



## **CHARTER OF THE COMPENSATION AND LEADERSHIP DEVELOPMENT COMMITTEE OF THE BOARD OF DIRECTORS**

(as amended and restated on March 20, 2023, and last reviewed on October 7, 2024)

### **A. PURPOSE**

The purpose of the Compensation and Leadership Development Committee (the “Committee”) of the Board of Directors (the “Board”) of Gen Digital Inc. (the “Company”) is to discharge the Board’s responsibilities relating to the compensation matters of the Company. The Committee shall oversee the Company’s compensation policies and practices so that they firmly align with the interests of our stockholders; encourage a focus on the Company’s long-term success and performance; and incorporate sound corporate governance principles. The Committee shall also oversee the Company’s human capital management practices and programs designed to attract, retain and develop its executive officers.

### **B. 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 LLC, as amended from time to time, applicable to directors and compensation committee members, 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.

### **C. 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.

### **D. DUTIES AND RESPONSIBILITIES**

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, except as provided in Section 10 below:

## Executive Development and Compensation

1. Review executive and leadership development practices that support the Company's ability to retain and develop the executive and leadership talent required to deliver against the Company's short term and long-term business strategies, including succession planning for the executive officers. The succession plan for the Chief Executive Officer (the "CEO") is the responsibility of the Nominating and Governance Committee.
2. Review at least annually the Company's compensation policies, plans and programs to confirm they are (i) designed to attract, motivate and retain talented executive officers; (ii) compensate the executive officers effectively in a manner consistent with the strategy of the Company and the interests of stockholders; (iii) consistent with a competitive framework; and (iv) support the achievement of the Company's overall financial results and individual contributions.
3. Determine at least annually the corporate goals, objectives, factors and criteria relevant to compensation of the Company's executive officers, and the specific procedures for determining compensation to be paid to the Company's executive officers.
4. Review at least annually the performance of the executive officers (other than the CEO) in light of those goals and objectives, and approve all elements of the executive officers' compensation. The performance of the CEO will be evaluated by the independent directors of the Board. In addition, the Committee may, in its discretion, act upon management recommendations to grant equity awards or other bonuses to other key employees.
5. Meet with the CEO within 90 days after the commencement of each fiscal year to review and approve the incentive compensation programs to be in effect for the Company's executive officers for such fiscal year and the corporate goals and objectives relevant to those programs.
6. Review and approve (or, in the case of the CEO, recommend to the Board) for the CEO and the executive officers of the Company at least annually: (i) the annual base salary, (ii) the annual incentive bonus, including the specific goals and amount; (iii) any long-term compensation plans, including any equity and cash plans and the measures and goals; (iv) any employment agreement, severance arrangement and change in control agreement/provision; (v) any signing bonus or payment of relocation costs; and (vi) any other benefits, arrangements or compensation matters. The CEO shall not be present during deliberations or voting on CEO compensation. All determinations regarding the compensation of the CEO shall be made by the independent directors of the Board outside the presence of the CEO.
7. Determine stock ownership guidelines for the Company's Board and executive officers. The Nominating and Governance Committee will monitor compliance with such guidelines.

