

## VMWARE, INC.

### RELATED PERSONS TRANSACTIONS COMMITTEE CHARTER

As adopted on March 17, 2016

#### I. PURPOSE

The Related Persons Transactions Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of VMware, Inc. (the “**Company**”) is appointed by the Board to 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 will 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 with respect to the Company’s controlling stockholder (the “**Controlling Stockholder**”) for purposes of Delaware law. 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:

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.
2. Review and reassess the adequacy of this Charter and the Policy periodically and recommend any proposed changes to the Board for approval.

3. Participate in annual evaluations of its performance with the Compensation and Corporate Governance Committee.
4. 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 will appoint one or more directors to serve temporarily in place of the Committee members who are Related Persons.
2. Meetings of the Committee will be held at least two 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 will regularly report to the Board on its activities.