

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 1, 2021

Dell Technologies Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37867
(Commission
File Number)

80-0890963
(I.R.S. Employer
Identification No.)

One Dell Way
Round Rock, Texas
(Address of principal executive offices)

78682
(Zip Code)

Registrant's telephone number, including area code: (800) 289-3355

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class
Class C Common Stock, par value \$0.01 per share

Trading Symbol(s)
DELL

Name of each exchange on which registered
New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Introductory Note

As previously reported, on November 1, 2021, Dell Technologies Inc. (the “Company” or “Dell Technologies”) completed the separation (the “Separation”) of VMware, Inc. (“VMware”) from the Company in accordance with the Separation and Distribution Agreement, dated as of April 14, 2021, between the Company and VMware. Concurrently with the Separation, Dell Technologies distributed all of the issued and outstanding shares of Class A common stock and Class B common stock of VMware then owned by the Company to the holders of record of shares of Dell Technologies as of 5:00 p.m., New York City time, on October 29, 2021, the record date for the distribution, on a pro rata basis.

This Amendment No. 1 to Form 8-K amends the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on November 1, 2021 (the “Original Form 8-K”). The Original Form 8-K did not include the unaudited pro forma financial information of the Company reflecting the performance of the Company’s businesses after giving effect to the Separation. This Amendment No. 1 to the Original Form 8-K is being filed to, among other matters, (1) include such pro forma financial information as required under Item 9.01(b) of Form 8-K and (2) report the completion of the previously announced redemption of certain debt securities of the Company’s subsidiaries in connection with the Separation.

Item 1.02 Termination of Material Definitive Agreement.

The information set forth in the Introductory Note is incorporated herein by reference.

In connection with the Separation, on November 2, 2021, Dell International L.L.C. (“Dell International”) and EMC Corporation (“EMC”), each a wholly-owned subsidiary of Dell Technologies, completed the previously announced redemption in full of the \$1,625,000,000 aggregate principal amount of issued and outstanding 7.125% Senior Notes due 2024 at a redemption price equal to 101.781% of the principal amount thereof, plus accrued and unpaid interest to, but excluding, the redemption date. As a result, Dell International, EMC and the guarantors of the 7.125% Senior Notes due 2024 have no further obligations under the 7.125% Senior Notes due 2024, the related guarantees or the base indenture, dated as of June 22, 2016, as amended and supplemented from time to time, by and among Dell International, EMC, the other guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee.

Item 2.01 Completion of Acquisition or Disposition of Assets.

The information set forth in the Introductory Note is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

Dell Technologies previously furnished in its Current Report on Form 8-K filed with the Securities and Exchange Commission on September 20, 2021 a management presentation setting forth its estimated pro forma financial results after giving effect to the Separation for each of Dell Technologies’ fiscal years ended February 1, 2019, January 31, 2020 and January 29, 2021 and each of the quarterly periods in the fiscal year ended January 29, 2021. Dell Technologies is furnishing an updated presentation of its pro forma financial results and related matters for such periods, as well as for the six months ended July 30, 2021, to reflect the effects of the completion of the Separation. A copy of the updated presentation is furnished herewith as Exhibit 99.2 and is incorporated in this Item 7.01 by reference.

In accordance with General Instruction B.2 to Form 8-K, the information contained in this Item 7.01, including Exhibit 99.2 hereto incorporated by reference herein, is being “furnished” to the Securities and Exchange Commission and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities under such section. Further, such information shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, unless specifically identified as being incorporated therein by reference.

Item 8.01 Other Events.

The information set forth in the Introductory Note is incorporated herein by reference.

In addition to the redemption in full of the debt securities described in Item 1.02, on November 2, 2021, Dell International and EMC completed the previously announced redemption of \$1,500,000,000 aggregate principal amount of their outstanding 5.450% First Lien Notes due 2023 at a customary “make-whole” price, plus accrued and unpaid interest to, but excluding, the redemption date.

Item 9.01 Financial Statements and Exhibits.

(b) *Pro forma financial information.*

The unaudited pro forma financial information of the Company, reflecting the performance of the Company's business after giving effect to the Separation, consisting of the unaudited pro forma condensed consolidated statements of income (loss) for the six months ended July 30, 2021 and for the fiscal years ended January 29, 2021, January 31, 2020, and February 1, 2019 and the unaudited pro forma condensed consolidated statement of financial position as of July 30, 2021, is filed as Exhibit 99.1 to this report and incorporated herein by reference.

(d) *Exhibits.*

The following documents are herewith filed or furnished as exhibits to this report:

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Unaudited pro forma condensed consolidated financial statements of Dell Technologies Inc.
99.2	Management presentation of pro forma financial results of Dell Technologies Inc.
104	Cover Page Interactive Data File – the cover page XBRL tags are embedded within the Inline XBRL document.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 5, 2021

Dell Technologies Inc.

By:

/s/ Robert Potts

Robert Potts
Senior Vice President and Assistant Secretary
(Duly Authorized Officer)

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Overview

On November 1, 2021, Dell Technologies Inc. (the "Company" or "Dell Technologies") completed its previously announced spin-off of its approximately 81% equity ownership interest in VMware, Inc. ("VMware") (such transaction, the "Spin-Off"). The Spin-Off resulted in the creation of two standalone companies positioned for growth in the data era.

Immediately prior to the Spin-Off, VMware distributed a special cash dividend of \$11.5 billion, in aggregate, to all VMware stockholders, on a pro rata basis, of which approximately \$9.3 billion was received by Dell Technologies, directly or through its controlled subsidiaries. Dell Technologies used these net proceeds, as well as cash on hand, to repay approximately \$9.4 billion principal amount of debt.

Dell Technologies stockholders received 0.440626 shares of VMware Class A common stock for each share of Dell Technologies common stock that they held, based on shares outstanding as of 5:00 p.m., New York City time, on October 29, 2021 (the "Distribution Record Date"). Dell Technologies' capital structure remains the same following the Spin-Off.

In connection with the closing of the Spin-Off, Dell Technologies signed a Commercial Framework Agreement with VMware that provides a framework under which the Company and VMware will continue their strategic commercial relationship after the transaction, particularly with respect to projects mutually agreed upon by the parties as having the potential to accelerate the growth of an industry, product, service, or platform that may provide the parties with a strategic market opportunity. The Company also entered into a Tax Matters Agreement which governs the Company's and VMware's respective rights, responsibilities and obligations with respect to tax liabilities (including taxes, if any, incurred as a result of any failure of the Spin-Off to qualify for tax-free treatment for U.S. federal income tax purposes) and benefits, tax attributes, the preparation and filing of tax returns, the control of audits and other tax proceedings, cooperation and other matters regarding taxes.

Basis of Preparation

The following unaudited pro forma condensed consolidated financial statements of Dell Technologies ("pro forma information") are presented to illustrate the estimated effects of the Spin-Off on the Company's historical consolidated financial results, and have been derived from the historical consolidated financial statements of the Company prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").

