

Avast plc

(the “Company”)

Security and Privacy Committee

Terms of Reference

Chair:	Maggie Chan Jones
Members:	Belinda Richards Warren Finegold
Observers:	Chief Information Security Officer Chief Privacy Officer
Frequency of Meetings:	At least four meetings per annum

1. Objectives

The Security and Privacy Committee (“**Committee**”) is a committee of the board of the Company (“**Board**”), to which is delegated the responsibility of overseeing information security strategy, data security, data governance and privacy governance of the Company and its subsidiaries from time to time (the “**Group**”), recognising the interests of all stakeholders.

2. Membership

- 2.1 Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee, and in consultation with the chair of the Committee.
- 2.2 The Committee shall be made up of at least three independent non-executive directors of the Company (“**Independent Non-Executive Directors**”).
- 2.3 Only members of the Committee have the right to attend Committee meetings but the Committee may invite others to attend all or part of any meeting if it thinks it is appropriate or necessary. The Chief Information Security Officer (“**CISO**”) and Chief Privacy Officer (“**CPO**”) shall be standing attendees. In addition, where considered appropriate, external advisers may be invited to attend for all or part of any meeting.
- 2.4 The Board shall appoint the chair of the Committee who shall be an Independent Non- Executive Director. In the absence of the chair of the Committee and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those present who would qualify under these terms of reference to be appointed to that position by the Board.

3. Secretary

The Company Secretary or their nominee shall act as the secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

4. Quorum

- 4.1 The quorum necessary for the transaction of business shall be two. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 4.2 Meetings of the Committee may be held virtually through an appropriate conferencing tool or by any other means whereby the participants are able to communicate effectively with each other.

5. Frequency of Meetings

The Committee shall meet at least four times a year and at such other times as the chair of the Committee shall require.

6. Notice of Meetings

- 6.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of any of its members.
- 6.2 Unless otherwise agreed and except where a situation of urgency otherwise requires, wherever practicable, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be communicated to each member of the Committee, any other person required to attend and all other Independent Non-Executive Directors, no later than two working days before the date of the meeting. Supporting papers shall, wherever practicable, be provided to Committee members and to other attendees as appropriate, at the same time.

7. Minutes of Meetings

- 7.1 The secretary of the Committee shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 7.2 The secretary of the Committee shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 7.3 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless in the opinion of the chair of the Committee it would be inappropriate to do so.

8. Duties

- 8.1 The Committee should carry out the duties below for the Group as a whole, as appropriate.
- 8.2 The Committee shall:
 - (a) oversee and advise the Board on information security strategy, data security, data governance and privacy governance of the Group;
 - (b) review at least twice a year the Group's information security risk assessment (within the Group's overall risk register) and report on the outcome of its review to the Audit Committee;
 - (c) receive, review and monitor any data security, data governance or data privacy incidences or

breaches reported by the CISO, CPO or management and report any material incidences or breaches to the Board; and

- (d) work and liaise as necessary with all other Board committees.

9. Reporting Responsibilities

- 9.1 The chair of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

10. Other Matters

- 10.1 The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
- 10.2 The Committee shall:
 - (a) have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required; and
 - (b) be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.

11. Authority

- 11.1 The Committee is authorised by the Board to obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference.
- 11.2 Although the Committee can seek the advice and assistance of the executive management, it must ensure that this role is clearly separated from their role within the business.