

Part II Organizational Action *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ [See attachment](#)

Blank lines for listing applicable Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ [See attachment](#)

Blank lines for providing information regarding loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ [See attachment](#)

Blank lines for providing other necessary information.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here Signature ▶ *Elisabeth Loew* Date ▶ Dec 15, 2021

Print your name ▶ Elisabeth Loew Title ▶ Vice President of Tax

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

VMware Inc.
EIN: 94-3292913
Attachment to Form 8937

Lines 9, 10, 12

Classification and Description	CUSIP number	Ticker Symbol
VMware Class A common stock	928563402	VMW
VMware Class B common stock	-	-

Line 14 Describe the organizational action and, if applicable, the date of the action or the date against which the shareholders' ownership is measured from the action.

On November 1, 2021, at 5:01 p.m. EDT (the “**Distribution Date**”), pursuant to the terms and conditions of the Separation and Distribution Agreement dated April 14, 2021, between Dell Technologies Inc. (“**Dell Technologies**”) and VMware, Inc. (“**VMware**”), Dell Technologies distributed its entire interest in VMware (the “**Distribution**”), consisting of VMware Class A common stock (“**VMware Class A Stock**”) and VMware Class B common stock (“**VMware Class B Stock**”) and together with the VMware Class A Stock, the “**VMware Common Stock**”), on a pro rata basis to shareholders of record as of 5:00 p.m. EDT on October 29, 2021 (the “**Distribution Record Date**”) of Dell Technologies common stock (each such shareholder, a “**New VMware Shareholder**”).

Immediately following the Distribution, and prior to the receipt by the New VMware Shareholders, each share of VMware Class B Stock automatically converted into one fully paid and non-assessable share of VMware Class A Stock (the “**Conversion**”). As a result, each New VMware Shareholder received 0.440626 of a share of VMware Class A Stock for each share of Dell Technologies common stock held as of the Distribution Record Date (the “**Distribution Ratio**”).¹

Line 15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.

The Conversion is intended to be treated as a reorganization under section 368(a)(1)(E) of the Internal Revenue Code of 1986, as amended (the “**Code**”). For U.S. federal income tax purposes, each New VMware Shareholder should be treated as exchanging each share of VMware Class B Stock received in the Distribution for one share of VMware Class A Stock.

¹ For U.S. federal income tax purposes, in the Distribution each New VMware Shareholder is treated as having received 0.040005 of a share of VMware Class A Stock and 0.400621 of a share of VMware Class B Stock (such sum comprising the Distribution Ratio) for each share of Dell Technologies common stock.

Under section 358(a) of the Code, the tax basis of each share of VMware Class A Stock received by a New VMware Shareholder in the Conversion should equal the tax basis of the share of VMware Class B Stock exchanged therefor.

New VMware Shareholders that received VMware Class B Stock in the Distribution with respect to Dell Technologies common stock that were purchased at different times or at different prices should allocate the aggregate tax basis to the VMware Class A Stock in a manner that replicates, to the greatest extent possible, the bases and holding periods allocated to the VMware Class B Stock (in the Distribution) with respect to which the VMware Class A Stock was received. This allocation may result in some shares of VMware Class A Stock having split basis and holding periods.

Please refer to Form 8937 filed by Dell Technologies regarding the Distribution for further information regarding certain basis implications with respect to VMware Common Stock received in the Distribution.

Line 16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.

Pursuant to section 354(a) of the Code, because the Conversion is intended to qualify as a tax-free reorganization under section 368(a)(1)(E) of the Code, and no consideration other than VMware Class A Stock was received, the New VMware Shareholders should recognize no gain or loss on the receipt of the VMware Class A Stock in the Conversion.

Line 17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.

Sections 354, 358, and 368(a)(1)(E).

Line 18 Can any resulting loss be recognized?

No loss may be recognized by any New VMware Shareholder in the Conversion.

Line 19 Provide any other information necessary to implement the adjustment, such as the reportable tax year.

The tax effects of the Conversion should be reported by the New VMware Shareholders in the tax year that includes November 1, 2021.

The information contained herein does not constitute tax advice and is intended to provide only a general summary and is not intended to be a complete analysis or description of all potential U.S. federal income tax consequences of the transactions described herein. Moreover, the discussion set forth above does not address tax consequences that may vary with, or are dependent on, individual circumstances. You are urged to consult your own tax advisors regarding the particular tax consequences of such transactions to you, including the applicability and effect of all U.S. federal, state, and local and foreign taxes.