The following Unaudited Pro Forma Condensed Consolidated Statements of Income (Loss) for the six months ended July 30, 2021 and for the fiscal years ended January 29, 2021, January 31, 2020 and February 1, 2019 assume that the Spin-Off occurred on February 3, 2018. The Unaudited Pro Forma Condensed Consolidated Statement of Financial Position as of July 30, 2021 assumes that the Spin-Off occurred on that date.

The pro forma information has been prepared using certain assumptions, as described in the accompanying notes, which management believes are reasonable based on the information currently available. The pro forma information gives effect to the following:

- a. The impact of the disposition of the assets, liabilities, and operations of VMware, pursuant to the Spin-Off, on the Company's consolidated financial results for all periods presented
- b. The impact of the repayment of debt by the Company pursuant to the Spin-off for the latest interim and annual periods
- c. Transaction costs incurred in connection with the Spin-Off for the latest annual period
- d. The impact of the Tax Matters Agreement entered into between the Company and VMware for the latest interim period

The pro forma information is intended for informational purposes. The pro forma information does not purport to represent what the Company's results of operations or financial condition would have been had the Spin-Off been completed on the dates indicated, and does not purport to project the Company's future results of operations or financial condition for any future period or as of any future date. The pro forma adjustments included in the accompanying unaudited pro forma condensed consolidated financial statements are based on currently available data and assumptions that the Company believes are reasonable.

Beginning in the fourth quarter of the Company's fiscal year ending January 28, 2022 ("Fiscal 2022"), VMware's historical financial results for periods prior to the Spin-Off will be reflected in the Company's consolidated financial statements as discontinued operations.

The unaudited pro forma condensed consolidated financial statements should be read in conjunction with the Company's historical consolidated financial statements and accompanying notes and the Company's historical Management's Discussion and Analysis of Financial Condition and Results of Operations included in the Company's Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q for the corresponding periods, which are available at the Securities and Exchange Commission's website at www.sec.gov and the Dell Technologies' website at investors.delltechnologies.com

Unaudited Pro Forma Condensed Consolidated Statement of Income (Loss)
(in millions, except per share amounts)

For the six months ended July 30, 2021

	Transaction Adjustments			
	Historical	Spin-Off of VMware [1]	Other transaction adjustments	Pro Forma for the Spin-Off
<i>Net revenue:</i>				
Products	\$ 37,428	\$ (1,046)	\$ —	\$ 36,382
Services	13,181	(2,782)	—	10,399
Total net revenue	50,609	(3,828)	—	46,781
<i>Cost of net revenue:</i>				
Products	29,585	541	—	30,126
Services	5,381	535	—	5,916
Total cost of net revenue	34,966	1,076	—	36,042
Gross margin	15,643	(4,904)	—	10,739
<i>Operating expenses:</i>				
Selling, general, and administrative	10,105	(2,686)	—	7,419
Research and development	2,791	(1,475)	—	1,316
Total operating expenses	12,896	(4,161)	—	8,735
Operating income	2,747	(743)	—	2,004
Interest and other, net	(747)	167	175 [2]	(405)
Income before income taxes	2,000	(576)	175	1,599
Income tax expense (benefit)	182	(46)	43 [5]	179
Net income	1,818	(530)	132	1,420
Less: Net income attributable to non-controlling interests	100	(103)	—	(3)
Net income attributable to Dell Technologies Inc.	\$ 1,718	\$ (427)	\$ 132	\$ 1,423
<i>Earnings (loss) per share attributable to Dell Technologies Inc. — basic:</i>				
Dell Technologies Common Stock	\$ 2.26			\$ 1.87
<i>Earnings (loss) per share attributable to Dell Technologies Inc. — diluted:</i>				
Dell Technologies Common Stock	\$ 2.18			\$ 1.76
Net income attributable to Dell Technologies Inc. - basic	\$ 1,718			\$ 1,423
Incremental dilution from VMware	(5)	5 [6]	—	—
Net income attributable to Dell Technologies Inc. - diluted	\$ 1,713			\$ 1,423
Weighted average shares - basic	760			760
Weighted average shares - diluted	784	—	23 [7]	807

Unaudited Pro Forma Condensed Consolidated Statement of Income (Loss)
(in millions, except per share amounts)

	For the fiscal year ended January 29, 2021			
	Historical	Transaction Adjustments		Pro Forma for the Spin-Off
		Spin-Off of VMware [1]	Other transaction adjustments	
Net revenue:				
Products	\$ 69,911	\$ (2,167)	\$ —	\$ 67,744
Services	24,313	(5,387)	—	18,926
Total net revenue	94,224	(7,554)	—	86,670
Cost of net revenue:				
Products	55,347	1,084	—	56,431
Services	9,460	639	—	10,099
Total cost of net revenue	64,807	1,723	—	66,530
Gross margin	29,417	(9,277)	—	20,140
Operating expenses:				
Selling, general, and administrative	18,998	(4,998)	198 [4]	14,198
Research and development	5,275	(2,820)	—	2,455
Total operating expenses	24,273	(7,818)	198	16,653
Operating income	5,144	(1,459)	(198)	3,487
Interest and other, net	(1,474)	135	171 [2] [3]	(1,168)
Income before income taxes	3,670	(1,324)	(27)	2,319
Income tax expense (benefit)	165	(64)	17 [5]	118
Net income	3,505	(1,260)	(44)	2,201
Less: Net income attributable to non-controlling interests	255	(259)	—	(4)
Net income attributable to Dell Technologies Inc.	\$ 3,250	\$ (1,001)	\$ (44)	\$ 2,205
Earnings (loss) per share attributable to Dell Technologies Inc. — basic:				
Dell Technologies Common Stock	\$ 4.37			\$ 2.96
Earnings (loss) per share attributable to Dell Technologies Inc. — diluted:				
Dell Technologies Common Stock	\$ 4.22			\$ 2.79
Net income attributable to Dell Technologies Inc. - basic	\$ 3,250			\$ 2,205
Incremental dilution from VMware	(13)	13 [6]	—	—
Net income attributable to Dell Technologies Inc. - diluted	\$ 3,237			\$ 2,205
Weighted average shares - basic	744			744
Weighted average shares - diluted	767	—	22 [7]	789

Unaudited Pro Forma Condensed Consolidated Statement of Income (Loss)
(in millions, except per share amounts)

