approval is permissible) in accordance with applicable laws and approve the fees and other significant compensation to be paid to the independent auditors. The Chair shall be authorized to pre-approve such service requests and approve such fees and other significant compensation between meetings of the Committee, provided the independent auditors review such service and fee requests with the full Committee at the next regularly scheduled meeting of the Committee.

Risk Management

17. Review and discuss with management, on a periodic basis, the Company's practices with respect to financial and enterprise risk identification, assessment, monitoring and risk management and mitigation.
18. Review and discuss with management, on a periodic basis, the Company's major financial and enterprise risk exposures and the steps management has taken to monitor or mitigate such risk exposures, including those risk exposures for which oversight has been assigned to other committees of the Board to the extent that such risk exposures relate to enterprise risk management.
19. Review with management and members of internal audit the Company's business continuity and disaster preparedness planning.
20. Review with management and members of internal audit any regulatory developments that could impact the Company's risk identification, assessment, monitoring and risk management and mitigation.

Internal Controls, Legal Compliance and Ethics

21. Review on an annual basis and discuss with the Company's independent auditor the internal audit function of the Company, including the independence and authority of its reporting obligations and the coordination of the Company's internal audit consultants with the Company's independent auditors.
22. If any significant deficiencies or material weaknesses are noted, review and discuss reports prepared by management and the independent auditors assessing the adequacy and effectiveness of the Company's disclosure controls and procedures and internal control over financial reporting prior to the inclusion of such reports in the Company's periodic reports.
23. On a periodic basis, review and discuss with the Head of Compliance the Company's ethics and compliance program, including policies and procedures for monitoring compliance, areas of compliance risk (including any material compliance issues and/or risk exposure), the

implementation and effectiveness of the Company's ethics and compliance program and remediation plans developed by the Company to resolve any material compliance issues.

24. Review any allegation of fraud involving management or any employee of the Company with a significant role in the Company's internal controls over financial reporting that is disclosed to the Committee.
25. Develop and maintain processes for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, including provisions to allow for concerns regarding questionable accounting or auditing matters to be submitted by the Company's employees on a confidential, anonymous basis.
26. Periodically review legal and regulatory requirements that may have a significant impact on the Company's business, financial statements or results of operations.
27. Review and reassess the adequacy of the Committee's charter on an annual basis, submit the charter to the Board for review and, make a copy of the charter publicly available as required by the rules and regulations of the SEC and evaluate the Committee's composition and performance on an annual basis.
28. Perform any other activities required by applicable law, rules or regulations, including the rules of the SEC and the Exchange Rules, and perform other activities that are 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 unrestricted access to Company personnel and documents, authority to direct and supervise an investigation into any matters within the scope of its duties, and authority and funding for the payment of compensation to any independent auditor, outside legal counsel, experts and any other advisors as it determines to be necessary or appropriate to carry out its duties and responsibilities. The independent auditors will report directly to the Committee. The Committee shall have authority, in its sole discretion, to retain and terminate an independent auditor, outside legal counsel, accounting advisor or other advisors or consultants as it deems necessary or appropriate in the performance of its duties and responsibilities.

The Committee shall have authority to require that any of the Company's personnel, legal counsel, independent auditors, or any other consultant or advisor to the Company attend any meeting of the Committee. The Committee shall have the authority to approve fees of such advisors, and the Company shall provide for appropriate funding for payment to any such advisors.

The Chief Financial Officer and other employees of the Company shall communicate with the Chair of the Committee between meetings as may be requested by the Chair. In addition, the Chief Financial Officer shall promptly apprise the Chair of the Committee of any material financial or accounting matters related to the responsibilities of the Committee as may develop from time to time.