### Compensation and Benefit Plans and Programs

8. Review the Company's overall compensation and benefits plans and programs; and make recommendations to the Board with respect to (i) amendments to equity incentive plans; (ii) changes in the number of shares reserved for issuance thereunder; or (iii) the adoption of new equity incentive plans when appropriate.
9. Administer and approve, amend and terminate employee benefit plans, including but not limited to retirement/401(k), deferred compensation plans, health, welfare, and disability plans.
10. Administer the Company's equity incentive and stock purchase plans (the "Stock Plans") in accordance with the terms of the Stock Plans. The Committee will: (i) approve grants of stock, stock options, stock purchase rights and other equity incentives to individuals eligible for such grants (including grants in compliance with Rule 16b-3 promulgated under the Exchange Act to individuals who are subject to Section 16 of the Exchange Act); (ii) interpret the Stock Plans and agreements thereunder; (iii) determine acceptable forms of consideration for stock acquired pursuant to the Stock Plans; (iv) adopt, amend or terminate any subplans under the Stock Plans, and (v) exercise such other power and authority as may be permitted or required under the Stock Plans. In carrying out its administration of the Stock Plans, the Committee may delegate any part of the duties under this Section 9 to the CEO; provided, however, that the Committee may not delegate to the CEO the authority to (a) grant, amend or administer any stock option or other equity award to or held by any director or executive officer of the Company, (b) grant any stock option with an exercise price per share that is less than the fair market value of the Company's common stock as determined under the applicable Stock Plan, or (c) take any action not otherwise permitted under the applicable Stock Plans or applicable law. Any such delegation of duties shall be reflected in the written minutes of the Committee.
11. Review and approve policies and procedures relating to perquisites of executive officers.

### Human Capital Management

12. Periodically discuss with management the implementation and effectiveness of the Company's policies, strategies, programs and practices relating to its human capital management function, including but not limited to those relating to talent recruiting, development, progression and retention, diversity, equity and inclusion, culture, human health and safety and total rewards.
13. Periodically review and assess any human capital measures or objectives that the Company focuses on in managing the business or are required to be disclosed by the U.S. Securities and Exchange Commission ("SEC").
14. Review and discuss annually with management the risks arising from the Company's human capital management function, review the relationship between risk management policies and human capital management and evaluate policies and practices that could mitigate such risks.
15. Coordinate with the Nominating and Corporate Governance Committee and Audit Committee to ensure that environmental, social and governance disclosures in SEC filings comply with the rules and regulations of the SEC

## Board Compensation

16. Annually review and recommend to the Board for approval (after consultation with the Committee's compensation consultant) the compensation programs for non-employee members of the Board, including but not limited to retainers, committee fees, committee chair fees and equity compensation.

## Committee Review and Reports

17. Annually review the Company's compensation policies and practices, including non-executive programs, to confirm that such policies and practices are not reasonably likely to have a material adverse effect on the Company or encourage unnecessary risk-taking, and report the results of such review to the Board.
18. Review and discuss with management the Company's overall aggregate equity usage/budget relative to market.
19. Review and approve the selection of the Company's peer companies for purposes of evaluating the Company's compensation competitiveness and establishing the appropriate positioning of the levels and mix of compensation elements.
20. Annually review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and recommend to the Board whether the CD&A should be included in the Company's annual report on Form 10-K and proxy statement.
21. Prepare and approve an annual committee report on executive compensation for inclusion in the Company's annual report and proxy statement in accordance with the rules and regulations of the SEC.
22. When applicable, review and provide recommendations to the Board on compensation-related proposals to be included in the proxy statement for the Company's annual meeting of stockholders, including the stockholder advisory vote on executive compensation ("say-on-pay" vote), the frequency with which the Company should submit to stockholders the say-on-pay vote and the Company's pay ratio disclosure.
23. Consider the results of the say-on-pay vote and determine what adjustments, if any, are necessary or appropriate for the Company to make to its compensation policies and practices in light of such vote and make such recommendations 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 and assess on at least an annual basis the adequacy of this Charter and the Committee's composition and performance and make recommendations to the Board of modifications as appropriate.
26. Consider and, if determined to be appropriate, make recommendations to the Board regarding Company policies regarding recoupment of incentive-based compensation.

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 the rules and regulations of The Nasdaq Stock Market LLC, as amended from time to time (the “Exchange Rules”); 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 also has the authority to select and oversee the work of a compensation consultant, legal counsel or other adviser only after complying with the applicable requirements as established by the SEC, the Exchange Act or other governing regulatory authority regarding compensation consultants. The Committee shall also have the authority to approve the fees and other retention terms of such advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such advisors employed by the Committee.