	For the fiscal year ended January 31, 2020		
	Historical	Transaction Adjustments	
		Spin-Off of VMware [1]	Pro Forma for the Spin-Off
Net revenue:			
Products	\$ 69,918	\$ (2,311)	\$ 67,607
Services	22,236	(5,028)	17,208
Total net revenue	92,154	(7,339)	84,815
Cost of net revenue:			
Products	54,525	844	55,369
Services	8,696	111	8,807
Total cost of net revenue	63,221	955	64,176
Gross margin	28,933	(8,294)	20,639
Operating expenses:			
Selling, general, and administrative	21,319	(5,500)	15,819
Research and development	4,992	(2,538)	2,454
Total operating expenses	26,311	(8,038)	18,273
Operating income	2,622	(256)	2,366
Interest and other, net	(2,626)	209	(2,417)
Income before income taxes	(4)	(47)	(51)
Income tax expense (benefit)	(5,533)	4,961	(572)
Net income	5,529	(5,008)	521
Less: Net income attributable to non-controlling interests	913	(917)	(4)
Net income attributable to Dell Technologies Inc.	\$ 4,616	\$ (4,091)	\$ 525
Earnings (loss) per share attributable to Dell Technologies Inc. — basic:			
Dell Technologies Common Stock	\$ 6.38		\$ 0.73
Earnings (loss) per share attributable to Dell Technologies Inc. — diluted:			
Dell Technologies Common Stock	\$ 6.03		\$ 0.70
Net income attributable to Dell Technologies Inc. - basic	\$ 4,616		\$ 525
Incremental dilution from VMware	(84)	84 [6]	—
Net income attributable to Dell Technologies Inc. - diluted	\$ 4,532		\$ 525
Weighted average shares - basic	724		724
Weighted average shares - diluted	751		751

Unaudited Pro Forma Condensed Consolidated Statement of Income (Loss)
(in millions, except per share amounts)

	For the fiscal year ended February 1, 2019		
	Historical	Transaction Adjustments	
		Spin-Off of VMware [1]	Pro Forma for the Spin-Off
Net revenue:			
Products	\$ 70,707	\$ (2,651)	\$ 68,056
Services	19,914	(4,329)	15,585
Total net revenue	90,621	(6,980)	83,641
Cost of net revenue:			
Products	57,889	17	57,906
Services	7,679	(59)	7,620
Total cost of net revenue	65,568	(42)	65,526
Gross margin	25,053	(6,938)	18,115
Operating expenses:			
Selling, general, and administrative	20,640	(4,500)	16,140
Research and development	4,604	(2,173)	2,431
Total operating expenses	25,244	(6,673)	18,571
Operating income	(191)	(265)	(456)
Interest and other, net	(2,170)	97	(2,073)
Income before income taxes	(2,361)	(168)	(2,529)
Income tax expense (benefit)	(180)	(3)	(183)
Net income	(2,181)	(165)	(2,346)
Less: Net income attributable to non-controlling interests	129	(133)	(4)
Net income attributable to Dell Technologies Inc.	\$ (2,310)	\$ (32)	\$ (2,342)
Earnings (loss) per share attributable to Dell Technologies Inc. — basic:			
Class V Common Stock	\$ 6.01		\$ — [8]
DHI Group	\$ (6.02)		\$ (3.27) [8]
Earnings (loss) per share attributable to Dell Technologies Inc. — diluted:			
Class V Common Stock	\$ 5.91		\$ — [8]
DHI Group	\$ (6.04)		\$ (3.27) [8]
Class V Common Stock			
Net income attributable to Class V Common Stock - basic	\$ 1,195		\$ —
Incremental dilution from VMware	(18)		—
Net income attributable to Class V Common Stock - diluted	\$ 1,177		\$ —
Weighted average shares - basic	199		—
Weighted average shares - diluted	199		—
DHI Group			
Net income attributable to DHI Group - basic	\$ (3,505)		\$ (2,342)
Incremental dilution from VMware	(13)	13 [6]	—
Net income attributable to DHI Group - diluted	\$ (3,518)		\$ (2,342)
Weighted average shares - basic	582	135 [8]	717 [8]
Weighted average shares - diluted	582	135 [8]	717 [8]

Unaudited Pro Forma Condensed Consolidated Statement of Financial Position
(in millions)

July 30, 2021

	Transaction Adjustments			
	Historical	Spin-Off of VMware [1]	Other transaction adjustments	Pro Forma for the Spin-Off
ASSETS				
Current assets:				
Cash and cash equivalents	\$ 11,719	\$ 3,403 [10]	\$ (9,258) [2]	\$ 5,864
Accounts receivable, net	12,914	(1,842)	—	11,072
Short-term financing receivables, net	4,955	—	—	4,955
Inventories	4,223	2	—	4,225
Other current assets	9,556	1,785	—	11,341
Current assets held for sale	188	—	—	188
Total current assets	43,555	3,348	(9,258)	37,645
Property, plant, and equipment, net	6,661	(1,645)	—	5,016
Long-term investments	1,875	(226)	—	1,649
Long-term financing receivables, net	5,330	1	—	5,331
Goodwill	40,741	(20,801)	—	19,940
Intangible assets, net	13,014	(4,799)	—	8,215
Other non-current assets	11,502	(4,248)	148 [9]	7,402
Total assets	\$ 122,678	\$ (28,370)	\$ (9,110)	\$ 85,198
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities:				
Short-term debt	\$ 6,427	\$ (1,003)	\$ —	\$ 5,424
Accounts payable	23,029	(212)	—	22,817
Due to related parties, net	—	838	—	838
Accrued and other	8,808	(2,098)	324 [3] [4]	7,034
Short-term deferred revenue	17,003	(3,238)	—	13,765
Current liabilities held for sale	216	—	—	216
Total current liabilities	55,483	(5,713)	324	50,094
Long-term debt	37,167	(4,767)	(9,160) [2] [3]	23,240
Long-term deferred revenue	14,840	(1,937)	—	12,903
Other non-current liabilities	5,245	(1,448)	—	3,797
Total liabilities	112,735	(13,865)	(8,836)	90,034
Stockholders' equity (deficit):				
Common stock and capital in excess of \$0.01 par value	17,510	(9,500)	148 [9]	8,158
Treasury stock at cost	(305)	—	—	(305)
Accumulated deficit	(12,033)	—	(422) [2] [3] [4]	(12,455)
Accumulated other comprehensive loss	(347)	8	—	(339)
Total Dell Technologies Inc. stockholders' equity (deficit)	4,825	(9,492)	(274)	(4,941)
Non-controlling interest	5,118	(5,013)	—	105
Total stockholders' equity (deficit)	9,943	(14,505)	(274)	(4,836)
Total liabilities and stockholders' equity (deficit)	\$ 122,678	\$ (28,370)	\$ (9,110)	\$ 85,198

Notes to the Unaudited Pro Forma Condensed Consolidated Financial Statements:

[1] Reflects the amounts representing the revenues, expenses, assets, liabilities, and equity attributable to VMware included in the Company's historical financial statements which will be accounted for as a discontinued operation within the Company's Fiscal 2022 Form 10-K. The impact of transactions that will remain in effect following the Spin-Off related to the Company's reselling of VMware products and other continuing arrangements with VMware have not been adjusted and remain reflected within historical results.

