

SYMANTEC CORPORATION

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

(as amended and restated on January 23, 2007)

I. Purpose

The purpose of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Symantec Corporation (the “*Company*”) is to:

- Review and recommend to the independent directors of the Board all compensation arrangements for the Company’s chief executive officer;
- Review and approve all compensation arrangements for the Company’s other executive officers;
- Review the overall strategy for employee compensation;
- Administer the Company’s equity incentive plans;
- Review and discuss with management the Company’s disclosures under the caption “Compensation Discussion and Analysis” for use in the Company’s periodic reports, registration statements and proxy statements filed with the Securities and Exchange Commission; and
- Produce an annual report on executive compensation for use in the Company’s proxy statement.

The Committee shall fulfill these functions primarily by carrying out the activities enumerated in Part III of this charter (the “Charter”).

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, as amended from time to time (the “*Rules*”), except as may otherwise be permitted under such Rules, (ii) a “Non-Employee Director” as defined in Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and (iii) an “outside director” under Regulation Section 1.162-27 promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended. All members of the Committee will be appointed by, and serve at the discretion of, the Board. The Board may elect 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. Duties and Responsibilities

The following shall be the principal responsibilities 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. In performing these responsibilities, the Committee shall have reasonable access to the Company's personnel and documents as necessary to carry out its responsibilities. The Committee may delegate to subcommittees of the Committee or to one or more executive officers of the Company the authority to make compensation determinations for employees who are not executive officers of the Company, except as provided in Section 8 below:

1. Determine at least annually the corporate goals, objectives, factors and criteria relevant to compensation of the Company's executive officers for the current fiscal year, and the specific procedures for determining compensation to be paid to the Company's executive officers;
2. Evaluate at least annually the performance of the Company's executive officers (other than the Company's chief executive officer) in light of established goals and objectives. The performance of the Company's chief executive officer will be evaluated at least annually by the independent directors of the Board;
3. Review at least annually all forms of compensation (including, without limitation, salary, bonus, commission, stock, stock options, perquisites, severance, change in control benefits and other forms of compensation) applicable to the Company's executive officers;
4. Review at least annually and determine (i) salaries paid to the executive officers, (ii) grants of cash-based bonuses and equity compensation provided to the executive officers, (iii) the entering into, or amendments or extensions of, employment contracts or similar arrangements with the executive officers, (iv) executive officers' severance or change in control benefits, and (v) such other executive officer compensation matters as may be directed by the Board from time to time. All determinations regarding the compensation of the chief executive officer shall be made by the independent directors of the Board outside the presence of the chief executive officer.
5. Meet with the Company's chief executive officer within 90 days after the commencement of each fiscal year to discuss 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. Periodically review policies for the administration of the executive officer compensation programs and policies regarding executive officer perquisites.
7. Annually review and make recommendations to the Board with respect to adoption and approval of, or amendments to, all cash-based and equity-based incentive compensation plans and shares reserved thereunder;
8. 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 8 to the chief executive officer of the Company; provided, however, that the Committee may not delegate to the chief executive officer 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. Any such delegation of duties shall be reflected in the written minutes of the Committee.
9. Annually review materials and analyses developed by the Company's compensation department and/or such compensation consultants as the Committee deems appropriate related to the form and amount of compensation to be paid or awarded to non-employee members of the Board. The Committee will make a recommendation to the full Board for its approval.
 10. 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.
 11. Review and discuss with management the Company's disclosures contained under the caption "Compensation Discussion and Analysis" for use in any of the Company's periodic reports, registration statements and proxy statements to be filed with the Securities and Exchange Commission and make recommendations to the Board that the "Compensation Discussion and Analysis be included in the Company's periodic reports, registration statements or proxy statements, as the case may be.
 12. Prepare an annual report on executive compensation to the Company's stockholders for inclusion in the proxy statement for the Company's annual meeting in accordance with the rules and regulations of the Securities and Exchange Commission.
 13. Review and assess on at least an annual basis the adequacy of this Charter and, if appropriate, recommend revisions for approval by the Board;
 14. Perform such further functions as may be requested by the Board.

15. Perform any other activities required by applicable law, rules or regulations, including the rules of the Securities and Exchange Commission and any exchange or market on which the Company's capital stock is traded, and perform other activities that are consistent with this charter, the Company's certificate of incorporation and bylaws, and governing laws, as the Committee or the Board deems necessary or appropriate.

IV. Studies and Outside Advisors

The Committee will have the sole authority, as and when it shall determine to be necessary or appropriate to the functions of the Committee, at the expense of the Company and not at the expense of the members of the Committee, to retain and terminate compensation consultants, legal counsel and other advisors of its choosing to assist the Committee in connection with its functions. The Committee shall have the sole 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.

V. 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 proceedings of the Board.