

VMWARE, INC.

**COMPENSATION AND CORPORATE GOVERNANCE COMMITTEE CHARTER
As Amended on April 1, 2015**

The Compensation and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors to (i) recommend compensation for non-employee directors, (ii) evaluate and set compensation for the President and Chief Executive Officer (the “CEO”) and the other executive officers, (iii) monitor the Company’s compensation strategy, (iv) oversee and advise the Board with respect to corporate governance matters, (v) make recommendations to the Board with respect to assignments to committees of the Board, and (vi) oversee the evaluation of the Board.

The Committee shall be comprised of no fewer than two members. The members of the Committee shall meet the requirements of the New York Stock Exchange (the “NYSE”) and shall satisfy any other necessary standards of independence under the federal securities and tax laws. Any action taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

The members of the Committee shall be elected annually to one-year terms by majority vote of the Board. The Board shall designate one member of the Committee as Chairperson. Vacancies on the Committee shall be filled by a majority vote of the Board. No member of the Committee shall be removed except by a majority vote of the Board.

The Committee shall fix its own rules of procedure, which shall 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) when appropriate.

The Committee shall meet at least four times per year.

The Committee shall have the sole authority to retain and terminate (or obtain the advice of) any adviser to assist it in the performance of its duties, but only after taking into consideration all factors relevant to the adviser’s independence from management, including those specified in Section 303A.05(c) of the NYSE Listed Company Manual. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Committee, and shall have sole authority to approve the adviser’s fees and the other terms and conditions of the adviser’s retention. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

The Committee shall make regular reports to the Board.

The Committee shall:

1. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
2. Establish an executive compensation program tied to the strategic and financial objectives of the Company which is intended to motivate and incentivize executives by tying their compensation closely to the Company’s performance and returns to stockholders.

3. Annually (i) review the selection of peer companies used for compensation analysis and (ii) review compensation methodologies, competitive practices, best practices and trends.
4. Annually evaluate the appropriate level and form of compensation for board and committee service by non-employee members of the Board and recommend changes to the Board when appropriate.
5. Review and approve the goals and objectives relevant to the compensation of the President and CEO. Such goals and objectives may include financial as well as strategic and tactical goals and objectives.
6. Evaluate the performance of the President and CEO, including performance relative to goals and objectives, as well as overall performance.
7. Based on the evaluation in Section 6 above, as well as other factors, either as a committee or together with the other independent directors (as directed by the Board), set the compensation levels of the President and CEO. In setting the short and long-term cash and equity incentive components of the President and CEO's compensation, the Committee shall consider the Company's performance and stockholder return, the value of similar incentive awards to officers in positions similar to president and to chief executive officers at comparable companies and the awards given to the President and CEO in past years, as well as such other factors as the Committee deems appropriate. Nothing in this Charter will be construed as precluding discussion of CEO compensation with the Board generally.
8. Review and approve, or make recommendations to the Board with respect to, compensation of the executive officers (other than the President and CEO).
9. In accordance with the Company's Corporate Governance Guidelines, oversee the Company's succession planning process for the CEO and other senior management positions, including the review, discussion and submission of a report to the Board at least annually.
10. Review and approve benefits and perquisites and employment-related contracts, agreements and arrangements applicable to the Company's executive officers that are not made generally available to the Company's employees.
11. Oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.
12. Annually review and oversee the administration of the Company's equity-based plans, approve any amendments to these plans if the Committee deems it appropriate and such amendments do not require stockholder approval. Make recommendations to the Board regarding amendments that require stockholder approval (including without limitation, any increase in the number of shares reserved under existing equity plans) and the adoption of new equity plans.
13. Approve transactions under the Company's equity plans.
14. Oversee the administration of the Company's deferred compensation and 401(k) plans, periodically review the operation of such plans and interpret the provisions and approve amendments thereto, as deemed appropriate by the Committee.

15. Review the Company's employee compensation strategy for alignment with stockholder interests and the Company's strategic and tactical objectives.
16. Review and discuss with management the Company's Compensation Discussion and Analysis (the "CD&A") and recommend to the Board whether the CD&A should be included in the Company's annual proxy statement.
17. Prepare the report required to be prepared by the Committee pursuant to the rules of the Securities and Exchange Commission for inclusion in the Company's annual proxy statement.
18. Oversee the Company's submissions to a stockholder vote on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, incentive and other executive compensation plans, and amendments to such plans. Review the results of stockholder votes on executive compensation matters and to the extent the Committee determines it appropriate to do so, take such results into consideration in connection with the review and approval of executive officers compensation. Discuss with management the appropriate engagement with stockholders and proxy advisory firms in response to such votes.
19. Develop and review at least annually the corporate governance guidelines adopted by the Board to ensure that they are appropriate for the Company, and recommend any proposed changes to the Board for approval.
20. Consider corporate governance issues as well as issues related to corporate social responsibility that may arise from time to time, and make recommendations to the Board as appropriate.
21. Monitor regulatory developments relating to corporate governance and make recommendations to the Board, as appropriate.
22. Review and make recommendations to the Board regarding stockholder proposals and, as appropriate, other stockholder matters.
23. Establish and periodically review criteria for the selection of Board members. The Committee seeks to identify those individuals most qualified to serve as Board members and will consider many factors with regard to each candidate, including judgment, integrity, diversity, prior experience, the interplay of the candidate's experience with the experience of other Board members, the extent to which the candidate would be desirable as a member of any committees of the Board, and the candidate's willingness to devote substantial time and effort to Board responsibilities.
24. Identify individuals qualified to become Board members, consistent with the criteria set forth above, and consider individuals recommended by shareholders.
25. Assist the Board in making determinations of independence of directors by developing, periodically reviewing and making recommendations to the Board regarding standards to be applied in making determinations as to the absence of material relationships between the Company and a director.
26. Recommend to the Board director nominees for election by the shareholders at the next annual or special meeting of shareholders of the Company or appointment by the Board, as the case may be, which recommendations shall be consistent with the Board's criteria for selecting new directors and the Company's Corporate Governance Guidelines.

27. Review and make recommendations to the Board when appropriate regarding the size and composition of the Board, giving consideration to changing circumstances of the Company and the then current Board membership.
28. Make recommendations to the Board with respect to assignments to committees of the Board and conduct a review at least annually of all such committees and recommend to the Board changes in number of members, function or membership, as appropriate.
29. If no Lead Director has been appointed, oversee the performance evaluations of the Board and make recommendations to the Board with respect to such evaluations, or, if a Lead Director has been appointed, discussing such performance evaluations with the Lead Director.
30. Monitor from time to time outside activities of and consider questions of possible conflicts of interest of directors and senior executives.
31. Recommend that the Board request the resignation of a director when appropriate.
32. Prepare and review with the Board an annual performance evaluation of the Committee. 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.