[2] In connection with the Spin-Off, the Company received a dividend of approximately \$9.3 billion from VMware (see Note [10]). This dividend amount, as well as cash on hand, was used by the Company to extinguish debt in the approximate principal amount of \$9.4 billion. The repayment of debt directly attributable to the dividend receipt of approximately \$9.3 billion is reflected as a decrease in cash and long-term debt in the Unaudited Pro Forma Condensed Consolidated Statement of Financial Position. Assuming this debt was repaid as of February 1, 2020, the related decrease in interest expense is reflected in the Unaudited Pro Forma Condensed Consolidated Statement of Income (Loss) for the periods presented. The repayment of debt using cash on hand and related interest savings are not reflected in the Unaudited Pro Forma Condensed Consolidated Financial Statements.

[3] As a result of debt repayments in connection with the Spin-Off, the Company incurred breakage costs of \$126 million and recognized unamortized debt discounts and debt issuance costs of \$98 million, which have been presented as an adjustment to interest and other, net in the Unaudited Pro Forma Condensed Consolidated Statement of Income for the fiscal year ended January 29, 2021. These costs are not expected to recur. The breakage costs were unpaid as of July 30, 2021 and are reflected as part of accrued and other in the Unaudited Pro Forma Condensed Consolidated Statement of Financial Position. The recognition of the accelerated amortization of debt discounts and debt issuance costs is reflected in long-term debt in the Unaudited Pro Forma Condensed Consolidated Statement of Financial Position.

[4] Total transaction costs incurred to effect the Spin-Off were approximately \$204 million. As of July 30, 2021, approximately \$6 million of costs were already incurred and included as part of historical results. An adjustment of \$198 million was recorded to selling, general and administrative expenses in the fiscal year ended January 29, 2021 to reflect the impact of transaction costs on a full fiscal year. A corresponding adjustment was also included in accrued expenses and other as of July 30, 2021. These costs primarily related to legal, tax, accounting and other professional services. These costs are not expected to recur.

[5] Represents the income tax impact of the pro forma adjustments above at applicable statutory tax rates.

[6] Represents the adjustment of the incremental dilution from VMware's share-based awards on diluted earnings per share of the Company, which will not have an impact on the Company's diluted net income following the Spin-Off.

[7] Pursuant to the Dell Technologies Inc. 2013 Stock Incentive Plan, the Spin-Off was deemed a restructuring event, requiring an adjustment of outstanding equity incentive awards in the ratio of 1.97 to 1. This adjustment represents the increase to potentially dilutive securities outstanding as if the transaction had occurred as of February 1, 2020.

[8] The Class V Common Stock was a class of common stock of the Company intended to track the economic performance of a portion of the Company's interest in the Class V Group, which consisted solely of VMware, Inc. common stock held by the Company. Assuming the Spin-Off occurred on February 3, 2018, the Class V Common Stock would not have been in existence for the year ended February 1, 2019. Therefore, for pro forma adjustment purposes, the Company has adjusted the weighted average shares outstanding for the year ended February 1, 2019 to reflect the impact of the incremental shares of Class C Common Stock of the Company issued upon closing of the Class V transaction, pursuant to which all outstanding shares of Class V Common Stock ceased to be outstanding, to the weighted average shares outstanding as of November 2, 2018.

[9] Reflects the indemnification receivable under the Tax Matters Agreement between the Company and VMware, pursuant to which VMware has indemnified the Company against certain tax liabilities owed by the Company relating to VMware's operations prior to the Spin-Off.

[10] Reflects cash and cash equivalents attributable to VMware included in the Company's historical financial statements which will be accounted for as a discontinued operation plus an adjustment which represents the Company's \$9.3 billion receipt of its pro rata share of the \$11.5 billion special cash dividend paid by VMware to VMware common stockholders as of the Distribution Record Date.

Pro forma financial measures

 **DELL**Technologies

PRO FORMA NON-GAAP FINANCIAL MEASURES

This presentation includes information about pro forma non-GAAP revenue, pro forma non-GAAP gross margin, pro forma non-GAAP operating expenses, pro forma non-GAAP selling, general, and administrative expenses, pro forma non-GAAP research and development expenses, pro forma non-GAAP operating income, pro forma non-GAAP interest and other, net, pro forma non-GAAP income tax, pro forma non-GAAP net income, pro forma non-GAAP net income attributable to non-controlling interests, pro forma non-GAAP net income attributable to Dell Technologies Inc., pro forma non-GAAP earnings per share attributable to Dell Technologies Inc. – basic, and pro forma non-GAAP earnings per share attributable to Dell Technologies Inc. – diluted (collectively the “pro forma non-GAAP financial measures”), which are not measurements of financial performance prepared in accordance with U.S. generally accepted accounting principles. We have provided a reconciliation of the pro forma non-GAAP measures to the most directly comparable pro forma GAAP measures in the slides captioned “Supplemental management estimated pro forma non-GAAP measures.”

Pro forma financial measures^{1,2}

\$ in millions, except per share amounts

	FY19	FY20	FY21	2Q22 YTD
Revenue	\$ 83,641	\$ 84,815	\$ 86,670	\$ 46,781
Gross margin	18,115	20,639	20,140	10,739
SG&A	16,140	15,819	14,198	7,419
R&D	2,431	2,454	2,455	1,316
Operating expense	18,571	18,273	16,653	8,735
Operating income	(456)	2,366	3,487	2,004
Interest and other, net	(2,073)	(2,417)	(1,168)	(405)
Income tax	(183)	(572)	118	179
<i>Effective tax rate %</i>	7.2%	1121.6%	5.1%	11.2%
Net income (loss)	(2,346)	521	2,201	1,420
Less: net income attributable to non-controlling interests	(4)	(4)	(4)	(3)
Net income attributable to Dell Technologies Inc.	(2,342)	525	2,205	1,423
Earnings per share - basic ³	\$ (3.27)	\$ 0.73	\$ 2.96	\$ 1.87
Earnings per share - diluted ³	\$ (3.27)	\$ 0.70	\$ 2.79	\$ 1.76

¹ Pro forma financial measures are computed assuming the VMware spin-off transaction occurred on the first day of Fiscal 2019 and include adjustments for discontinued operations related to VMware and material nonrecurring charges and credits which result directly from the transaction. Material non-recurring charges are reflected in 1Q Fiscal 2021 only. Interest savings are reflected in Fiscal 2021 and 2Q Fiscal 2022 year-to-date only. Diluted earnings per share includes the pro forma impact of conversion of outstanding equity incentive awards reflected in Fiscal 2021 and 2Q Fiscal 2022 year-to-date only. Unaudited pro forma financial information, presented in accordance with Regulation S-X Article 11, is filed as Exhibit 99.1 to the Company's Form 8-K/A filed with the Securities and Exchange Commission on November 5, 2021.

² Results include material adjustments related to purchase accounting and other items. For additional detail on these adjustments, please refer to the accompanying supplemental slides.

³ See accompanying supplemental slides for weighted average shares and EPS calculation.

