

VMWARE, INC.

NOMINATING, GOVERNANCE AND  
RELATED PERSONS TRANSACTIONS COMMITTEE CHARTER

November 1, 2021

**I. PURPOSE**

The Nominating, Governance and Related Persons Transactions Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of VMware, Inc. (the “**Company**”) is appointed by the Board to (1) oversee and advise the Board with respect to corporate governance matters, (2) determine the slate of director nominees for election to the Board, (3) recommend to the Board individuals to fill vacancies occurring between annual meetings of stockholders, (4) recommend individuals for nomination as members of the standing committees of the Board, (5) oversee the evaluation of the Board, (6) oversee the Company’s environmental, social and governance (“**ESG**”) programs and (7) review and approve certain related persons transactions involving the Company.

The Committee has the sole authority to retain, at the Company’s expense, outside legal, financial 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 any outside advisers retained by the Committee and (2) 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 who meet the independence requirements of the New York Stock Exchange and are disinterested and independent for purposes of Delaware law with respect to Dell Technologies Inc. The Committee will elect its own 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:

**A. Board Composition and Nominating**

1. 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.
2. Identify individuals qualified to become Board members, consistent with the criteria set forth above, and consider individuals validly recommended by stockholders.
3. Recommend to the Board director nominees for election by the stockholders at the annual or special meeting of stockholders of the Company or for 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.
4. Recommend that the Board request the resignation of a director when appropriate.
5. Review the responsibilities of, and make a recommendation to the Board regarding the appointment of, the Lead Director.

**B. Board Committees**

1. 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.
2. 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.

**C. Corporate Governance**

1. 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.
2. Monitor regulatory developments relating to corporate governance and make recommendations to the Board, as appropriate.
3. Review and make recommendations to the Board regarding stockholder proposals and, as appropriate, other stockholder matters.

4. Review and recommend to the Board changes to the Company's Certificate of Incorporation and Bylaws as needed.
5. 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.
6. Monitor from time to time outside activities of and consider questions of possible conflicts of interest of directors and senior executives.
7. 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, discuss such performance evaluations with the Lead Director

**D. ESG**

1. Oversee the Company's ESG programs, including the Company's policies and practices concerning environmental sustainability, corporate social responsibility and diversity and inclusion, and periodically report to the Board.

**E. Related Persons Transactions**

1. Review and approve the Company's Policy and Procedures with Respect to Related Persons Transactions (the "Policy") and perform the responsibilities assigned to the Committee as set forth therein.

**F. Administrative**

1. Review and reassess the adequacy of this Charter and the Policy periodically and recommend any proposed changes to the Board for approval.
2. Prepare and review with the Board an annual performance evaluation of the Committee.
3. 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. No member of the Committee will participate in any review or approval of any Related Person Transaction with respect to which such member is a Related Person (as defined in the Policy). If one or more members of the Committee are Related Persons with respect to a transaction, the Board may appoint one or more duly qualified directors to serve temporarily in place of the Committee members who are Related Persons.
2. Meetings of the Committee will be held at least four times per year, and more often as necessary, as determined by the Committee.

3. 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.
4. From time to time, the Board may delegate additional matters to the Committee for its review in accordance with the terms of this Charter.
5. The Committee shall regularly report to the Board on its activities.