

## **VMware, Inc.**

### **AUDIT COMMITTEE CHARTER**

The Audit Committee (the “Committee”) is appointed by the Board of Directors to (a) assist Board oversight of (1) the integrity of the Company’s financial statements, (2) the Company’s compliance with legal and regulatory requirements, (3) the qualifications and independence of the Company’s registered public accounting firm (the “independent auditors”) and (4) the performance of the Company’s internal audit function and independent auditor; and (b) prepare the report required to be prepared by the Committee pursuant to the rules of the Securities and Exchange Commission (the “SEC”) for inclusion in the Company’s proxy statement.

The Committee shall be comprised of no fewer than three members. The members of the Committee shall meet the requirements set forth in the applicable rules and regulations of the New York Stock Exchange (the “NYSE”) and the SEC.

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 quarterly or more frequently as circumstances require. The Committee shall meet periodically with management, the head of the internal audit department (at such time as an internal audit group exists) and the independent auditor in separate sessions.

The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The Company’s independent auditor shall report directly to the Committee. The Committee shall pre-approve all permissible non-audit services and all audit, review or attest engagements required under the securities laws (including the fees and terms thereof) to be performed for the Company by its independent auditor; provided, however, that de-minimus non-audit services may instead be approved in accordance with applicable SEC rules. The Committee may delegate to the Chair of the Committee or to a subcommittee the authority to grant pre-approvals of audit and permissible non-audit services, provided that the decisions of such Chair or subcommittee shall be presented to the full Committee at its next scheduled meeting.

The Committee shall have the authority to engage independent counsel and other advisors, as it determines necessary to carry out its duties. The Committee shall further have the authority to cause the Company to pay the (1) compensation of any advisors referenced above, (2) compensation of the independent auditor established by the Committee and (3) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee may conduct or authorize investigations into any matters within the scope of its responsibilities and may meet with any employees of the Company or any third parties it deems necessary in connection with such investigations.

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. Meet and review and discuss with management and the independent auditor the quarterly and annual financial statements, including the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in quarterly and annual reports, and recommend to the Board whether the audited financial statements should be included in the Company's Annual Report on Form 10-K.
3. Review major issues regarding accounting principles and financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies.
4. Review and discuss with management and the independent auditor the Company's internal controls report and the independent auditor's attestation of the report prior to the filing of the Company's Annual Report on Form 10-K.
5. Review analyses prepared by management or the independent auditor of significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative generally accepted accounting principles ("GAAP") methods on the Company's financial statements.
6. Review and discuss all reports provided by the independent auditor on:
  - (a) critical accounting policies and practices to be used;
  - (b) alternative treatments within GAAP for policies and practices related to material items that have been discussed with management, including the ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditor; and
  - (c) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
7. Review the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.
8. Discuss with management the Company's earnings press releases as well as financial information and earnings guidance provided to analysts and rating agencies; provided, however, that such discussion may be done generally (consisting of discussing the types

of information to be disclosed and the types of presentations to be made), and the Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance.

9. Discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 61 relating to the conduct of the audit, including any problems or difficulties the auditor may have encountered in the course of the audit work and management's response, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
10. Discuss with management the Company's major financial risks and exposures and the steps management has taken to monitor and control such risks and exposures, including the Company's policies with respect to risk assessment and risk management.
11. Review disclosures made to the Committee by the Company's chief executive officer and chief financial officer during their certification process for the Annual Report on Form 10-K and Quarterly Reports on Form 10-Q about any significant deficiencies and material weaknesses in the design or operation of the Company's internal control over financial reporting and any reported fraud involving management or other employees who have a significant role in the Company's internal control over financial reporting.
12. At least annually, evaluate the qualifications, performance and independence of the independent auditor, including assessing whether all relationships between the independent auditor and the Company and the provision of permitted non-audit services are compatible with maintaining the auditor's independence. In connection with the evaluation, obtain and review a report by the independent auditor regarding its internal quality control procedures and consider whether such quality controls are adequate.
13. Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit.
14. Set hiring policies for employees or former employees of the Company's independent auditor.
15. Review the significant reports to management prepared by the internal audit department and management's responses.
16. Discuss with the independent auditor and management, the internal audit department staffing and responsibilities and any recommended changes thereto.
17. Establish and review periodically procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

18. Review with the Company's General Counsel legal matters that may have a material impact on the Company's financial statements, the Company's compliance policies and any material reports or inquiries received from regulators or governmental agencies.
19. Review and approve the Company's policies and procedures with respect to related persons transactions and perform the responsibilities assigned to the Committee as set forth therein.
20. Prepare and review with the Compensation and Corporate Governance Committee an annual performance evaluation of the Committee.
21. 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.

While the Committee has the responsibilities and authority set forth in this Charter, it is not the duty of the Committee to plan or conduct audits of the Company's financial statements or of its internal control over financial reporting or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of management and the independent auditor. Nor is it the duty of the Committee to assure compliance with laws and regulations or the Company's Business Conduct Guidelines.

Adopted: August 12, 2007