Pro forma financial measures^{1,2}

<i>\$ in millions, except per share amounts</i>	1Q21	2Q21	3Q21	4Q21	1Q22	2Q22
Revenue	\$ 20,079	\$ 20,852	\$ 21,589	\$ 24,150	\$ 22,589	\$ 24,192
Gross margin	4,716	4,876	5,025	5,523	5,264	5,475
SG&A	3,809	3,467	3,455	3,467	3,658	3,761
R&D	601	582	639	633	619	697
Operating expense	4,410	4,049	4,094	4,100	4,277	4,458
Operating income	306	827	931	1,423	987	1,017
Interest and other, net	(582)	(471)	266	(381)	(199)	(206)
Income tax	(53)	(637)	533	275	62	117
Effective tax rate %	19.2%	-178.9%	44.5%	26.4%	7.9%	14.4%
Net income (loss)	(223)	993	664	767	726	694
Less: net income attributable to non-controlling interests	(1)	(1)	-	(2)	(2)	(1)
Net income attributable to Dell Technologies Inc.	(222)	994	664	769	728	695
Earnings per share - basic ³	\$ (0.30)	\$ 1.34	\$ 0.89	\$ 1.03	\$ 0.96	\$ 0.91
Earnings per share - diluted ³	\$ (0.30)	\$ 1.27	\$ 0.84	\$ 0.96	\$ 0.90	\$ 0.86

¹ Pro forma financial measures are computed assuming the VMware spin-off transaction occurred on the first day of Fiscal 2019 and include adjustments for discontinued operations related to VMware and material nonrecurring charges and credits which result directly from the transaction. Material non-recurring charges are reflected in 1Q Fiscal 2021 only. Interest savings are reflected in Fiscal 2021 and 2Q Fiscal 2022 year-to-date only. Diluted earnings per share includes the pro forma impact of conversion of outstanding equity incentive awards reflected in Fiscal 2021 and 2Q Fiscal 2022 year-to-date only. Unaudited pro forma financial information, presented in accordance with Regulation S-X Article 11, is filed as Exhibit 99.1 to the Company's Form 8-K/A filed with the Securities and Exchange Commission on November 5, 2021.

² Results include material adjustments related to purchase accounting and other items. For additional detail on these adjustments, please refer to the accompanying supplemental slides.

³ See accompanying supplemental slides for weighted average shares and EPS calculation.

Adjusted non-GAAP pro forma financial measures^{1,2}

<i>\$ in millions, except per share amounts</i>	FY19	FY20	FY21	2Q22 YTD
Revenue	\$ 84,081	\$ 85,045	\$ 86,774	\$ 46,797
Gross margin	20,681	22,229	21,231	11,137
SG&A	12,599	13,051	12,005	6,375
R&D	2,335	2,363	2,280	1,123
Operating expense	14,934	15,414	14,285	7,498
Operating income	5,747	6,815	6,946	3,639
Interest and other, net	(1,978)	(2,109)	(1,934)	(779)
Income tax	856	903	969	506
<i>Effective tax rate %</i>	<i>22.7%</i>	<i>19.2%</i>	<i>19.3%</i>	<i>17.7%</i>
Net income	2,913	3,803	4,043	2,354
Less: net income attributable to non-controlling interests	(1)	-	3	1
Net income attributable to Dell Technologies Inc.	2,914	3,803	4,040	2,353
Earnings per share - basic ³	\$ 4.06	\$ 5.25	\$ 5.43	\$ 3.10
Earnings per share - diluted ³	\$ 3.76	\$ 4.89	\$ 5.12	\$ 2.92

¹ Adjusted non-GAAP pro forma financial measures represent management estimates and are not presented in accordance with Regulation S-X Article 11. Unaudited pro forma financial information, presented in accordance with Regulation S-X Article 11, is filed as Exhibit 99.1 to the Company's Form 8-K/A filed with the Securities and Exchange Commission on November 5, 2021. Pursuant to Regulation S-X Article 11, Fiscal 2021 and 2Q Fiscal 2022 year-to-date reflected interest savings, with associated tax impacts, and diluted earnings per share pro forma impacts of conversion of outstanding equity incentive awards within such filed unaudited pro forma financial information. Adjusted non-GAAP pro forma financial measures for Fiscal 2019 and Fiscal 2020 presented herein were adjusted to reflect the same pro forma adjustments as if the VMware spin-off transaction occurred on the first day of Fiscal 2019, and therefore reflect interest savings of \$419 million and \$467 million, respectively (with an associated tax impact of \$102 million and \$114 million) as well as the pro forma impact of conversion of outstanding equity incentive awards on diluted earnings per share.

² See accompanying supplemental slides for reconciliation of non-GAAP measures to GAAP.

³ See accompanying supplemental slides for weighted average shares and EPS calculation.

Adjusted non-GAAP pro forma financial measures^{1,2}

<i>\$ in millions, except per share amounts</i>	1Q21	2Q21	3Q21	4Q21	1Q22	2Q22
Revenue	\$ 20,107	\$ 20,878	\$ 21,614	\$ 24,175	\$ 22,598	\$ 24,199
Gross margin	4,980	5,137	5,322	5,792	5,464	5,673
SG&A	3,098	2,940	2,924	3,043	3,163	3,212
R&D	570	552	579	579	532	591
Operating expense	3,668	3,492	3,503	3,622	3,695	3,803
Operating income	1,312	1,645	1,819	2,170	1,769	1,870
Interest and other, net	(565)	(479)	(494)	(396)	(393)	(386)
Income tax	148	226	256	339	255	251
Effective tax rate %	19.8%	19.4%	19.3%	19.1%	18.5%	16.9%
Net income	599	940	1,069	1,435	1,121	1,233
Less: net income attributable to non-controlling interests	1	1	1	-	-	1
Net income attributable to Dell Technologies Inc.	598	939	1,068	1,435	1,121	1,232
Earnings per share - basic ³	\$ 0.81	\$ 1.27	\$ 1.43	\$ 1.91	\$ 1.48	\$ 1.61
Earnings per share - diluted ³	\$ 0.78	\$ 1.20	\$ 1.35	\$ 1.79	\$ 1.39	\$ 1.52

¹ Adjusted non-GAAP pro forma financial measures represent management estimates and are not presented in accordance with Regulation S-X Article 11. Unaudited pro forma financial information, presented in accordance with Regulation S-X Article 11, is filed as Exhibit 99.1 to the Company's Form 8-K/A filed with the Securities and Exchange Commission on November 5, 2021. Pursuant to Regulation S-X Article 11, Fiscal 2021 and 2Q Fiscal 2022 year-to-date reflected interest savings, with associated tax impacts, and diluted earnings per share pro forma impacts of conversion of outstanding equity incentive awards within such filed unaudited pro forma financial information.

² See accompanying supplemental slides for reconciliation of non-GAAP measures to GAAP.

³ See accompanying supplemental slides for weighted average shares and EPS calculation.

