

DELL TECHNOLOGIES INC.

CHARTER OF THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

Membership

The Executive Committee (the “Committee”) of the board of directors (the “Board”) of Dell Technologies Inc. (the “Company”) shall consist of at least one Group II Director and at least one Group III Director, as such terms are defined in the Company’s Fourth Amended and Restated Certificate of Incorporation (the “Amended and Restated Certificate of Incorporation”), and otherwise shall have such membership from time to time as shall be approved by the Board consistent with the provisions of the Dell Technologies Inc. Amended and Restated Sponsor Stockholders Agreement (the “Sponsor Stockholders Agreement”).

Purpose

The Board has established the Committee in accordance with the Sponsor Stockholders Agreement to (1) provide the Company’s executive officers with advice and input regarding the operations and management of the Company’s business, (2) to consider and make recommendations to the Board regarding the Company’s business strategy and (3) to undertake such other matters as shall be specified in this Charter consistent with the provisions of the Sponsor Stockholders Agreement.

Responsibilities

By its approval and adoption of this Charter, the Board has delegated to the Committee, to the fullest extent permitted under Delaware law, the power and authority of the Board necessary or appropriate to enable the Committee to fulfill the purpose specified above and also specifically to undertake the following matters:

1. Review and approval of acquisitions and dispositions by the Company and its Subsidiaries (as such term is defined in the Sponsor Stockholders Agreement), to the extent requiring approval of the Board and excluding dispositions of shares of Class V Common Stock (as such term is defined in the Amended and Restated Certificate of Incorporation) or assets or liabilities attributed to the Class V Group (as such term is defined in the Amended and Restated Certificate of Incorporation).
2. Review and approval of the annual budget and business plan of the Company and its Subsidiaries.
3. The incurrence of indebtedness by the Company and its Subsidiaries, to the extent that such incurrence requires approval of the Board.

4. The entering into of material commercial agreements, joint ventures and strategic alliances by the Company and its Subsidiaries, in each case to the extent requiring the approval of the Board.
5. Acting as the compensation committee of the Board, including (1) reviewing and approving compensation policy for the Company's senior executives and directors and approving (or making recommendations to the full Board to approve) cash and equity compensation for the Company's senior executives and directors, (2) the appointment and removal of senior executives of the Company and its Subsidiaries, (3) reviewing and approving recommendations regarding aggregate salary and bonus budgets and guidelines for other employees and (4) acting as administrator of the Company's equity and cash compensation plans.
6. The adoption of employee benefit plans by the Company and its Subsidiaries, to the extent that such action requires approval of the Board.
7. The redemption or repurchase by the Company of DHI Common Stock (as such term is defined in the Amended and Restated Certificate of Incorporation).
8. The commencement and/or settlement by the Company and its Subsidiaries of material litigation, in each case to the extent such action requires the approval of the Board.
9. Such other matters as may be delegated by the Board to the Committee.

Meetings and Reports

The Committee shall meet at such times and places as it deems necessary to fulfill its responsibilities. Except to the extent provided in the Company's Amended and Restated Bylaws or the Sponsor Stockholders Agreement, or as otherwise provided in the resolution of the Board designating the Committee or fixed by the Committee consistent with the foregoing, the Committee shall be governed by the same procedures regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board, and shall report its proceedings to the Board when requested or required to do so by the Board.

Resources

The Committee shall have such resources as it shall consider necessary to discharge its duties and responsibilities.

September 2016