

**VMWARE, INC.**

**MERGERS AND ACQUISITIONS COMMITTEE CHARTER**

The Mergers and Acquisitions Committee (the “Committee”) is appointed by the Board of Directors to review and assess, and assist the Board in reviewing and assessing potential acquisitions and investments.

The Committee shall be comprised of no fewer than two members. The members 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 authority to retain and authorize reasonable funding for advisors or other third parties to assist it.

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. 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. Prepare and review with the Compensation and Corporate Governance Committee an annual performance evaluation of the Committee.
5. Fulfill such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board or the Chairman of the Board, or as may be required by law or regulation.