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Appendix A

Supplemental adjusted pro forma non-GAAP measures

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Supplemental adjusted pro forma non-GAAP measures¹

Pro forma revenue and gross margin

\$ in millions, except per share amounts

	FY19	FY20	FY21	2022 YTD	1021	2021	3Q21	4Q21	1022	2022
Pro forma revenue	\$ 83,641	\$ 84,815	\$ 86,670	\$ 46,781	\$ 20,079	\$ 20,852	\$ 21,589	\$ 24,150	\$ 22,589	\$ 24,192
Impact of purchase accounting ²	440	230	104	16	28	26	25	25	9	7
Pro forma non-GAAP revenue	\$ 84,081	\$ 85,045	\$ 86,774	\$ 46,797	\$ 20,107	\$ 20,878	\$ 21,614	\$ 24,175	\$ 22,598	\$ 24,199
Pro forma gross margin	\$ 18,115	\$ 20,639	\$ 20,140	\$ 10,739	\$ 4,716	\$ 4,876	\$ 5,025	\$ 5,523	\$ 5,264	\$ 5,475
Amortization of intangibles	1,820	1,268	850	300	213	213	212	212	151	149
Impact of purchase accounting ²	457	236	111	18	31	27	26	27	9	9
Transaction costs ³	219	(4)	-	-	-	-	-	-	-	-
Stock-based compensation	8	32	75	60	14	18	21	22	27	33
Other corporate expenses ⁴	62	58	55	20	6	3	38	8	13	7
Pro forma non-GAAP gross margin	\$ 20,681	\$ 22,229	\$ 21,231	\$ 11,137	\$ 4,980	\$ 5,137	\$ 5,322	\$ 5,792	\$ 5,464	\$ 5,673

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² This amount includes non-cash purchase accounting adjustments primarily related to the EMC merger transaction.

³ Consists of acquisition, integration, and divestiture-related costs.

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Supplemental adjusted pro forma non-GAAP measures¹

Pro forma SG&A, R&D and operating expense

\$ in millions, except per share amounts

	FY19	FY20	FY21	2022 YTD	1021	2021	3Q21	4Q21	1022	2022
Pro forma SG&A	\$ 16,140	\$ 15,819	\$ 14,198	\$ 7,419	\$ 3,809	\$ 3,467	\$ 3,455	\$ 3,467	\$ 3,658	\$ 3,761
Amortization of intangibles	(2,620)	(1,704)	(1,283)	(588)	(331)	(321)	(316)	(315)	(294)	(294)
Impact of purchase accounting ²	(49)	(42)	(35)	(17)	(9)	(9)	(6)	(11)	(11)	(6)
Transaction costs ³	(483)	(115)	(320)	(66)	(233)	(45)	(25)	(17)	(29)	(37)
Stock-based compensation	(75)	(158)	(297)	(232)	(60)	(72)	(81)	(84)	(103)	(129)
Other corporate expenses ⁴	(314)	(749)	(258)	(141)	(78)	(80)	(103)	3	(58)	(83)
Pro forma non-GAAP SG&A	\$ 12,599	\$ 13,051	\$ 12,005	\$ 6,375	\$ 3,098	\$ 2,940	\$ 2,924	\$ 3,043	\$ 3,163	\$ 3,212
Pro forma R&D	\$ 2,431	\$ 2,454	\$ 2,455	\$ 1,316	\$ 601	\$ 582	\$ 639	\$ 633	\$ 619	\$ 697
Impact of purchase accounting ²	(26)	-	-	-	-	-	-	-	-	-
Transaction costs ³	(18)	(1)	-	-	-	-	-	-	-	-
Stock-based compensation	(8)	(55)	(114)	(86)	(23)	(29)	(30)	(32)	(42)	(44)
Other corporate expenses ⁴	(44)	(35)	(61)	(107)	(8)	(1)	(30)	(22)	(45)	(62)
Pro forma non-GAAP R&D	\$ 2,335	\$ 2,363	\$ 2,280	\$ 1,123	\$ 570	\$ 552	\$ 579	\$ 579	\$ 532	\$ 591
Pro forma operating expenses	\$ 18,571	\$ 18,273	\$ 16,653	\$ 8,735	\$ 4,410	\$ 4,049	\$ 4,094	\$ 4,100	\$ 4,277	\$ 4,458
Amortization of intangibles	(2,620)	(1,704)	(1,283)	(588)	(331)	(321)	(316)	(315)	(294)	(294)
Impact of purchase accounting ²	(75)	(42)	(35)	(17)	(9)	(9)	(6)	(11)	(11)	(6)
Transaction costs ³	(501)	(116)	(320)	(66)	(233)	(45)	(25)	(17)	(29)	(37)
Stock-based compensation	(83)	(213)	(411)	(318)	(83)	(101)	(111)	(116)	(145)	(173)
Other corporate expenses ⁴	(358)	(784)	(319)	(248)	(86)	(81)	(133)	(19)	(103)	(145)
Pro forma non-GAAP operating expenses	\$ 14,934	\$ 15,414	\$ 14,285	\$ 7,498	\$ 3,668	\$ 3,492	\$ 3,503	\$ 3,622	\$ 3,695	\$ 3,803

¹ Adjusted non-GAAP pro forma financial measures represent management estimates and are not presented in accordance with Regulation S-X Article 11. Unaudited pro forma financial information, presented in accordance with Regulation S-X Article 11, is filed as Exhibit 99.1 to the Company's Form 8-K/A filed with the Securities and Exchange Commission on November 5, 2021.

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Supplemental adjusted pro forma non-GAAP measures¹

Pro forma operating income

\$ in millions, except per share amounts

	FY19	FY20	FY21	2022 YTD	1Q21	2Q21	3Q21	4Q21	1Q22	2Q22
Pro forma operating income	\$ (456)	\$ 2,366	\$ 3,487	\$ 2,004	\$ 306	\$ 827	\$ 931	\$ 1,423	\$ 987	\$ 1,017
Amortization of intangibles	4,440	2,972	2,133	888	544	534	528	527	445	443
Impact of purchase accounting ²	532	278	146	35	40	36	32	38	20	15
Transaction costs ³	720	112	320	66	233	45	25	17	29	37
Stock-based compensation	91	245	486	378	97	119	132	138	172	206
Other corporate expenses ⁴	420	842	374	268	92	84	171	27	116	152
Pro forma non-GAAP operating income	\$ 5,747	\$ 6,815	\$ 6,946	\$ 3,639	\$ 1,312	\$ 1,645	\$ 1,819	\$ 2,170	\$ 1,769	\$ 1,870

¹ Adjusted non-GAAP pro forma financial measures represent management estimates and are not presented in accordance with Regulation S-X Article 11. Unaudited pro forma financial information, presented in accordance with Regulation S-X Article 11, is filed as Exhibit 99.1 to the Company's Form 8-K/A filed with the Securities and Exchange Commission on November 5, 2021.

