

Subject Company: Dell Technologies Inc.  
(Commission File No. 001-37867)

- The following advisory was sent to the Global Communications Advisory List at Dell Technologies Inc. on October 19, 2018.

**GLOBAL COMMUNICATIONS ADVISORY**  
**\*\* NOT FOR DISTRIBUTION \*\***

**Stockholder Meeting and Vote Date**

Today, Dell Technologies filed notice with the Securities and Exchange Commission (SEC) that a special meeting of stockholders to vote on the proposed Class V transaction will take place on Tuesday, Dec. 11 at 8:00 a.m. CT.

In July, we announced a proposal to recapitalize the company through a transaction to retire the VMware tracking stock (DVMT or “Class V”) and replace those shares with a mix of newly publicly traded Dell Technologies Class C common stock and cash.

The proposed exchange offers Class V stockholders a significant and immediate premium, as well as the opportunity to share in the value creation of Dell Technologies in its entirety.

If consummated, this transaction will help simplify the company’s ownership structure, but won’t change how we interact with customers or partners, and VMware will remain independent.

All Dell Technologies stockholders as of the close of business on Oct. 18, 2018 are entitled to vote their shares, in person or by proxy at the Dec. 11 meeting. The transaction is subject to approval by the majority of the outstanding shares of Class V Common Stock, excluding those shares held by affiliates of Dell Technologies.

The Special Committee of Dell Technologies board of directors representing the interests of Class V stockholders unanimously recommend that all stockholders vote “FOR” the proposed transaction.

As previously advised, global spokespersons and communicators should continue to refrain from speaking about the transaction with team members, customers, media or other stakeholders and, instead, refer to the public filings.

If you have additional questions, please direct them to [Dave.Farmer@Dell.com](mailto:Dave.Farmer@Dell.com).  
Thanks,

Stella

**Stella Low**

Senior Vice President, Global Communications

**Dell** | Marketing

mobile [+1 508 335 9908](tel:+15083359908)

[Stella.Low@Dell.com](mailto:Stella.Low@Dell.com)

176 South Street, Hopkinton, 01748, Massachusetts, USA

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### No Offer or Solicitation

This communication does not constitute an offer to sell or a solicitation of an offer to sell or a solicitation of an offer to buy any securities or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended (the "Securities Act"), and otherwise in accordance with applicable law.

### Additional Information and Where to Find It

This communication is being made in respect of the proposed merger of a wholly-owned subsidiary of Dell Technologies Inc. ("Dell Technologies") with and into Dell Technologies, with Dell Technologies as the surviving entity, pursuant to which each share of Class V common stock of Dell Technologies will, at the election of the holder, convert into the right to receive shares of Class C common stock of Dell Technologies or cash, without interest, and each existing share of Class A common stock, Class B common stock and Class C common stock of Dell Technologies will be unaffected by the merger and remain outstanding. The proposed transaction requires the approval of a majority of the aggregate voting power of the outstanding shares of Class A common stock, Class B common stock and Class V common stock other than those held by affiliates of Dell Technologies, in each case, voting as a separate class, and all outstanding shares of common stock of Dell Technologies, voting together as a single class, and will be submitted to stockholders for their consideration. Dell Technologies has filed a registration statement on Form S-4 (File No. 333-226618) containing a preliminary proxy statement/prospectus regarding the proposed transaction with the Securities and Exchange Commission ("SEC"). The information in the preliminary proxy statement/prospectus is not complete and may be changed. After the registration statement has been declared effective by the SEC, a definitive proxy statement/prospectus will be mailed to each holder of Class A common stock, Class B common stock, Class C common stock and Class V common stock entitled to vote at the special meeting in connection with the proposed transaction. INVESTORS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS AND ANY OTHER DOCUMENTS RELATING TO THE TRANSACTION TO BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. You may get these documents, when available, for free by visiting EDGAR on the SEC Website at [www.sec.gov](http://www.sec.gov) or by visiting Dell Technologies' website at <http://investors.delltechnologies.com>.

### Participants in the Solicitation

Dell Technologies and its consolidated subsidiaries and their directors, executive officers and other members of their management and employees, and Silver Lake Technology Management, L.L.C. and its managing partners and employees, may be deemed to be participants in the solicitation of proxies from the stockholders of Dell Technologies in favor of the proposed merger and the other transactions contemplated by the merger agreement, including the exchange of shares of Class V common stock of Dell Technologies for shares of Class C common stock of Dell Technologies or cash. Information concerning persons who may be considered participants in such solicitation under the rules of the SEC, including a description of their direct or indirect interests, by security holdings or otherwise, is set forth in the aforementioned preliminary proxy statement/prospectus that has been filed with the SEC.

## Dell Technologies Inc. Disclosure Regarding Forward-Looking Statements

This communication contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. The words “may,” “will,” “anticipate,” “estimate,” “expect,” “intend,” “plan,” “aim,” “seek,” and similar expressions as they relate to Dell Technologies or its management are intended to identify these forward-looking statements. All statements by Dell Technologies regarding its expected financial position, revenues, cash flows and other operating results, business strategy, legal proceedings, and similar matters are forward-looking statements. The expectations expressed or implied in these forward-looking statements may not turn out to be correct. Dell Technologies’ results could be materially different from its expectations because of various risks, including but not limited to: (i) the failure to consummate or delay in consummating the proposed transaction, including the failure to obtain the requisite stockholder approvals or the failure of VMware to pay the special dividend or any inability of Dell Technologies to pay the cash consideration to Class V holders; (ii) the risk as to the trading price of Class C common stock to be issued by Dell Technologies in the proposed transaction relative to the trading price of shares of Class V common stock and VMware, Inc. common stock; and (iii) the risks discussed in the “Risk Factors” section of the registration statement containing a preliminary proxy statement/prospectus that has been filed with the SEC as well as its periodic and current reports filed with the SEC. Any forward-looking statement speaks only as of the date as of which such statement is made, and, except as required by law, Dell Technologies undertakes no obligation to update any forward-looking statement after the date as of which such statement was made, whether to reflect changes in circumstances or expectations, the occurrence of unanticipated events, or otherwise.