

# VMWARE, INC.

## MERGERS AND ACQUISITIONS COMMITTEE CHARTER

As amended October 5, 2017

### I. PURPOSE

The Mergers and Acquisitions Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of VMware, Inc. (the “**Company**”) is appointed by the Board of Directors to review, assess and approve certain potential acquisitions, investments and divestitures.

The Committee has the sole authority to retain, at the Company's expense, outside legal, financing or other advisers, consultants or experts of its choice that it deems necessary or appropriate in the performance of its duties. The Committee is directly responsible for the appointment, compensation and oversight of the work of any outside adviser retained by the Committee and has the sole authority to approve the adviser's fees and the other terms and conditions of the adviser's retention. The Company shall provide appropriate funding to the Committee, as determined by the Committee, for payment of (1) compensation to the independent auditors for services approved by the Committee, (2) compensation to any outside advisers retained by the Committee, and (3) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

While this charter should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Certificate of Incorporation and Bylaws, it is not intended to establish by its own force any legally binding obligations.

### II. MEMBERSHIP

The Committee will consist of at least two members of the Board. The Board will designate one member of the Committee as Chairperson. Vacancies on the Committee will be filled by a majority vote of the Board. No member of the Committee may be removed except by a majority vote of the Board.

### III. RESPONSIBILITIES

The principal responsibilities and duties of the Committee in serving the purposes outlined in Section I of this Charter are set forth below. These duties are set forth as a guide, with the understanding that the Committee may establish policies and procedures and may perform other activities that are consistent with this Charter, the Company's Bylaws and governing law from time to time that it deems necessary or advisable in fulfilling its responsibilities.

The Committee shall:

1. Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
2. Review acquisition, divestiture and investment strategies and candidates with management, when and as appropriate. In connection with such review, the Committee shall assess risks to the Company in connection with proposed acquisitions, divestitures and investments. Also in connection with such review, the Committee may approve acquisitions, divestitures and investments up to a specified applicable dollar limit and in

accordance with any other relevant parameters previously established by the Board and then in effect.

3. Make recommendations to the Board regarding acquisition, divestiture and investment candidates that are beyond the dollar limit and other relevant parameters referenced in Section 2 above.
4. Participate in annual evaluations of its performance with the Compensation and Corporate Governance Committee.
5. Fulfill such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board, or as may be required by law or regulation.

#### **IV. OTHER MATTERS**

1. Meetings of the Committee will be held from time to time, as determined by the Committee.
2. The Committee may fix its own rules of procedure, which must be consistent with the Bylaws of the Company and this Charter. The Committee may form and delegate authority to subcommittees (consisting of one or more persons) or officers of the Company when appropriate and within the scope permitted by applicable statutes, regulations, listing requirements and the Company's Bylaws.
3. The Committee shall regularly report to the Board on its activities.