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Supplemental adjusted pro forma non-GAAP measures¹

Pro forma interest and other, net

<i>S in millions, except per share amounts</i>	FY19	FY20	FY21	2Q22 YTD	1Q21	2Q21	3Q21	4Q21	1Q22	2Q22
Pro forma interest and other, net	\$ (2,073)	\$ (2,417)	\$ (1,168)	\$ (405)	\$ (582)	\$ (471)	\$ 266	\$ (381)	\$ (199)	\$ (206)
Transaction costs ²	18	-	(234)	(12)	104	-	(338)	-	-	(12)
Other corporate expenses ³	-	-	(106)	-	-	-	(106)	-	-	-
Fair value adjustment on equity investments ⁴	(342)	(159)	(426)	(362)	(87)	(8)	(316)	(15)	(194)	(168)
Pro forma non-GAAP interest and other, net	\$ (2,397)	\$ (2,576)	\$ (1,934)	\$ (779)	\$ (565)	\$ (479)	\$ (494)	\$ (396)	\$ (393)	\$ (386)
Adjustments:										
VMware spin-off interest savings ⁵	419	467	-	-	-	-	-	-	-	-
Adjusted pro forma non-GAAP interest and other, net	\$ (1,978)	\$ (2,109)	\$ (1,934)	\$ (779)	\$ (565)	\$ (479)	\$ (494)	\$ (396)	\$ (393)	\$ (386)

¹ Adjusted non-GAAP pro forma financial measures represent management estimates and are not presented in accordance with Regulation S-X Article 11. Unaudited pro forma financial information, presented in accordance with Regulation S-X Article 11, is filed as Exhibit 99-1 to the Company's Form 8-K/A filed with the Securities and Exchange Commission on November 5, 2021. Pursuant to Regulation S-X Article 11, Fiscal 2021 and 2Q Fiscal 2022 year-to-date reflected interest savings within such filed unaudited pro forma financial information. Adjusted non-GAAP pro forma financial measures for Fiscal 2019 and Fiscal 2020 presented herein were adjusted to reflect the same pro forma adjustments as if the VMware spin-off transaction occurred on the first day of Fiscal 2019, and therefore reflect interest savings of \$419 million and \$467 million, respectively.

² Consists of acquisition, integration, and divestiture-related costs.

³ Consists of impairment charges, incentive charges related to equity investments, severance, facilities action, and other costs.

⁴ Consists of the gain (loss) on strategic investments, which includes the fair value adjustments on equity investments.

⁵ Reflects the aforementioned pro forma impact of interest savings in Fiscal 2019 and Fiscal 2020.

Supplemental adjusted pro forma non-GAAP measures¹

Pro forma net income

<i>\$ in millions, except per share amounts</i>	FY19	FY20	FY21	2Q22 YTD	1Q21	2Q21	3Q21	4Q21	1Q22	2Q22
Pro forma net income (loss)	\$ (2,346)	\$ 521	\$ 2,201	\$ 1,420	\$ (223)	\$ 993	\$ 664	\$ 767	\$ 726	\$ 694
Amortization of intangibles	4,440	2,972	2,133	888	544	534	528	527	445	443
Impact of purchase accounting ²	532	278	146	35	40	36	32	38	20	15
Transaction costs ³	738	112	86	54	337	45	(313)	17	29	25
Stock-based compensation	91	245	486	378	97	119	132	138	172	206
Other corporate expenses ⁴	420	842	268	268	92	84	65	27	116	152
Fair value adjustment on equity investments ⁵	(342)	(159)	(426)	(362)	(87)	(8)	(316)	(15)	(194)	(168)
Aggregate adjustment for income taxes ⁶	(937)	(1,361)	(851)	(327)	(201)	(863)	277	(64)	(193)	(134)
Pro forma non-GAAP net income	\$ 2,596	\$ 3,450	\$ 4,043	\$ 2,354	\$ 599	\$ 940	\$ 1,069	\$ 1,435	\$ 1,121	\$ 1,233
Adjustments:⁷										
VMware spin-off interest savings	419	467	-	-	-	-	-	-	-	-
Adjustment for income taxes	(102)	(114)	-	-	-	-	-	-	-	-
Adjusted pro forma non-GAAP net income	\$ 2,913	\$ 3,803	\$ 4,043	\$ 2,354	\$ 599	\$ 940	\$ 1,069	\$ 1,435	\$ 1,121	\$ 1,233

- ¹ Adjusted non-GAAP pro forma financial measures represent management estimates and are not presented in accordance with Regulation S-X Article 11. Unaudited pro forma financial information, presented in accordance with Regulation S-X Article 11, is filed as Exhibit 99.1 to the Company's Form 8-K/A filed with the Securities and Exchange Commission on November 5, 2021. Pursuant to Regulation S-X Article 11, Fiscal 2021 and 2Q Fiscal 2022 year-to-date reflected interest savings, with associated tax impacts within such filed unaudited pro forma financial information. Adjusted non-GAAP pro forma financial measures for Fiscal 2019 and Fiscal 2020 presented herein were adjusted to reflect the same pro forma adjustments as if the VMware spin-off transaction occurred on the first day of Fiscal 2019, and therefore reflect interest savings of \$419 million and \$467 million, respectively (with an associated tax impact of \$102 million and \$114 million).
- ² This amount includes non-cash purchase accounting adjustments primarily related to the EMC merger transaction.
- ³ Consists of acquisition, integration, and divestiture-related costs.
- ⁴ Consists of impairment charges, incentive charges related to equity investments, severance, facilities action, and other costs.
- ⁵ Consists of the gain (loss) on strategic investments, which includes the fair value adjustments on equity investments.
- ⁶ Consists of the tax effects of non-GAAP adjustments, as well as an adjustment for discrete tax items.
- ⁷ Reflects the aforementioned pro forma impact of interest savings, and the related tax impacts, in Fiscal 2019 and Fiscal 2020.

Supplemental adjusted pro forma non-GAAP measures¹

Pro forma net income attributable to Dell Technologies Inc.

<i>\$ in millions, except per share amounts</i>	FY19	FY20	FY21	2022 YTD	1Q21	2Q21	3Q21	4Q21	1Q22	2Q22
Pro forma net income (loss) attributable to Dell Technologies Inc.	\$ (2,342)	\$ 525	\$ 2,205	\$ 1,423	\$ (222)	\$ 994	\$ 664	\$ 769	\$ 728	\$ 695
Amortization of intangibles	4,440	2,972	2,133	888	544	534	528	527	445	443
Impact of purchase accounting ²	532	278	146	35	40	36	32	38	20	15
Transaction costs ³	738	112	86	54	337	45	(313)	17	29	25
Stock-based compensation	91	245	486	378	97	119	132	138	172	206
Other corporate expenses ⁴	420	842	268	268	92	84	65	27	116	152
Fair value adjustment on equity investments ⁵	(342)	(159)	(426)	(362)	(87)	(8)	(316)	(15)	(194)	(168)
Aggregate adjustment for income taxes ⁶	(937)	(1,361)	(851)	(327)	(201)	(863)	277	(64)	(199)	(134)
Total non-GAAP adjustments attributable to non-controlling interest	(3)	(4)	(7)	(4)	(2)	(2)	(1)	(2)	(2)	(2)
Total adjustments to pro forma net income (loss) attributable to Dell Technologies Inc.	\$ 4,939	\$ 2,925	\$ 1,835	\$ 930	\$ 830	\$ (55)	\$ 404	\$ 666	\$ 393	\$ 537
Pro forma non-GAAP net income attributable to Dell Technologies Inc.	\$ 2,597	\$ 3,450	\$ 4,040	\$ 2,353	\$ 598	\$ 939	\$ 1,068	\$ 1,435	\$ 1,121	\$ 1,232
Adjustments:⁷										
VMware spin-off interest savings	419	467	-	-	-	-	-	-	-	-
Adjustment for income taxes	(102)	(114)	-	-	-	-	-	-	-	-
Adjusted pro forma non-GAAP net income attributable to Dell Technologies Inc.	\$ 2,914	\$ 3,803	\$ 4,040	\$ 2,353	\$ 598	\$ 939	\$ 1,068	\$ 1,435	\$ 1,121	\$ 1,232

