

DELL TECHNOLOGIES INC.

CHARTER OF THE CAPITAL STOCK COMMITTEE OF THE BOARD OF DIRECTORS

Membership

The Capital Stock Committee (the “Committee”) of the board of directors (the “Board”) of Dell Technologies Inc. (the “Company”) shall consist of a minimum of three directors, a majority of whom shall be determined by the Board to satisfy the independence requirements for service on an audit committee of a company with a class of securities listed on the New York Stock Exchange.

Purpose

The Board has established the Committee in accordance with the provisions of the Company’s Fourth Amended and Restated Certificate of Incorporation (the “Amended and Restated Certificate of Incorporation”) and Amended and Restated Bylaws (the “Bylaws”) to exercise such powers, authority and responsibilities as may be granted by the Board to the Committee from time to time in connection with the adoption of general policies governing the relationship between business groups or otherwise (the “General Policies”), including such powers, authority and responsibilities as are granted by the Board to the Committee with respect to, among other matters, (1) the business and financial relationships between the DHI Group (or any business or subsidiary allocated thereto) and the Class V Group (or any business or subsidiary allocated thereto), as such terms are defined in the Amended and Restated Certificate of Incorporation, and (2) any matters arising in connection therewith.

Responsibilities

Without limiting the generality of the foregoing, the Committee shall have the powers, authority and responsibilities to act with respect to, review and, in its discretion, approve all matters necessary or appropriate to enable the Committee to fulfill the purpose specified above and also specifically the following matters (all capitalized terms not defined above having the meanings assigned to them in the Amended and Restated Certificate of Incorporation):

1. Any investment made by or attributed to the Class V Group, including any investment of any dividends received on the VMware, Inc. shares attributed to the Class V Group, other than (a) investments made by VMware, Inc. or (b) any reallocation related to the Retained Interest Dividend Amount or Retained Interest Redemption Amount.
2. Any allocation of any acquired assets, businesses or liabilities to the Class V Group.

3. Any allocation or reallocation of any assets, businesses or liabilities from one Group to the other (other than a pledge of any assets of one Group to secure obligations of the other, or any foreclosure on the assets subject to such a pledge).
4. Any resolution, or the submission to the stockholders of the Company of any resolution, setting forth an amendment to the Amended and Restated Certificate of Incorporation to increase the number of authorized shares of Class V Common Stock or any series thereof at any time the common stock of VMware, Inc. is publicly traded on a U.S. securities exchange and VMware, Inc. is required to file reports under Sections 13 and 15(d) of the Securities Exchange Act of 1934.
5. Any amendment, modification or rescission of any of the General Policies.

Meetings and Reports

The Committee shall meet at such times and places as it deems necessary to fulfill its responsibilities. Except to the extent provided in the Bylaws, or as otherwise provided in the resolution of the Board designating the Committee or fixed by the Committee consistent with the foregoing, the Committee shall be governed by the same procedures regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board, and shall report its proceedings to the Board when requested or required to do so by the Board.

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