¹ Adjusted non-GAAP pro forma financial measures represent management estimates and are not presented in accordance with Regulation S-X Article 11. Unaudited pro forma financial information, presented in accordance with Regulation S-X Article 11, is filed as Exhibit 99.1 to the Company's Form 8-K/A filed with the Securities and Exchange Commission on November 5, 2021. Pursuant to Regulation S-X Article 11, Fiscal 2021 and 2Q Fiscal 2022 year-to-date reflected interest savings, with associated tax impacts within such filed unaudited pro forma financial information. Adjusted non-GAAP pro forma financial measures for Fiscal 2019 and Fiscal 2020 presented herein were adjusted to reflect the same pro forma adjustments as if the VMware spin-off transaction occurred on the first day of Fiscal 2019, and therefore reflect interest savings of \$419 million and \$467 million, respectively (with an associated tax impact of \$102 million and \$114 million).

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⁵ Consists of the gain (loss) on strategic investments, which includes the fair value adjustments on equity investments.

⁶ Consists of the tax effects of non-GAAP adjustments, as well as an adjustment for discrete tax items.

⁷ Reflects the aforementioned pro forma impact of interest savings, and the related tax impacts, in Fiscal 2019 and Fiscal 2020.

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Supplemental adjusted pro forma non-GAAP measures¹

Pro forma earnings per share - basic and diluted

	FY19 ²	FY20	FY21	2022 YTD	1Q21	2Q21	3Q21	4Q21	1Q22	2Q22
<i>\$ in millions, except per share amounts</i>										
Pro forma net income attributable to Dell Technologies Inc.	(2,342)	525	2,205	1,423	(222)	994	664	769	728	695
Weighted-average shares outstanding - basic	717	724	744	760	740	741	747	750	757	763
Pro forma EPS attributable to Dell Technologies Inc. - basic	\$ (3.27)	\$ 0.73	\$ 2.96	\$ 1.87	\$ (0.30)	\$ 1.34	\$ 0.89	\$ 1.03	\$ 0.96	\$ 0.91
Weighted-average shares outstanding - diluted ³	717	751	789	807	740	780	794	801	806	808
Pro forma EPS attributable to Dell Technologies Inc. - diluted ⁴	\$ (3.27)	\$ 0.70	\$ 2.79	\$ 1.76	\$ (0.30)	\$ 1.27	\$ 0.84	\$ 0.96	\$ 0.90	\$ 0.86
Adjusted pro forma non-GAAP net income attributable to Dell Technologies Inc. ⁴	2,914	3,803	4,040	2,353	598	939	1,068	1,435	1,121	1,232
Weighted-average shares outstanding - basic	717	724	744	760	740	741	747	750	757	763
Adjusted pro forma non-GAAP EPS attributable to Dell Technologies Inc. - basic	\$ 4.06	\$ 5.25	\$ 5.43	\$ 3.10	\$ 0.81	\$ 1.27	\$ 1.43	\$ 1.91	\$ 1.48	\$ 1.61
Weighted-average shares outstanding - diluted ³	747	751	789	807	770	780	794	801	806	808
Adjustments:										
Conversion of outstanding equity awards ³	29	26	-	-	-	-	-	-	-	-
Adjusted weighted-average shares outstanding - diluted	776	777	789	807	770	780	794	801	806	808
Adjusted pro forma non-GAAP EPS attributable to Dell Technologies Inc. - diluted	\$ 3.76	\$ 4.89	\$ 5.12	\$ 2.92	\$ 0.78	\$ 1.20	\$ 1.35	\$ 1.79	\$ 1.39	\$ 1.52

¹ Adjusted non-GAAP pro forma financial measures represent management estimates and are not presented in accordance with Regulation S-X Article 11. Unaudited pro forma financial information, presented in accordance with Regulation S-X Article 11, is filed as Exhibit 99.1 to the Company's Form 8-K/A filed with the Securities and Exchange Commission on November 5, 2021. Pursuant to Regulation S-X Article 11, Fiscal 2021 and 2Q Fiscal 2022 year-to-date reflected interest savings, with associated tax impacts, and diluted earnings per share pro forma impacts of conversion of outstanding equity incentive awards within such filed unaudited pro forma financial information. Adjusted non-GAAP pro forma financial measures for Fiscal 2019 and Fiscal 2020 presented herein were adjusted to reflect the same pro forma adjustments as if the VMware spin-off transaction occurred on the first day of Fiscal 2019, and therefore reflect interest savings of \$419 million and \$467 million, respectively (with an associated tax impact of \$102 million and \$114 million) as well as the pro forma impact of conversion of outstanding equity incentive awards on diluted earnings per share.

² Includes adjustments that give effect to the Class V transaction that occurred in Q4 of Fiscal 2019, as if they occurred on the first day of Fiscal 2019, including certain static share count and average stock price assumptions driven by the incremental Class C shares issued upon closing of the Class V transaction.

³ Pursuant to the Dell Technologies Inc. 2013 Stock Incentive Plan, the VMware spin-off transaction was deemed a restructuring event, requiring an adjustment of outstanding equity incentive awards in the ratio of 1.97 to 1. This adjustment resulted in an increase to potentially dilutive securities outstanding and is reflected as if the transaction had occurred at the beginning of the period. Pursuant to Regulation S-X Article 11, this adjustment is reflected in Fiscal 2021 and 2Q Fiscal 2022 year-to-date only within pro forma earnings per share - diluted. Adjusted non-GAAP pro forma financial measures for Fiscal 2019 and Fiscal 2020 presented herein are adjusted to reflect the same pro forma adjustments as if the VMware spin-off transaction occurred on the first day of Fiscal 2019.

⁴ Adjusted pro forma non-GAAP net income attributable to Dell Technologies Inc. includes the impact of aforementioned interest savings and related tax impacts in Fiscal 2019 and Fiscal 2020.

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